Foundation Healthcare Holdings Limited
Company Registration Number 202227593G
238A Thomson Road, #13-10 Novena Square, Singapore 307684

PROPOSED ACQUISITION OF THE SKIN SPECIALISTS AND LASER CLINIC PTE. LTD.

1. INTRODUCTION

1.1 Foundation Healthcare Holdings Limited (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that it and its wholly owned subsidiary, Foundation Healthcare (Specialists) Pte. Ltd. ("**FHS**") have today entered into a share sale and moratorium agreement (the "**Agreement**") with Dr. Tang Boon Yang Mark and Dr. Theng Thiam Seng Colin (the "**Sellers**") to acquire the entire issued share capital (the "**Sale Shares**") of The Skin Specialists and Laser Clinic Pte. Ltd. (the "**Target**") (the "**Proposed Transaction**") in two tranches in the following manner:

1.1.1 an initial acquisition of shares representing 60 per cent. of the shares in the capital of the Target (the "**First Tranche Acquisition**", and such shares, the "**First Tranche Sale Shares**"); and

1.1.2 a subsequent acquisition of shares representing the remaining 40 per cent. of the shares in the capital of the Target (the "**Second Tranche Acquisition**", and such shares, the "**Second Tranche Sale Shares**")).

1.2 Subject to the satisfaction or waiver of certain specified conditions precedent (including but not limited to there being no material breach by any of the Sellers of any provisions of the Agreement), completion of the First Tranche Acquisition is expected to take place at the end of 2026 and completion of the Second Tranche Acquisition is expected to take place at the end of 2029.

2. INFORMATION ON THE TARGET

2.1 The Target is a private company limited by shares incorporated in Singapore and principally engaged in the provision of private specialist medical services in the dermatology specialty.

2.2 The Proposed Transaction will result in the Target becoming an indirect subsidiary of the Company.

2.3 Based on the unadjusted management accounts of the Target for the financial year ended 31 December 2025, as at 31 December 2025:

2.3.1 the book value attributable to the Sale Shares is S$3,208,200; and

2.3.2 the net profit of the Target is S$3,090,947.

3. INFORMATION ON THE SELLER

The Sellers are the existing shareholders of the Target and are both currently medical practitioners specialising in the area of dermatology, and are carrying on their medical practice through the Target.

4. RATIONALE FOR AND BENEFITS OF THE PROPOSED TRANSACTION

4.1 The Target is expected to expand and complement the range of specialist medical services offered across the Group's network, broadening the Group's specialty coverage and enhancing its ability to serve a larger and more diverse patient base**.**

4.2 The Target diversifies the Group's revenue base across its portfolio of specialties, reducing the Group's reliance on any single specialty and enhancing the resilience of the Group's earnings, in line with the Group's long-term growth strategy.

4.3 The Target is expected to generate synergies for the Group, including enhanced utilisation of the Group's existing medical centres, surgical centres, imaging centres and other facilities, and allows the Group to offer more comprehensive, integrated care pathways to patients.

5. PRINCIPAL TERMS OF THE PROPOSED TRANSACTION

5.1 **Proposed Transaction.** In accordance with the terms and conditions of the Agreement, the Sellers have agreed to sell, and FHS has agreed to purchase, the Sale Shares in two tranches, free from encumbrances and together with all rights and advantages attaching to them as at the date of First Completion or Second Completion (as the case may be).

5.2 First Tranche Acquisition

5.2.1 **First Completion.** The completion of the acquisition of the First Tranche Sale Shares ("**First Completion**") is subject to satisfaction or waiver of certain conditions precedent including:

(i) there has been no material breach by any of the Sellers of any provisions of the Agreement;

(ii) no Seller Default Event has occurred or, to the best of the Sellers' knowledge, information and belief, is reasonably likely to occur, where "**Seller Default Event**" means:

(a) such Seller having been convicted by a court of competent jurisdiction of a criminal offence (other than a traffic offence) which involves fraud, dishonesty, gross misconduct, criminal negligence or breach of trust; or

(b) such Seller being disqualified by the Singapore Medical Council from medical practice; and

(iii) no material adverse event has occurred or is reasonably likely to occur.

