OFFER INFORMATION STATEMENT DATED 11 JUNE 2026

(Lodged with the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") acting as agent on behalf of the Monetary Authority of Singapore (the "**Authority**") on 11 June 2026)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. BEFORE MAKING ANY INVESTMENT IN THE SECURITIES OR SECURITIES-BASED DERIVATIVES CONTRACTS BEING OFFERED BY MEDI LIFESTYLE LIMITED (THE "COMPANY"), YOU SHOULD CONSIDER THE INFORMATION PROVIDED IN THIS DOCUMENT CAREFULLY, AND CONSIDER WHETHER YOU UNDERSTAND WHAT IS DESCRIBED IN THIS DOCUMENT. YOU SHOULD ALSO CONSIDER WHETHER AN INVESTMENT IN THE SECURITIES OR SECURITIES-BASED DERIVATIVES CONTRACTS BEING OFFERED IS SUITABLE FOR YOU, TAKING INTO ACCOUNT YOUR INVESTMENT OBJECTIVES AND RISK APPETITE. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR BUSINESS, FINANCIAL, LEGAL, INVESTMENT, TAX OR OTHER PROFESSIONAL ADVISER(S) IMMEDIATELY. YOU ARE RESPONSIBLE FOR YOUR OWN INVESTMENT CHOICES.

The Rights Shares (as defined herein) offered are issued by the Company, an entity whose shares are listed for quotation on the Catalist (as defined herein).

Companies listed on the Catalist may carry higher investment risk when compared with larger or more established companies listed on the Main Board of the SGX-ST. In particular, companies may list on the Catalist without a track record of profitability and there is no assurance that there will be a liquid market in the securities traded on the Catalist. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent adviser.

An application has been made to the SGX-ST for permission for the Rights Shares to be listed for quotation on the Catalist. The listing and quotation notice has been obtained on 14 May 2026 from the SGX-ST to deal in and for the listing of and quotation for the Rights Shares on the Catalist subject to compliance with the SGX-ST's listing requirements. The listing and quotation notice granted by the SGX-ST for the listing of and quotation of the Rights Shares on the Catalist is in no way reflective of and is not to be taken as an indication of the merits of the Rights Issue (as defined herein), the Rights Shares, the Company, its subsidiaries and/or their securities. The Rights Shares will be admitted to Catalist and official quotation will commence after all conditions imposed by the SGX-ST are satisfied, the certificates relating thereto have been issued and the allotment notification letters from The Central Depository (Pte) Limited (the "**CDP**") have been despatched.

This offer is made in or accompanied by a copy of this offer information statement (the "**Offer Information Statement**"), together with copies of the Provisional Allotment Letter ("**PAL**"), the Application Form for Rights Shares and Excess Rights Shares ("**ARE**"), and the Application Form for Rights Shares ("**ARS**"), that has been lodged with the SGX-ST, acting as an agent on behalf of the Authority.

Neither the Authority nor the SGX-ST has examined or approved the contents of the Offer Information Statement, the PAL, the ARE, and the ARS (collectively, the "**Documents**"). Neither the Authority nor the SGX-ST assumes any responsibility for the contents of the Documents, including the correctness of any of the statements or opinions made or reports contained herein. Neither the Authority nor the SGX-ST has in any way considered the merits of the Company and its subsidiaries, the Shares (as defined herein), the Rights Issue (as defined herein) and the Rights Shares being offered or in respect of which an invitation is made for investment. The lodgement of this Offer Information Statement with the SGX-ST, acting as agent on behalf of the Authority, does not imply that the Securities and Futures Act 2001 of Singapore, or any other legal or regulatory requirements, or requirements under the SGX-ST's listing rules, have been complied with.

Acceptance of applications will be conditional upon issue of the Rights Shares and upon listing of the Rights Shares on the Catalist. Monies paid in respect of any application accepted will be returned if the listing of the Rights Shares does not proceed.

This Offer Information Statement, the OIS Notification Letter (as defined herein) and its accompanying documents (including the PAL, the ARE and the ARS) have been prepared solely in relation to the Rights Issue and shall not be relied upon by any other person or for any other purpose. This Offer Information Statement may not be sent or disseminated to any person or any jurisdiction in which it would not be permissible to make an offer of the Rights Shares, and does not constitute an offer, invitation or solicitation to any one in such jurisdiction.

The electronic dissemination of this Offer Information Statement, the despatch of the OIS Notification Letter and its accompanying documents and/or the transfer of the Rights Shares in jurisdictions other than Singapore may be prohibited or restricted by law. Persons having access to the electronic version of this Offer Information Statement and/or possession of the OIS Notification Letter and its accompanying documents should inform themselves about and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of such jurisdiction(s).

In accordance with the Securities and Futures (Offers of Investments) (Temporary Exemption from Sections 277(1)(c) and 305B(1)(b)) Regulations 2020, printed copies of this Offer Information Statement will **NOT** be despatched to any person. Printed copies of the ARE and the ARS, in the case of Entitled Depositors and Purchasers (each as defined herein) respectively, and the PAL, in the case of Entitled Scripholders (as defined herein), and the OIS Notification Letter containing instructions on how Entitled Shareholders (as defined herein) can access this Offer Information Statement electronically, will be despatched to Entitled Shareholders.

After the expiration of six (6) months from the date of lodgement of this Offer Information Statement, no person shall make an offer of Rights Shares, or allot, issue or sell any Rights Shares, on the basis of this Offer Information Statement, and no officer or equivalent person or promoter of the Company will authorise or permit the offer of any Rights Shares, or any securities or securities-based derivatives contracts or the allotment, issue or sale of any securities or securities-based derivatives contracts, on the basis of this Offer Information Statement. Your attention is drawn to the section titled "Risk Factors" of this Offer Information Statement which should be read carefully.

*This Offer Information Statement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**"). This Offer Information Statement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Offer Information Statement, including the correctness of any of the statements or opinions made or reports contained in this Offer Information Statement. The contact person for the Sponsor is Ms. Lee Khai Yinn, at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542, telephone (65) 6232 3210.*

MEDI LIFESTYLE

MEDI LIFESTYLE LIMITED

(Incorporated in the Republic of Singapore on 26 July 2011)
(Company Registration Number: 201117734D)

RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 189,051,006 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (THE "RIGHTS SHARES") AT AN ISSUE PRICE OF S$0.02 FOR EACH RIGHTS SHARE, ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING ORDINARY SHARES HELD BY THE ENTITLED SHAREHOLDERS (AS DEFINED HEREIN) OF THE COMPANY AS AT THE RECORD DATE (AS DEFINED HEREIN), FRACTIONAL ENTITLEMENTS TO BE DISREGARDED

IMPORTANT DATES AND TIMES:

