

SINGAPORE MEDICAL GROUP LIMITED

(Company Registration No.: 200503187W)

COMPLETION OF ACQUISITION OF PEDIATRICS CLINICS

1. INTRODUCTION

- 1.1 The Board of Directors (the “**Board**”) of Singapore Medical Group Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the announcements issued by the Company on 20 April 2017 and 12 June 2017 (the “**Earlier Announcements**”) in relation to the entry into of the Framework Agreement and Share Purchase Agreements with each of Dr Heng Siok Kheng and Dr Oh Meng Choo (collectively, the “**Vendors**”) for the Proposed Acquisition.
- 1.2 Unless otherwise defined herein, capitalised terms used in this announcement shall have the meanings ascribed to them in the Earlier Announcements.

2. COMPLETION

Further to the Earlier Announcements, as the conditions to the Share Purchase Agreements have been satisfied, the Board is pleased to announce that the Purchaser, SMG Kids Clinic Pte Ltd, a wholly-owned subsidiary of the Company, has on 1 July 2017 completed the acquisition of the Target Companies (“**Completion**”).

With the completion of the Proposed Acquisition, the Target Companies are now wholly-owned subsidiaries of the Group.

3. LISTING OF THE CONSIDERATION SHARES

The consideration for the Proposed Acquisition shall be satisfied by cash of S\$13,915,000 payable in accordance with the schedule set out below, and an aggregate of 21,024,931 Consideration Shares will be issued and allotted to the Vendors within 1 month from the date of this announcement.

The Cash Consideration shall be paid as follows:

- (i) Upon signing of the Framework Agreements, the Purchaser shall pay a sum of S\$40,000 (the “**Deposit**”) to the Sellers. As at the date of this announcement, the Deposit has been paid;
- (ii) on the Completion Date, the Purchaser shall pay a sum of S\$4,969,400 to the Sellers;
- (iii) on the first anniversary of the Completion Date, the Purchaser shall pay a sum of S\$5,009,400 to the Sellers;
- (iv) on the second anniversary of the Completion Date, the Purchaser shall pay a sum of S\$2,504,700 to the Sellers; and

- (v) on the third anniversary of the Completion Date, the Purchaser shall pay a sum of S\$1,391,500 to the Sellers.

At Completion, the Purchaser paid a sum of S\$4,969,400 to the Sellers. The Consideration Shares, when allotted and issued, will rank *pari passu* in all respects with the then existing issued Shares. Following the allotment and issuance of the Consideration Shares, the total number of issued Shares of the Company will increase from 425,177,092 Shares to 446,202,023 Shares.

By Order of the Board

Beng Teck Liang
Executive Director and Chief Executive Officer

1 July 2017

*This Announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, CIMB Bank Berhad, Singapore Branch (the "**Sponsor**"), for compliance with the Catalist Rules. The Sponsor has not independently verified the contents of this Announcement.*

This Announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this Announcement, including the correctness of any of the statements or opinions made or reports contained in this Announcement.

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