5.3 Second Tranche Acquisition

5.3.1 **Second Completion.** The completion of the acquisition of the Second Tranche Sale Shares ("**Second Completion**") is subject to satisfaction or waiver of certain conditions precedent including:

(i) if required, the issue of the Consideration Shares (as defined below) to the Sellers being approved by the shareholders of the Company;

(ii) the allotment and issuance of the Consideration Shares to be issued having been approved in principle for listing on the SGX-ST, there being no withdrawal of any such approval and the conditions to such approval having been fulfilled;

(iii) no Seller Default Event has occurred or, to the best of the Sellers' knowledge, information and belief, is reasonably likely to occur; and

(iv) such other conditions as may be required by the Company and/or FHS.

Upon the Second Completion, the Target will become a wholly-owned indirect subsidiary of the Company.

5.4 Total Consideration

5.4.1 The aggregate consideration for the Proposed Transaction (the "**Total Consideration**") comprises:

(i) an initial consideration of S$12,859,439 (the "**First Tranche Consideration**") payable in cash for the First Tranche Sale Shares on First Completion; and

(ii) an amount to be computed using a pre-agreed formula pegged to the adjusted net profits after tax of the Target during the period immediately prior to Second Completion (subject to an agreed cap as detailed in paragraph 5.4.3 below) (the "**Second Tranche Consideration**") payable in cash and/or new shares to be allotted and issued in the capital of the Company (the "**Consideration Shares**") for the Second Tranche Sale Shares on Second Completion. The proportion of Second Tranche Consideration to be paid in cash and in Consideration Shares respectively will be determined at the sole discretion of the Company and FHS.

5.4.2 The Sellers may be liable to reimburse a portion of the First Tranche Consideration and Second Tranche Consideration if a Seller Default Event occurs following First Completion or Second Completion (as the case may be).

5.4.3 In order to comply with the requirements of the SGX-ST Listing Rules (the "**Listing Rules**"), to compute the thresholds in Rule 1006 of the Listing Rules and to ascertain the maximum potential dilution that could arise from the issuance of the Consideration Shares to satisfy the Second Tranche Consideration, notwithstanding that the actual Second Tranche Consideration can only be computed and determined at a future date based on the adjusted net profits after tax of the Target during the period immediately prior to Second Completion, the maximum amount of Second Tranche Consideration has been capped at S$60,000,000 (the "**Second Tranche Consideration Cap**") and the maximum number of Consideration Shares that the Company will allot and issue for the Second Tranche Consideration has been capped at 119,856,173 Shares (the "**Second Tranche Consideration Shares Cap**").

5.4.4 Assuming that (i) there are no reimbursements of the First Tranche Consideration and Second Tranche Consideration by the Sellers; and (ii) the Second Tranche Consideration Cap is reached, the Total Consideration payable in respect of the Sale Shares will be capped at an aggregate amount of S$72,859,439.

5.4.5 The Company and/or FHS intends to fund the First Tranche Consideration using internal cash resources and, if and to the extent the Second Tranche Consideration is payable in cash, from various sources, including unutilised banking facilities and internal cash resources. In respect of the Consideration Shares, these will be satisfied by way of issuance and/or transfer of shares in the Company. The Company intends to rely on the general mandate obtained from Shareholders from time to time for the allotment and issuance of the Consideration Shares, to the extent that the available general mandate is sufficient. If the number of Consideration Shares to be issued would exceed the limits of the general mandate or if there is no general mandate in force at the relevant time, the Company will seek specific prior approval from the Shareholders at a general meeting before allotting and issuing those shares. Any such allotment and issuance of Consideration Shares will be conditional upon such specific prior approval of the Shareholders being obtained. If such approval of the Shareholders is required but is not obtained, the Company will satisfy the Second Tranche Consideration in cash.