Last date and time for splitting and trading of "nil-paid" Rights	:	23 June 2026 at 5.00 p.m.
Last date and time for acceptance of and payment for Rights Shares	:	29 June 2026 at 5.30 p.m. (or 9.30 p.m. for Electronic Applications through ATMs of the Participating Bank)
Last date and time for renunciation of, acceptance of and payment for Rights Shares	:	29 June 2026 at 5.30 p.m. (or 9.30 p.m. for Electronic Applications through ATMs of the Participating Bank)
Last date and time for application and payment for Excess Rights Shares	:	29 June 2026 at 5.30 p.m. (or 9.30 p.m. for Electronic Applications through ATMs of the Participating Bank)

IMPORTANT NOTICE

*Capitalised terms used below which are not otherwise defined herein shall have the same meanings as ascribed to them under the "**Definitions**" section of this Offer Information Statement.*

For Entitled Depositors (which exclude SRS Investors and investors who hold Shares through finance companies and/or Depository Agents) and their renouncees, acceptances of the Rights Shares and (if applicable) applications for Excess Rights Shares may be made through CDP or by way of Electronic Application at any ATM of a Participating Bank or an Accepted Electronic Service.

For Entitled Scripholders and their renouncees, acceptances of the Rights Shares and (if applicable) applications for Excess Rights Shares may be made through the Share Registrar of the Company, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632.

As the Shares are not registered under the CPFIS, monies in CPF Investment Accounts cannot be used for the payment of the Issue Price to accept or purchase the provisional allotments of Rights Shares or to apply for Excess Rights Shares.

SRS Investors and investors who hold Shares through a finance company and/or Depository Agent should refer to the section titled "Important Notice to SRS Investors and Investors who hold Shares through a Finance Company and/or Depository Agent" of this Offer Information Statement for important details relating to the offer procedure for them.

For renouncees of Entitled Shareholders or Purchasers whose purchases are settled through finance companies and/or Depository Agents, acceptances of the Rights Shares represented by the provisional allotment of Rights Shares purchased must be done through the respective finance companies or Depository Agents, as the case may be. Such renouncees and Purchasers are advised to provide their respective finance companies and/or Depository Agents, as the case may be, with the appropriate instructions no later than the deadlines set by them in order for such intermediaries to make the relevant acceptances on their behalf by the Closing Date. Any acceptance of the Rights Shares made directly through CDP, Electronic Applications at ATMs of the Participating Bank or Accepted Electronic Services, the Share Registrar and/or the Company will be rejected.

The existing Shares are listed and quoted on the Catalist.

Persons wishing to purchase the "nil-paid" Rights and/or subscribe for the Rights Shares offered by this Offer Information Statement should, before deciding whether to so purchase or subscribe, carefully read this Offer Information Statement in its entirety in order to make an informed assessment of the affairs of the Company and the Group, including the assets and liabilities, profits and losses, financial position, performance and prospects of the Company and the Group, and the rights and liabilities attaching to the provisional allotments and Rights Shares. They should rely, and shall be deemed to have relied, on their own independent enquiries and investigations of the assets and liabilities, profits and losses, financial position and performance, and prospects of the Company and the Group, as well as any bases and assumptions upon which financial projections, if any, are made or based, and their own appraisal and determination of the merits of investing in the Company and the Group. Persons in doubt as to the action they should take should consult their business, financial, legal, investment, tax or other professional adviser before deciding whether to participate in the Rights Issue.

Investors should read the section titled "**Risk Factors**" of this Offer Information Statement before making an investment decision.

No person has been authorised to give any information or to make any representations, other than those contained in this Offer Information Statement, in connection with the Rights Issue or the issue of the Rights Shares, and if given or made, such information or representations must not be relied upon as having been authorised by the Company, the Group or the Sponsor.

IMPORTANT NOTICE

Save as expressly stated in this Offer Information Statement, nothing contained herein is, or may be relied upon as, a promise or representation as to the future financial condition, performance, prospects or policies of the Company or the Group. Neither the delivery or dissemination of this Offer Information Statement nor the issue of the Rights Shares shall, under any circumstances, constitute a continuing representation, or give rise to any implication, that there has been no material change in the affairs of the Company or the Group or any of the information contained herein since the date hereof. Where such changes occur after the date hereof and are material, or are required to be disclosed by law and/or the SGX-ST, the Company may make an announcement of the same to the SGX-ST and, if required, lodge a supplementary or replacement document with the SGX-ST, acting as agent on behalf of the Authority. All Entitled Shareholders and their renouncees and Purchasers should take note of any such announcement and, upon the release of such announcement or lodgement of such supplementary or replacement document, as the case may be, shall be deemed to have notice of such changes.

Neither the Company nor the Sponsor and/or any of their respective officers is making any representation or warranty to any person regarding the legality of an investment in the Rights Issue, the “nil-paid” Rights, the Rights Shares and/or the Shares by such person under any investment or any other laws or regulations. No information in this Offer Information Statement should be considered to be business, financial, legal, investment or tax advice. Each prospective investor should consult its/his/her own professional or other advisers for business, financial, legal, investment or tax advice regarding an investment in the Rights Issue, the “nil-paid” Rights, the Rights Shares and/or the Shares.

Neither the Company nor the Sponsor and/or any of their respective officers is making any representation, warranty or recommendation whatsoever as to the merits of the Rights Issue, the “nil-paid” Rights, the Rights Shares, the Shares, the Company, the Group or any other matter related thereto or in connection therewith. Nothing in this Offer Information Statement and/or its accompanying documents (including the OIS Notification Letter, the PAL, the ARE and the ARS) shall be construed as a recommendation to accept or purchase the “nil-paid” Rights, the Rights Shares and/or the Shares. Prospective subscribers of the Rights Shares should rely on their own investigation of the financial condition and affairs, appraisal and determination of the merits of investing in the Company and/or the Group and shall be deemed to have done so.

This Offer Information Statement and/or its accompanying documents (including the OIS Notification Letter, the PAL, the ARE and the ARS) have been prepared solely for the purpose of the acceptance and subscription of the Rights Shares under the Rights Issue, and shall not be relied upon by any other persons (other than Entitled Shareholders to whom these documents have been disseminated or despatched by the Company, their renouncees and Purchasers who are in each case entitled to accept and/or apply for Rights Shares in accordance with the terms and conditions of the Rights Issue), or for any other purposes.

This Offer Information Statement, including the OIS Notification Letter, the PAL, the ARE and the ARS, may not be used for the purposes of, and do not constitute, an offer, invitation or solicitation by anyone in any jurisdiction or under any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation.