5.4.6 The Total Consideration payable by the Company and FHS to the Sellers for the Proposed Transaction was mutually arrived after arms' length negotiations between the Company and the Sellers on a willing-seller and willing-buyer basis after taking into consideration, amongst other matters:

(i) the Proposed Transaction is expected to expand or complement the range of specialist medical services offered across the Group's network;

(ii) anticipated operational synergies arising from the Proposed Transaction, including the utilisation of the Group's existing medical centres, surgical centres, imaging centres and other facilities;

(iii) the professional standing, track record and reputation of the Target's specialist(s);

(iv) the anticipated financial effects of the Proposed Transaction on the Group, including its impact on earnings per share; and

(v) the adjustments made in the Adjusted Target Management Accounts FY25 (referred to in paragraph 5.4.7(iii) below).

5.4.7 In this Announcement, references have been made to the following financial information:

(i) the audited financial statements of the Group for the financial year ended 31 December 2025 (the "**Audited FHH Group FS FY25**");

(ii) the management accounts of the Target for the financial year ended 31 December 2025, on an unadjusted basis (the "**Unadjusted Target Management Accounts FY25**"); and

(iii) the management accounts of the Target for the financial year ended 31 December 2025, on an adjusted basis (the "**Adjusted Target Management Accounts FY25**") which reflects certain adjustments identified by the Company in the course of its due diligence on the Target, including adjustments relating to the transition of the Target's medical specialists' remuneration arrangements to the Group's remuneration framework, which will take effect from date of First Completion (the "**Relevant Adjustments**").

The financial information based on the Adjusted Target Management Accounts FY25 have been provided solely to assist in understanding the basis on which the Company has evaluated the Proposed Transaction and in particular, to illustrate the financial effects of the Proposed Transaction. It should not be construed as a forecast or projection of the Group's future financial performance.

5.5 Moratorium and Escrow Arrangements for Consideration Shares

5.5.1 Pursuant to the terms of the Agreement, the Consideration Shares are subject to moratorium and escrow arrangements (the "**Moratorium Arrangements**") where the Consideration Shares shall be held in an escrow account in the name of the Sellers, and are restricted from being sold, transferred or otherwise disposed of for several years commencing on the date of Second Completion. The Consideration Shares will generally be released from the Moratorium Arrangements subject to certain performance targets (including in respect of the revenue of the Target) being met during each anniversary year period following the Second Completion (the "**Moratorium Lifting Criteria**").

5.5.2 If the Moratorium Lifting Criteria is not achieved by the end of the agreed moratorium period, either (A) the requisite number of Consideration Shares are to be sold at market value and a portion of the sale proceeds, calculated based on an agreed formula, are to be paid to the Company (the "**Shortfall Amount**") or (B) the Sellers shall pay an amount in cash equivalent to Shortfall Amount to the Company.

5.5.3 For the avoidance of doubt, if the sale proceeds from the sale of Consideration Shares are insufficient to satisfy the Shortfall Amount in full, each Seller remains liable to pay the remaining Shortfall Amount to the Company.

5.6 Moratorium and Escrow Arrangements for Cash Consideration. To the extent any portion of the consideration for the Second Tranche Sale Shares is to be satisfied by cash payment, the Company or FHS may require that such portion be subject to similar Moratorium Arrangements.

6. DISCLOSABLE TRANSACTION UNDER CHAPTER 10 OF THE LISTING MANUAL

6.1 Relative figures computed on the bases set out in Rule 1006

6.1.1 **First Completion.** Based on the Audited FHH Group FS FY25 and the Unadjusted Target Management Accounts FY25, the relative figures in respect of only the First Completion computed on the bases set out in Rule 1006 of the Listing Manual are as follows:

Rule 1006	Bases	Proposed Transaction ('million) (1)	Group ('million)(1)	Relative figures (%)(1)
(a)	Net asset value of the assets to be disposed of, compared with the Group's net asset value	N.A.	N.A.	N.A.
(b)	Net profits attributable to the First Tranche Sale Shares, compared with the Group's net profits(2)	2.14	52.16	4.10
(c)	The aggregate value of the First Tranche Consideration, compared with the Company's market capitalisation(3)	12.86	665.12	1.93
(d)	The number of equity securities issued by the Company as consideration for the Proposed Transaction, compared with the number of equity securities previously in issue	N.A.	N.A.	N.A.

Notes:

(1) Rounded to the nearest two decimal places.

(2) The term "**net profits**" means profit or loss including discontinued operations that have not been disposed and before income tax and non-controlling interests, as defined in Rule 1002 of the Listing Rules.

(3) Assuming that the Company's market capitalisation is based on a total of 1,328,649,384 ordinary shares in the capital of the Company ("**Shares**") at a volume-weighted average price of S$0.5006 per Share as at 18 November 2026, being the last market day preceding the date of the Agreement.

6.1.2 **Proposed Transaction.** Based on the Audited FHH Group FS FY25 and the Unadjusted Target Management Accounts FY25, the relative figures in respect of the Proposed Transaction computed on the bases set out in Rule 1006 of the Listing Manual are as follows:

Rule 1006	Bases	Proposed Transaction ('million) (1)	Group ('million)(1)	Relative figures (%)(1)
(a)	Net asset value of the assets to be disposed of, compared with the Group's net asset value	N.A.	N.A.	N.A.
(b)	Net profits attributable to the Sale Shares, compared with the Group's net profits(2)	3.56	52.16	6.83
(c)	The aggregate value of the Total Consideration, compared with the Company's market capitalisation(3)(4)	72.86	665.12	10.95
(d)	The number of equity securities issued by the Company as consideration for the Proposed Transaction, compared with the number of equity securities previously in issue(4)	119.86	1,328.65	9.02

Notes:

(1) Rounded to the nearest two decimal places.

(2) The term "**net profits**" means profit or loss including discontinued operations that have not been disposed and before income tax and non-controlling interests, as defined in Rule 1002 of the Listing Rules.

(3) The Company's market capitalisation is based on a total of 1,328,649,384 Shares at a volume-weighted average price of S$0.5006 per Share as at 18 November 2026, being the last market day preceding the date of the Agreement.

(4) For illustrative purposes, the Second Tranche Consideration Cap and the Second Tranche Consideration Shares Cap have been applied. The actual amount of the Second Tranche Consideration will be based on the adjusted net profits after tax of the Target during the period immediately prior to Second Completion and the actual number of Consideration Shares to be allotted and issued for the Second Tranche Consideration will only be determined by the Company at Second Completion.

6.2 Disclosable Transaction.

As the relative figures for the Proposed Transaction under Rules 1006(b), (c) and (d) of the Listing Manual exceed 5 per cent. but not 20 per cent., the Proposed Transaction constitutes a "disclosable transaction" for the Company under Chapter 10 of the Listing Manual.

7. FINANCIAL EFFECTS OF THE PROPOSED TRANSACTION

7.1 Bases and Assumptions. The pro forma financial effects of the Proposed Transaction as set out below are purely for illustrative purposes only and do not reflect the future actual financial

position of the Group following completion of the Proposed Transaction. The pro forma financial effects are subject to, among others, the following assumptions:

7.1.1 the Proposed Transaction (on the basis that all Sale Shares had been acquired) had been effected on 31 December 2025, being the end of the most recently completed financial year of the Group, for illustrating the financial effects on the consolidated net tangible assets ("**NTA**") of the Group;

7.1.2 the Proposed Transaction (on the basis that all Sale Shares had been acquired) had been effected on 1 January 2025, being the beginning of the most recently completed financial year of the Group, for illustrating the financial effects on the consolidated earnings of the Group;

7.1.3 the costs and expenses in connection with the Proposed Transaction are disregarded for the purposes of calculating the financial effects;

7.1.4 the Second Tranche Consideration for the Proposed Transaction has been computed based on the unadjusted and adjusted net profits after tax of the Target as reflected in the Unadjusted Target Management Accounts FY25 or the Adjusted Target Management Accounts FY25, as the case may be. The actual Second Tranche Consideration can only be computed and determined at a future date based on the adjusted net profits after tax of the Target during the period immediately prior to Second Completion; and