The electronic dissemination of this Offer Information Statement and the distribution of the OIS Notification Letter and/or its accompanying documents (including the PAL, the ARE and the ARS) and the purchase, exercise of or subscription for the “nil-paid” Rights and the Rights Shares may be prohibited or restricted by law (either absolutely or subject to various securities requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions. Entitled Shareholders or any other person having access to this Offer Information Statement and/or possession of the OIS Notification Letter and its accompanying documents (including the PAL, the ARE and the ARS) are advised by the Company to inform themselves of and observe such prohibitions and restrictions at their own expense and without liability to the Company, CDP, the Share Registrar, the Sponsor or any other person involved in the Rights Issue. Please refer to the section titled “Eligibility of Shareholders to Participate in the Rights Issue” of this Offer Information Statement for further information.

IMPORTANT NOTICE

Notification under Section 309B of the SFA: The provisional allotments of Rights Shares and the Rights Shares are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in the MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

The Sponsor has given and has not withdrawn its written consent to the issue of this Offer Information Statement with the inclusion of its name in the form and context in which it appears in this Offer Information Statement.

IMPORTANT NOTICE TO SRS INVESTORS AND INVESTORS WHO HOLD SHARES THROUGH A FINANCE COMPANY AND/OR DEPOSITORY AGENT

*Capitalised terms used herein which are not otherwise defined shall have the same meanings as ascribed to them under the section titled "**Definitions**" of this Offer Information Statement.*

For SRS Investors and investors who hold Shares through finance companies or Depository Agents, acceptances of the provisional allotments of the Rights Shares and (if applicable) applications for Excess Rights Shares must be done through their respective SRS Approved Banks with whom they hold their SRS Accounts, and their respective finance companies or Depository Agents, as the case may be.

Such investors are advised to provide their relevant SRS Approved Banks, respective finance companies and/or Depository Agents, as the case may be, with the appropriate instructions as soon as possible in order for such intermediaries to make the relevant acceptances and (if applicable) applications on their behalf by the Closing Date.

ANY ACCEPTANCE AND/OR (IF APPLICABLE) APPLICATION MADE DIRECTLY BY THE ABOVE-MENTIONED PERSONS THROUGH CDP, ELECTRONIC APPLICATIONS THROUGH ATMS OF THE PARTICIPATING BANK OR AN ACCEPTED ELECTRONIC SERVICE, THE SHARE REGISTRAR AND/OR THE COMPANY WILL BE REJECTED.

The above-mentioned persons, where applicable, will receive notification letter(s) from their respective SRS Approved Banks with whom they hold their SRS Accounts and their respective finance companies or Depository Agents, as the case may be, and should refer to such notification letter(s) for details of the last date and time to submit acceptances of the provisional allotments of the Rights Shares and (if applicable) applications for Excess Rights Shares to their respective SRS Approved Banks with whom they hold their SRS Accounts, and their respective finance companies or Depository Agents, as the case may be.

(a) Use of SRS Funds

SRS Investors who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares can only do so, subject to applicable SRS rules and regulations, using SRS Funds.

SRS Investors who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares using SRS Funds, must instruct the relevant approved banks in which they hold their SRS Accounts to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf in accordance with this Offer Information Statement.

SRS Investors who have insufficient SRS Funds may, subject to the SRS contribution cap, deposit cash into their SRS Accounts with their respective SRS Approved Banks before instructing their respective SRS Approved Banks to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf.

SRS Investors should consult their respective SRS Approved Banks regarding the terms and conditions governing such acceptances and applications, as well as the procedures that may be involved in relation to the above.

SRS Investors are advised to provide their respective SRS Approved Banks in which they hold their SRS Accounts with the appropriate instructions no later than the deadlines set by their respective SRS Approved Banks in order for their respective SRS Approved Banks to make the relevant acceptances and (if applicable) applications on their behalf by the Closing Date. Any acceptance and (if applicable) application made directly through CDP, Electronic Applications at ATMs of the Participating Bank or Accepted Electronic Services, the Share Registrar and/or the Company will be rejected.

For the avoidance of doubt, SRS Funds may not be used for the purchase of provisional allotments of the Rights Shares directly from the market.

(b) Holdings through a Finance Company and/or Depository Agent

Investors who hold Shares through a finance company and/or Depository Agent will need to instruct their respective finance company and/or Depository Agent to accept the provisional allotments of the Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf in accordance with this Offer Information Statement.

Investors who hold Shares through a finance company and/or Depository Agent are advised to provide their respective finance company and/or Depository Agent with the appropriate instructions no later than the deadlines set by their respective finance company and/or Depository Agent in order for their respective finance company and/or Depository Agent to make the relevant acceptances and (if applicable) applications on their behalf by the Closing Date.

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CORPORATE INFORMATION

BOARD OF DIRECTORS	:	Yong Thiam Fook (Alan) (Non-Independent Non-Executive Chairman) Tan Lee Seng (Executive Director) Ng Lee Eng (Gillian) (Lead Independent Director) Wang Xiaolan (Independent Director)
COMPANY SECRETARY	:	Shirley Tan Sey Liy
REGISTERED OFFICE	:	380 Jalan Besar #07-10 ARC 380 Singapore 209000
SHARE REGISTRAR	:	**Boardroom Corporate & Advisory Services Pte. Ltd.** 1 Harbourfront Avenue #14-07 Keppel Bay Tower Singapore 098632
LEGAL ADVISER TO THE COMPANY AS TO SINGAPORE LAW IN RELATION TO THE RIGHTS ISSUE	:	**Morgan Lewis Stamford LLC** 10 Collyer Quay #27-00 Ocean Financial Centre Singapore 049315

For the purposes of this Offer Information Statement, the PAL, the ARE and the ARS, the following terms shall, unless the context otherwise requires or unless otherwise stated, have the following meanings:

Companies within the Group

"**Company**"	:	Medi Lifestyle Limited
"**Group**"	:	The Company and its subsidiaries collectively
"**HPM**"	:	HealthPro Marketing Sdn. Bhd.

Other Companies, Organisations and Agencies

"**Authority**" or "**MAS**"	:	The Monetary Authority of Singapore
"**CDP**"	:	The Central Depository (Pte) Limited
"**Council**"	:	Securities Industry Council
"**LHPL**"	:	Lingholm Holdings Pte. Ltd.
"**Participating Bank**"	:	The bank that will be participating in the Rights Issue by making available its ATMs to Entitled Depositors and Purchasers whose registered addresses with CDP are in Singapore, for acceptances of the Rights Shares and/or applications for Excess Rights Shares, being United Overseas Bank Limited
"**SGX-ST**"	:	Singapore Exchange Securities Trading Limited
"**Share Registrar**"	:	Boardroom Corporate & Advisory Services Pte. Ltd.
"**Sponsor**"	:	SAC Capital Private Limited, the continuing sponsor of the Company
"**SRS Approved Banks**"	:	Approved banks in which SRS Investors hold their SRS Accounts under the SRS

General

"**1Q2025**"	:	Three-month financial period ended 31 March 2025
"**1Q2026**"	:	Three-month financial period ended 31 March 2026
"**Accepted Electronic Service**"	:	An accepted electronic service delivery network (such as the SGX Investor Portal)
"**Advance**"	:	The interest-free advance provided to the Company by Mr. Chua of S$0.2 million
"**ARE**"	:	Application and acceptance form for Rights Shares and Excess Rights Shares issued to Entitled Depositors in respect of their provisional allotments of Rights Shares under the Rights Issue
"**ARS**"	:	Application and acceptance form for Rights Shares issued to Purchasers of the provisional allotments of Rights Shares under the Rights Issue traded on the SGX-ST through the book-entry (scripless) settlement system
"**ATM**"	:	Automated teller machine of the Participating Bank
"**Board**" or "**Directors**"	:	The directors of the Company as at the date of this Offer Information Statement

"**Business Day**"	:	A day (other than a Saturday, Sunday or public holiday) on which banks, the SGX-ST, CDP and the Share Registrar are open for business in Singapore
"**Catalist**"	:	The Catalist board of SGX-ST, the sponsor-supervised listing platform of the SGX-ST
"**Catalist Rules**"	:	The Listing Manual of the SGX-ST Section B: Rules of Catalist, as may be amended, modified, or supplemented from time to time
"**Closing Date**"	:	(a) 5.30 p.m. on 29 June 2026, or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company, being the last date and time for acceptance of and payment, and renunciation and payment, for the Rights Shares and (if applicable) application and payment for Excess Rights Shares, under the Rights Issue through CDP, an Accepted Electronic Service or the Share Registrar; or (b) 9.30 p.m. on 29 June 2026, or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company, being the last time and date for acceptance of and payment, and renunciation and payment, for the Rights Shares and (if applicable) application and payment for Excess Rights Shares, under the Rights Issue through an ATM of the Participating Bank
"**Closing Price**"	:	The closing price of S$0.039 per Share on the Catalist Board of the SGX-ST on the Last Trading Day
"**Code**"	:	The Singapore Code on Take-overs and Mergers, as may be amended, modified or supplemented from time to time
"**Commodity Trading Business**"	:	The business of trading of agricultural commodities and related goods of the Group
"**Companies Act**"	:	The Companies Act 1967 of Singapore, as may be amended, modified or supplemented from time to time
"**Constitution**"	:	The constitution of the Company, as amended, modified or supplemented from time to time
"**Controlling Shareholder**"	:	A person who: (a) holds directly or indirectly 15% or more of all voting shares in the Company, unless determined by the SGX-ST that such person is not a controlling shareholder; or (b) in fact exercises control over the Company
"**CPF**"	:	Central Provident Fund
"**CPF Funds**"	:	CPF investible savings
"**CPF Investment Account**"	:	The investment account maintained with an approved CPF agent bank for the purpose of investment of CPF Funds under the CPFIS – Ordinary Account
"**CPFIS**"	:	CPF Investment Scheme

"**Debt Conversion Deed**"	:	The debt conversion deed entered into between the Company and LHPL dated 9 December 2024 in relation to the Proposed Debt Conversion
"**Electronic Application**"	:	Acceptance of the Rights Shares and (if applicable) application for Excess Rights Shares made through an ATM of the Participating Bank or an Accepted Electronic Service in accordance with the terms and conditions of this Offer Information Statement
"**Entitled Depositors**"	:	Shareholders whose Shares are registered in the name of CDP, whose Securities Accounts with CDP are credited with Shares, and whose registered addresses with CDP are in Singapore as at the Record Date or who have, at least three (3) Market Days prior to the Record Date, provided CDP with addresses in Singapore for the service of notices and documents
"**Entitled Scripholders**"	:	Shareholders whose share certificates are not deposited with CDP and who have tendered to the Share Registrar, valid transfers of their Shares and the share certificates relating thereto for registration up to 5.00 p.m. (Singapore time) on the Record Date and whose registered addresses with the Company are in Singapore as at the Record Date or who have, at least three (3) Market Days prior to the Record Date, provided the Share Registrar with addresses in Singapore for the service of notices and documents
"**Entitled Shareholders**"	:	Entitled Depositors and Entitled Scripholders, collectively
"**Excess Applications**"	:	Applications by Entitled Shareholders for Rights Shares in excess of their provisional allotments of Rights Shares
"**Excess Rights Shares**"	:	Rights Shares represented by the provisional allotments of Rights Shares not accepted (whether by the Entitled Shareholders or by the Purchasers of "nil-paid" Rights), taken up or allotted for any reason and the fractional provisional allotments of Rights Shares not allotted in accordance with the terms of the Rights Issue
"**Existing Share Capital**"	:	The existing issued and paid-up share capital of the Company comprising 378,102,012 Shares (excluding 20,000 treasury shares) as at the Latest Practicable Date
"**Foreign Purchasers**"	:	Purchasers of the Rights traded on the SGX-ST whose registered addresses with CDP are outside Singapore at the time of purchase through the book-entry (scripless) settlement system
"**Foreign Shareholders**"	:	Shareholders whose registered addresses are outside Singapore as at the Record Date and who had not, at least three (3) Market Days prior to the Record Date, provided CDP or the Share Registrar, as the case may be, with addresses in Singapore for the service of notices or documents
"**FY**"	:	Financial year ended, or ending, as the case may be, on 31 December
"**Healthcare Business**"	:	The healthcare business of the Group, including the rendering of the healthcare, postpartum care and wellness services or sale of related goods, and as at the Latest Practicable Date, the Healthcare Business includes chiropractic and physiotherapy services and sale of cell-therapy products