7.1.5 where the Company elects to satisfy the Second Tranche Consideration through the issuance of Consideration Shares, such Consideration Shares will be issued to the Sellers at an issue price of S$0.5006 per Share (such price being the volume weighted average price of the Shares for the 30 market days prior to the date of the Agreement). However, the actual issue price for the Consideration Shares can only be determined on or around Second Completion

7.2 **NTA (Unadjusted).** For illustrative purposes only, based on the Audited FHH Group FS FY25 and the Unadjusted Target Management Accounts FY25 and assuming that the Proposed Transaction in respect of (i) only the First Completion and (ii) both the First Completion and the Second Completion had been completed on 31 December 2025, the pro forma financial effects of the Proposed Transaction on the consolidated NTA of the Group as at 31 December 2025 are as follows:

	Before the First Completion[3]	**After the First Completion**[3]	**After the Second Completion**[3]
NTA (S$ million)[1]			
- Assuming the Total Consideration is satisfied entirely in cash	(233.84)	(243.49)	(262.04)

	Before the First Completion[3]	After the First Completion[3]	After the Second Completion[3]
- Assuming the First Tranche Consideration is satisfied entirely in cash and the Second Tranche Consideration is satisfied entirely in Consideration Shares[2]	(233.84)	(243.49)	(243.49)
Number of ordinary shares in the issued capital of the Company (excluding treasury shares) (million)			
- Assuming the Total Consideration is satisfied entirely in cash	1,328.65	1,328.65	1,328.65
- Assuming the First Tranche Consideration is satisfied entirely in cash and the Second Tranche Consideration is satisfied entirely in Consideration Shares[2]	1,328.65	1,328.65	1,365.70
NTA per Share (Singapore cents)[1]			
- Assuming the Total Consideration is satisfied entirely in cash	(17.60)	(18.33)	(19.72)
- Assuming the First Tranche Consideration is satisfied entirely in cash and the Second Tranche Consideration is satisfied entirely in Consideration Shares[2]	(17.60)	(18.33)	(17.83)

Notes:

(1) Computed based on the Company's total assets (excluding goodwill and customer contracts & relationships) less total liabilities and non-controlling interests.

(2) This assumes a Second Tranche Consideration of S$18,545,683, calculated on the basis of the Target's unadjusted net profits after tax as at 31 December 2025 and an issue price of S$0.5006 per Share (such price being the volume weighted average price of the Shares for the 30 market days prior to the date of the Agreement). This is an illustrative value only, as the reference price for the Consideration Shares will be based on the volume weighted average price of the Shares for the 30 days prior to the Second Completion and the actual amount of the Second Tranche Consideration will be based on the adjusted net profits after tax of the Target during the period prior to Second Completion.

(3) Rounded to the nearest two decimal places.

7.3 **Earnings per Share (Unadjusted).** For illustrative purposes only, based on the Audited FHH Group FS FY25 and the Unadjusted Target Management Accounts FY25 and assuming that the Proposed Transaction in respect of (i) only the First Completion and (ii) both the First Completion and the Second Completion had been completed on 31 December 2025, the pro forma financial effects of the Proposed Transaction on the consolidated earnings of the Group for the financial year ended 31 December 2025 are as follows:

	Before the First Completion[2]	**After the First Completion**[2]	**After the Second Completion**[2]
Net profits attributable to the ordinary shareholders of the Company after minority interest (S$ million)			
- Assuming the Total Consideration is satisfied entirely in cash	14.02	15.88	17.11
- Assuming the First Tranche Consideration is satisfied entirely in cash and the Second Tranche Consideration is satisfied entirely in Consideration Shares[1]	14.02	15.88	17.11
Number of Shares (million)			
- Assuming the Total Consideration is satisfied entirely in cash	1,328.65	1,328.65	1,328.65
- Assuming the First Tranche Consideration is satisfied entirely in cash and the Second Tranche Consideration is satisfied entirely in Consideration Shares[1]	1,328.65	1,328.65	1,365.70
Earnings per Share – Basic (Singapore cents)			
- Assuming the Total Consideration is satisfied entirely in cash	1.06	1.19	1.29
- Assuming the First Tranche Consideration is satisfied entirely in cash and the Second Tranche Consideration is satisfied entirely in Consideration Shares[1]	1.06	1.19	1.25