"**Irrevocable Undertakings**"	:	The deeds of undertaking dated 4 June 2026 provided by the Undertaking Shareholders to the Company and the Sponsor in connection with the Rights Issue
"**Issue Price**"	:	The issue price of the Rights Shares, being S$0.02 for each Rights Share
"**Last Trading Day**"	:	11 May 2026, being the last full Market Day on which the Shares were traded on Catalist immediately prior to the Rights Issue Announcement
"**Latest Practicable Date**"	:	4 June 2026, being the latest practicable date prior to the date of lodgement of this Offer Information Statement
"**Letter of Undertaking**"	:	The letter of undertaking dated 30 March 2026 provided by Mr. Chua, to provide continuing financial support as and when required, to enable the Group to meet its financial obligations as and when they fall due so that the Group will continue on a going concern for at least 12 months from the end of the reporting date of 31 December 2025. Please refer to the announcement released by the Company on 30 March 2026 and titled "Notification by Majority Shareholder on the Completion of Sale of Vendor Shares pursuant to Conditional Sale and Purchase Agreements" for further information on the Letter of Undertaking
"**Market Day**"	:	A day on which the SGX-ST is open for trading in securities
"**Maximum Subscription Scenario**"	:	Based on the Existing Share Capital (assuming no new Shares are issued on or prior to the Record Date) and assuming that all of the Entitled Shareholders subscribe and pay for their pro-rata entitlements to the Rights Shares, the Company will allot and issue 189,051,006 Rights Shares
"**Minimum Subscription Scenario**"	:	Based on the Existing Share Capital (assuming no new Shares are issued on or prior to the Record Date) and assuming that (a) the Undertaking Shareholders subscribe for their respective pro-rata entitlements to the Rights Shares pursuant to the Irrevocable Undertakings; and (b) none of the Entitled Shareholders (except for the Undertaking Shareholders) subscribe for their pro-rata entitlements to the Rights Shares, the Company will allot and issue 107,084,782 Rights Shares
"**Mr. Chua**"	:	Mr. Chua Yi Hang, the Controlling Shareholder of the Company who, as at the Latest Practicable Date, directly holds 94,769,564 Shares, representing 25.06% of the Existing Share Capital
"**Mr. Ong**"	:	Mr. Ong Gim Loo, a Substantial Shareholder of the Company who, as at the Latest Practicable Date, directly holds 39,000,000 Shares, representing 10.31% of the Existing Share Capital
"**Mr. Pek**"	:	Mr. Pek Choon Heng, a Substantial Shareholder of the Company who, as at the Latest Practicable Date, directly holds 36,000,000 Shares, representing 9.52% of the Existing Share Capital
"**Mr. Tan**"	:	Mr. Tan Ong Huat, a Substantial Shareholder of the Company who, as at the Latest Practicable Date, directly holds 44,000,000 Shares, representing 11.64% of the Existing Share Capital

"**Ms. Loo**"	:	Ms. Loo Sow Kuen, the General Manager of the Company
"**Ms. Ng**"	:	Ms. Ng Lee Eng (Gillian), the Lead Independent Director of the Company who, as at the Latest Practicable Date, directly holds 400,000 Shares, representing 0.11% of the Existing Share Capital
"**NAV**"	:	Net asset value
"**Net Proceeds**"	:	The net proceeds of the Rights Issue, after deducting estimated costs and expenses relating to the Rights Issue and before the Shareholder Loan Set-off
"**NRIC**"	:	National Registration Identity Card
"**Offer Information Statement**"	:	This offer information statement issued by the Company and lodged with the SGX-ST, acting as agent on behalf of the Authority, in connection with the Rights Issue and, where the context requires the OIS Notification Letter, the PAL, the ARE or the ARS (as the case may be) and all other accompanying documents, including any supplementary or replacement documents, which may be issued by the Company in connection with the Rights Issue
"**OIS Notification Letter**"	:	The notification letter to be despatched to Entitled Shareholders and Purchasers (other than Foreign Purchasers) on or around 15 June 2026 containing, among others, instructions relating to the access of the electronic version of this Offer Information Statement
"**Outsourced Services Business**"	:	The outsourced services business of the Group includes human resource and payroll services and permanent placement services, and as at the Latest Practicable Date, the Outsourced Services Business includes permanent placement services
"**Outstanding Debt**"	:	The aggregate amount of S$3,209,477.02 owing by the Company to LHPL as at the date of the Debt Conversion Deed
"**PAL**"	:	The provisional allotment letter issued to Entitled Scripholders, setting out the provisional allotments of Rights Shares of such Entitled Scripholders
"**Purchasers**"	:	Purchasers of the provisional allotments of Rights Shares traded on the Catalist through the book-entry (scripless) settlement system
"**Proposed Debt Conversion**"	:	The repayment of the Outstanding Debt by way of conversion into 213,965,134 new Shares at the price of S$0.015 per Share, fractional entitlements to be disregarded, on the terms and subject to the conditions of the Debt Conversion Deed
"**Rights**"	:	Rights to subscribe for one (1) Rights Share for every two (2) existing Shares held by Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded
"**Record Date**"	:	5.00 p.m. on 10 June 2026, being the time and date at and on which the Register of Members and the share transfer books of the Company will be closed to determine the provisional allotments of Rights Shares of Entitled Shareholders under the Rights Issue

"**Rights Issue**"	:	The renounceable non-underwritten rights issue by the Company on the terms and conditions of this Offer Information Statement of up to 189,051,006 Rights Shares at the Issue Price for each Rights Share, on the basis of one (1) Rights Share for every two (2) existing Shares held by Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded
"**Rights Issue Announcement**"	:	The announcement made by the Company on 11 May 2026 relating to the Rights Issue
"**Rights Share(s)**" or "**Rights Security(ies)**"	:	Up to 189,051,006 new Shares to be allotted and issued by the Company pursuant to the Rights Issue
"**Second Advance**"	:	The additional interest-free advance of S$0.28 million provided to the Company by Mr. Chua as announced by the Company on 20 May 2026 for ongoing operating expenses and corporate exercises
"**Securities Account**"	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account maintained with a Depository Agent
"**SFA**"	:	Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
"**Shareholder Loan Set-off**"	:	The set-off arrangement under the deed of set-off entered into between the Company and Mr. Chua on 4 June 2026, pursuant to which the subscription amount of S$947,695.64 payable by Mr. Chua for his Undertaken Rights Shares under his Irrevocable Undertaking will be satisfied by way of set-off against part of the Total Debt owing by the Company to him
"**Shareholders**"	:	Registered holders of Shares in the Register of Members of the Company or, where CDP is the registered holder, the term "**Shareholders**" shall, in relation to such Shares and where the context admits, mean the Depositors who have Shares entered against their names in the Depository Register maintained by CDP and into whose Securities Accounts those Shares are credited
"**Shares**"	:	Ordinary shares in the capital of the Company
"**SRS**"	:	Supplementary Retirement Scheme
"**SRS Account**"	:	An account opened by a member under the SRS with the relevant approved bank
"**SRS Funds**"	:	Moneys standing to the credit of the SRS Accounts of SRS Investors under the SRS
"**SRS Investors**"	:	Shareholders who have previously purchased Shares under the SRS Accounts
"**Substantial Shareholder**"	:	A person who has an interest or interests in one or more voting shares in the Company and the total votes attached to that voting share, or those voting shares, is not less than 5% of the total votes attached to all the voting shares in the Company (excluding treasury shares and subsidiary holdings)

"**TERP**"	:	The theoretical market price of each Share assuming the completion of the Rights Issue, computed based on the Closing Price of S$0.039 per Share for Shares traded on the Catalist on the Last Trading Day, and assuming that the maximum of 189,051,006 Rights Shares are issued pursuant to the Rights Issue
"**Total Debt**"	:	The total debt owing by the Company to Mr. Chua as at the Latest Practicable Date, being an aggregate outstanding amount of approximately S$1,504,000
"**Undertaken Rights Shares**"	:	The 107,084,782 Rights Shares, comprising 47,384,782, 19,500,000, 18,000,000, 22,000,000 and 200,000 Rights Shares, which Mr. Chua, Mr. Ong, Mr. Pek, Mr. Tan and Ms. Ng (being the Undertaking Shareholders) have respectively undertaken to subscribe and pay in full for, on the terms and subject to the conditions set out in their respective Irrevocable Undertakings
"**Undertaking Shareholders**"	:	(a) Mr. Chua, the Controlling Shareholder; (b) Mr. Ong, a Substantial Shareholder; (c) Mr. Pek, a Substantial Shareholder; (d) Mr. Tan, a Substantial Shareholder; and (e) Ms. Ng, the Lead Independent Director of the Company, who directly hold 94,769,564, 39,000,000, 36,000,000, 44,000,000 and 400,000 Shares, representing 25.06%, 10.31%, 9.52%, 11.64% and 0.11% of the Existing Share Capital, each of whom has given an Irrevocable Undertaking in favour of the Company and the Sponsor in connection with the Rights Issue, and each, an "**Undertaking Shareholder**"
"**Unit Share Market**"	:	The unit share market of the SGX-ST

Currencies, Units and Others

"**S$**" or "**SGD**" or "**Singapore Dollars**" and "**cents**"	:	Singapore dollars and cents respectively
"**RM**" or "**Malaysian sen**"	:	Malaysian ringgit and cents respectively
"**%**" or "**per cent**"	:	Per centum or percentage

In this Offer Information Statement, references to "**we**", "**our**" and "**us**" mean, as the context requires, Medi Lifestyle Limited on an unconsolidated basis or Medi Lifestyle Limited and its subsidiaries on a consolidated basis. References to the "**Company**" are to Medi Lifestyle Limited on an unconsolidated basis and references to the "**Group**" are to Medi Lifestyle Limited and its subsidiaries on a consolidated basis.

The term "**Depositor**", "**Depository Agent**" and "**Depository Register**" shall have the same meanings ascribed to them respectively in Section 81SF of the SFA.

The terms "**treasury shares**" and "**subsidiary**" shall have the meanings ascribed to them in Sections 4 and 5 of the Companies Act, respectively.

The terms "**acting in concert**", "**concert parties**" and "**effective control**" shall have the meanings ascribed to them respectively in the Code.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, include corporations.

Any reference in this Offer Information Statement to any enactment is a reference to that enactment as for the time being amended, modified or re-enacted. Any word defined under the Companies Act, the SFA, the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018, the Catalist Rules, the Code, or any amendment or modification thereof and not otherwise defined in this Offer Information Statement shall, where applicable, have the meaning assigned to it under the Companies Act, the SFA, the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018, the Catalist Rules, the Code, or such amendment or modification thereof, as the case may be.

Any reference to a time of day and dates in this Offer Information Statement shall be a reference to Singapore time and dates unless otherwise stated.

Any discrepancies in figures included in this Offer Information Statement between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Offer Information Statement may not be an arithmetic aggregation of the figures that precede them.

The information on the Company's website, any website directly or indirectly linked to the Company's website or any other website, is not incorporated by reference into this Offer Information Statement and should not be relied on.

Any reference to announcements of or by the Company in this Offer Information Statement includes announcements by the Company disclosed on SGXNET at http://www.sgx.com.

ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

1. ENTITLED SHAREHOLDERS

In order to be eligible for the Rights Issue, a Shareholder must be an Entitled Shareholder, and not be a person to whom it is unlawful to send this Offer Information Statement, the OIS Notification Letter or its accompanying documents (including the PAL, the ARE and the ARS) or make an invitation under the Rights Issue.

Entitled Shareholders are entitled to participate in the Rights Issue and to receive the OIS Notification Letter together with the ARE or the PAL, as the case may be, and other accompanying documents at their respective addresses in Singapore maintained with the records of CDP or the Share Registrar, as the case may be. Printed copies of this Offer Information Statement will not be despatched or disseminated to Entitled Shareholders, but may be accessed at the Company's website at https://investor.medi-lifestyle.com/#announcements, and is also available on the SGX-ST's website at https://www.sgx.com/securities/ company-announcements.

Entitled Depositors who do not receive the OIS Notification Letter and/or the AREs may obtain them from CDP via its hotline at +65 6535 7511 or via email at asksgx@sgx.com, on Mondays to Fridays from 8.30 a.m. to 5.00 p.m., during the period from the date the Rights Issue commences, being 15 June 2026 to 29 June 2026, being the Closing Date.

Entitled Scripholders who do not receive the OIS Notification Letter and/or the PALs may obtain them from the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632, on Mondays to Fridays from 8.30 a.m. to 5.30 p.m., during the period from the date the Rights Issue commences, being 15 June 2026 to 29 June 2026, being the Closing Date.

All questions as to the eligibility of any person to participate in the Rights Issue, subscribe and/or apply for the Rights Shares and as to the validity, form and eligibility (including time of receipt) of any PAL, ARE or ARS shall be determined by the Company in its sole discretion. The Company's determination as to whether a person is an Entitled Shareholder and as to whether or when a PAL, an ARE or an ARS is received, whether it is duly completed or whether acceptance is validly revoked shall be final and binding.

Entitled Shareholders will be provisionally allotted the Rights Shares under the Rights Issue on the basis of their shareholdings in the Company as at the Record Date, fractional entitlements to be disregarded. Entitled Shareholders are at liberty to accept, decline, renounce or trade on the Catalist in full or in part (during the Rights trading period) their provisional allotment of Rights Shares, and are eligible to apply for Excess Rights Shares. For the avoidance of doubt, only Entitled Shareholders (and not the Purchasers or the renouncees) shall be entitled to apply for Excess Rights Shares.

All dealings in, and transactions of, the provisional allotments of Rights through the Catalist will be effected under the book-entry (scripless) settlement system. Accordingly, the PALs which are issued to Entitled Scripholders will not be valid for delivery pursuant to trades done on the Catalist.

(a) Entitled Depositors

Entitled Depositors should note that all correspondence and notices will be sent to their last registered Singapore addresses with CDP. Entitled Depositors should note that any request to CDP to update their records or effect any change in address should have reached CDP at 4 Shenton Way, #02-01, SGX Centre 2, Singapore 068807 not later than 5.00 p.m. (Singapore time) on a date being three (3) Market Days prior to the Record Date.

(b) Entitled Scripholders

Entitled Scripholders should note that all correspondence and notices will be sent to their last registered Singapore addresses with the Share Registrar. Entitled Scripholders should note that any request to the Share Registrar to update their records or effect any change in address should have reached the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632, not later than 5.00 p.m. (Singapore time) on a date being three (3) Market Days prior to the Record Date. Entitled Scripholders may open Securities Accounts with CDP if they have not already done so and to deposit their share certificates with CDP prior to the Record Date so that their Securities Accounts may be credited by CDP with their Shares and the Rights. Entitled Scripholders should note that their Securities Accounts will only be credited with the Shares on the 12th Market Day from the date of lodgement of the share certificates with CDP or such later date subject to the completion of the lodgement process.