Notes:

(1) This assumes a Second Tranche Consideration of S$18,545,683, calculated on the basis of the Target's unadjusted net profits after tax as at 31 December 2025 and an issue price of S$0.5006 per Share (such price being the volume weighted average price of the Shares for the 30 market days prior to the date of the Agreement). This is an illustrative value only, as the reference price for the Consideration Shares will be based on the volume weighted average price of the Shares for the 30 days prior to the Second Completion, and the actual amount of the Second Tranche Consideration will be based on the adjusted net profits after tax of the Target during the period prior to Second Completion.

(2) Rounded to the nearest two decimal places.

7.4 **Earnings per Share (Adjusted).** For completeness, an illustrative computation of the effects of the Proposed Transaction on the earnings per share of the Company based on the Audited FHH Group FS FY25 and the Adjusted Target Management Accounts FY25 is also set out below. Assuming that the Proposed Transaction in respect of (i) only the First Completion and (ii) both the First Completion and the Second Completion had been completed on 31 December 2025, and the Relevant Adjustments reflected in the Adjusted Target Management Accounts FY25 (as described in paragraph 5.4.7(iii) above) had taken effect from 1 January 2025, the pro forma financial effects of the Proposed Transaction on the consolidated earnings of the Group for the financial year ended 31 December 2025 are as follows:

	Before the First Completion(2)	**After the First Completion(2)**	**After the Second Completion(2)**
Net profits attributable to the ordinary shareholders of the Company after minority interest (S$ million)			
- Assuming the Total Consideration is satisfied entirely in cash	14.02	15.40	16.31
- Assuming the First Tranche Consideration is satisfied entirely in cash and the Second Tranche Consideration is satisfied entirely in Consideration Shares(1)	14.02	15.40	16.31
Number of Shares (million)			
- Assuming the Total Consideration is satisfied entirely in cash	1,328.65	1,328.65	1,328.65
- Assuming the First Tranche Consideration is satisfied entirely in cash and the Second Tranche Consideration is satisfied	1,328.65	1,328.65	1,356.12

	Before the First Completion[2]	After the First Completion[2]	After the Second Completion[2]
entirely in Consideration Shares[1]			
Earnings per Share – Basic (Singapore cents)			
- Assuming the Total Consideration is satisfied entirely in cash	1.06	1.16	1.23
- Assuming the First Tranche Consideration is satisfied entirely in cash and the Second Tranche Consideration is satisfied entirely in Consideration Shares[1]	1.06	1.16	1.20

Notes:

(1) This assumes a Second Tranche Consideration of S$13,751,240, calculated on the basis of the Target's adjusted net profits after tax as at 31 December 2025 and an issue price of S$0.5006 per Share (such price being the volume weighted average price of the Shares for the 30 market days prior to the date of the Agreement). This is an illustrative value only, as the reference price for the Consideration Shares will be based on the volume weighted average price of the Shares for the 30 days prior to the Second Completion and the actual amount of the Second Tranche Consideration will be based on the adjusted net profits after tax of the Target during the period prior to Second Completion.

(2) Rounded to the nearest two decimal places.

8. FURTHER INFORMATION

8.1 Interests of Directors and Controlling Shareholders of the Company. Other than by virtue of their respective directorships and/or shareholding interest in the Company and/or the Group (as the case may be) none of the directors or controlling shareholders of the Company has any interest, direct or indirect, in the Proposed Transaction.

8.2 Directors' Service Contracts. No person is proposed to be appointed as a director of the Company in connection with the Proposed Transaction. Accordingly, no service contract is proposed to be entered into between the Company and any such person in connection with the Proposed Transaction.

8.3 Documents for Inspection. A copy of the Agreement is available for inspection during normal business hours at the registered office of the Company at 238A Thomson Road, #13-10 Novena Square, Singapore 307684 for a period of three months commencing from the date of this Announcement.

Issued by Foundation Healthcare Holdings Limited on 19 November 2026