For Entitled Depositors (which exclude SRS Investors and investors who hold Shares through finance companies and/or Depository Agents) and their renouncees, acceptances of the Rights Shares and (if applicable) applications for Excess Rights Shares may be made through CDP or by way of an Electronic Application through an ATM of the Participating Bank or an Accepted Electronic Service. The acceptance of the Rights Shares and (if applicable) applications for Excess Rights Shares must be done through (i) the respective finance company and/or Depository Agent, for investors who hold Shares through a finance company and/or Depository Agent; and (ii) the relevant SRS Approved Bank, for SRS Investors. Any acceptance and/or application by such investors to accept the provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares made directly through CDP, Electronic Applications for Rights Shares at any ATM of the Participating Bank or Accepted Electronic Services, the Share Registrar and/or the Company will be rejected.

Entitled Scripholders who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares may only do so through the Share Registrar.

SRS Investors who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares can only do so, subject to applicable SRS rules and regulations, using SRS Funds to pay for the acceptance of their Rights Shares and (if applicable) application for Excess Rights Shares. SRS Investors who wish to accept their Rights Shares and (if applicable) apply for Excess Rights Shares using SRS Funds must instruct the relevant SRS Approved Banks in which they hold their SRS Accounts to accept their Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf in accordance with this Offer Information Statement. SRS Investors who have insufficient funds in their SRS Accounts may, subject to the SRS contribution cap, deposit cash into their SRS Accounts with their respective SRS Approved Banks before instructing their respective SRS Approved Banks to accept their Rights Shares and (if applicable) apply for Excess Rights Shares. SRS Investors are advised to provide their respective SRS Approved Banks in which they hold their SRS Accounts with the appropriate instructions no later than the deadlines set by their respective SRS Approved Banks in order for their respective SRS Approved Banks to make the relevant acceptances and (if applicable) applications on their behalf by the Closing Date. SRS Funds may not be used for the purchase of the Rights directly from the market. Any acceptance and/or application by such investors to accept the provisional allotments of the Rights Shares and (if applicable) application for Excess Rights Shares made directly through CDP, Electronic Applications for Rights Shares at any ATM of the Participating Bank or Accepted Electronic Services, the Share Registrar and/or the Company will be rejected.

Fractional entitlements to the Rights Shares will be disregarded in arriving at Entitled Shareholders' provisional allotments of the Rights Shares and will, together with the provisional allotments of Rights Shares which are not taken up or allotted for any reason, be aggregated and used to satisfy Excess Applications (if any), or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit for the benefit of the Company, subject to applicable laws and the Catalist Rules.

In the allotment of Excess Rights Shares, preference will be given to the rounding of odd lots, and Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board of Directors, will rank last in priority for the rounding of odd lots and allotment of Excess Rights Shares.

The Company will not make any issuance and allotment of any Rights Shares or Excess Rights Shares that will result in a transfer of controlling interest in the Company unless otherwise approved by Shareholders in a general meeting.

All dealings in, and transactions of, the provisional allotments of Rights Shares through the SGX-ST will be effected under the book-entry (scripless) settlement system. Accordingly, the PALs, which will be issued to Entitled Scripholders will not be valid for delivery pursuant to trades done on the Catalist.

The procedures for, and the terms and conditions applicable to, acceptances, renunciation and/or sales of the provisional allotments of Rights Shares and for the applications for Excess Rights Shares, including the different modes of acceptance or application and payment are contained in Appendices A, B and C to this Offer Information Statement and in the PAL, the ARE and the ARS.

Notwithstanding the foregoing, investors should note that the offer and sale of, or exercise or acceptance of, or subscription for, the Rights and the Rights Shares to or by persons located or resident in jurisdictions other than Singapore may be restricted or prohibited by the laws of the relevant jurisdiction. Crediting of Rights to any Securities Account, the receipt of any Rights, or receipt of this Offer Information Statement and/or any of its accompanying documents, will not constitute an offer or sale in those jurisdictions in which it will be illegal to make such offer or sale, or where such offer or sale will otherwise violate the securities laws of such jurisdictions or be restricted or prohibited. The Company reserves absolute discretion in determining whether any person may participate in the Rights Issue. Investors are cautioned to note the offering, selling and transfer restrictions set forth in the section titled "Eligibility of Shareholders to Participate in the Rights Issue" of this Offer Information Statement.

2. FOREIGN SHAREHOLDERS

This Offer Information Statement and its accompanying documents relating to the Rights Issue have been lodged with the SGX-ST, acting as agent of the Authority, in Singapore. This Offer Information Statement and its accompanying documents have not been and will not be lodged, registered or filed in any jurisdiction other than in Singapore. The electronic dissemination of this Offer Information Statement and the distribution of the OIS Notification Letter and its accompanying documents, and the purchase, exercise of or subscription for provisional allotments of the Rights Shares and/or the Rights Shares by any persons who have registered addresses outside Singapore, or who are resident in, or citizens of countries other than Singapore, may be prohibited or restricted (either absolutely or unless relevant securities requirements, whether legal or administrative, are complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions. For practical reasons and in order to avoid any violation of the securities legislation applicable in countries other than Singapore, this Offer Information Statement and its accompanying documents have not been and will not be despatched or disseminated (or disseminated in accordance with applicable laws or regulations) to Foreign Shareholders or to any jurisdiction outside of Singapore.

Accordingly, Foreign Shareholders will not be entitled to participate in the Rights Issue. No provisional allotment of the Rights Shares has been made to Foreign Shareholders and no purported acceptance thereof or application therefor by any Foreign Shareholder will be valid.

The OIS Notification Letter, this Offer Information Statement and its accompanying documents relating to the Rights Issue will also not be despatched to persons purchasing the provisional allotments of Rights Shares through the book-entry (scripless) settlement system if their registered addresses with CDP are outside Singapore. It is also the responsibility of any person (including, without limitation, custodians, nominees and trustees) outside Singapore who wishes to take up their provisional allotment of Rights Shares and (if applicable), apply for Excess Rights Shares under the Rights Issue to satisfy itself/himself/herself as to the full observance of the laws of any relevant territory in connection therewith, including the obtaining of any governmental or other consents which may be required, the compliance with other necessary formalities and the payment of any issue, transfer or other taxes in such territories. The comments set out in this section are intended as a general guide only and any Foreign Shareholder who is in doubt as to its/his/her position should consult its/his/her professional advisers without delay. Further, any renouncee of an Entitled Scripholder, whose address as stated in the PAL is outside Singapore, will not be entitled to accept the provisional allotment of the Rights Shares renounced to it/him/her.

The Company reserves the right to reject any acceptances of the provisional allotments of the Rights Shares and/or applications for Excess Rights Shares where it believes, or has reason to believe, that such acceptances and/or applications may violate the applicable legislation of any jurisdiction.

The Company further reserves the right to treat as invalid any PAL, ARE or ARS, or decline to register such application or purported application which (a) appears to the Company or its agents to have been executed in any jurisdiction outside Singapore or which the Company believes may violate any applicable legislation of such jurisdiction; (b) provides an address outside Singapore for the receipt of the share certificate(s) for the Rights Shares or which requires the Company to despatch the share certificate(s) to an address in any jurisdiction outside Singapore; or (c) purports to exclude any deemed representation, warranty or confirmation.

Foreign Shareholders whose Shares are registered in their own names who do not presently have an address in Singapore for the service of notices and documents and who wish to be eligible to participate in the Rights Issue should provide an address in Singapore for the service of notices and documents not later than 5.00 p.m. on the date being at least three (3) Market Days before the Record Date, by notifying, as the case may be, (i) (in the case of Foreign Shareholders whose Shares are registered in the name of CDP, whose Securities Accounts with CDP are credited with Shares) CDP at 4 Shenton Way, #02-01, SGX Centre 2, Singapore 068807; or (ii) (in the case of Shareholders whose share certificates are not deposited with CDP and who have tendered to the Share Registrar, valid transfers of their Shares and the share certificates relating thereto for registration up to 5.00 p.m. (Singapore time) on the Record Date) the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632, in each case, no later than three (3) Market Days before the Record Date.

If it is practicable to do so, the Company may, at its absolute discretion, arrange for the provisional allotments of Rights Shares, which would otherwise have been provisionally allotted to Foreign Shareholders to be sold "nil-paid" on the Catalist as soon as practicable after commencement of trading in the provisional allotments of Rights Shares. Such sales may, however, only be effected if the Company, in its absolute discretion, determines that a premium can be obtained from such sales, after taking into account the expenses expected to be incurred in relation thereto.

The net proceeds from all such sales, after deduction of all expenses therefrom, will be pooled and thereafter distributed to Foreign Shareholders in proportion to their respective shareholdings or, as the case may be, the number of Shares entered against their names in the Depository Register as at the Record Date and sent to them **AT THEIR OWN RISK** by ordinary post, or in such other manner as they may have agreed with CDP for payment of any cash distributions. If the amount of net proceeds distributable to any single Foreign Shareholder is less than S$10.00, such net proceeds will be retained or dealt with as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder shall have any claim whatsoever against the Company, the Directors, the Sponsor, the Share Registrar, or CDP and/or their respective officers in connection therewith.

Where such provisional allotments of Rights Shares are sold on the Catalist, they will be sold at such price or prices as the Company may, in its absolute discretion, decide and no Foreign Shareholder shall have any claim whatsoever against the Company, the Directors, the Sponsor, the Share Registrar or CDP and/or their respective officers in respect of such sales or the proceeds thereof, the provisional allotments of Rights Shares or the Rights Shares represented by such provisional allotments. Such sales may, however, only be effected if the Company, in its absolute discretion, determines that a premium can be obtained from such sales, after taking into account the relevant expenses to be incurred in relation thereto.

If such Rights cannot be or are not sold on the Catalist as aforesaid for any reason by such time as the SGX-ST shall have declared to be the last day for trading in the provisional allotments of Rights Shares, the Rights Shares represented by such provisional allotments will be issued and allotted to satisfy Excess Applications or disposed of or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder shall have any claim whatsoever against the Company, the Directors, the Sponsor, the Share Registrar, or CDP and their respective officers in connection therewith.

Shareholders should note that the special arrangements described above will apply only to Foreign Shareholders.

Notwithstanding the above, Shareholders and any other person having possession of this Offer Information Statement and/or its accompanying documents are advised to inform themselves of and to observe any legal requirements applicable thereto at their own expense and without liability to the Company, CDP, the Share Registrar, the Sponsor, or any other person involved in the Rights Issue. No person in any territory outside Singapore receiving this Offer Information Statement and/or its accompanying documents may treat the same as an offer, invitation or solicitation to subscribe for any Rights Shares unless such offer, invitation or solicitation could lawfully be made without compliance with any registration or other regulatory or legal requirements in such territory.

No action has been taken or will be taken to permit a public offering of the Rights or the Rights Shares to occur in any jurisdiction, or the possession, circulation, or distribution of this Offer Information Statement, its accompanying documents or any other material relating to the Company, the Rights or the Rights Shares in any jurisdiction where action for such purpose is required, except that this Offer Information Statement has been lodged with the SGX-ST, acting as agent on behalf of the Authority. Accordingly, the Rights or the Rights Shares may not be offered or sold, directly or indirectly, and none of this Offer Information Statement, its accompanying documents or any offering materials or advertisements in connection with the Rights or the Rights Shares may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction. Investors are advised to consult their professional advisers prior to accepting any Rights, applying for Excess Rights Shares or making any offer, sale, resale, pledge or other transfer of the Rights or the Rights Shares.

This Offer Information Statement and its accompanying documents are being supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

The distribution (or dissemination in accordance with applicable laws or regulations) of the OIS Notification Letter, this Offer Information Statement and/or its accompanying documents may be prohibited or restricted by law (either absolutely or subject to various securities requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of these jurisdictions. Shareholders or any other person having possession of this Offer Information Statement and/or its accompanying documents are advised to keep themselves informed of and to observe such prohibitions and restrictions. No person in any territory outside Singapore receiving this Offer Information Statement and/or its accompanying documents may treat the same as an offer, invitation or solicitation to subscribe for any Rights Shares or purchase any Rights unless such offer, invitation or solicitation could lawfully be made without violating any regulation or legal requirements in such territory.

ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

The Company and the Sponsor have not taken any action, nor will the Company and the Sponsor take any action, in any jurisdiction other than Singapore that would permit a public offering of the Rights or the Rights Shares, or the possession, circulation or distribution of this Offer Information Statement or any other material relating to the Company, the Rights or the Rights Shares in any jurisdiction other than Singapore where action for that purpose is required.

Accordingly, each purchaser of Rights and/or Rights Shares may not offer or sell, directly or indirectly, any Rights Shares or Rights and may not distribute or publish this Offer Information Statement or any other offering material or advertisements in connection with the Rights or the Rights Shares in or from any country or jurisdiction except in compliance with any applicable rules and regulations of such country or jurisdiction.

PRINCIPAL TERMS OF THE RIGHTS ISSUE

The following is a summary of the principal terms and conditions of the Rights Issue and is derived from, and should be read in conjunction with, the full text of this Offer Information Statement, and is qualified in its entirety by reference to information appearing in this Offer Information Statement.

Issue Size in the Maximum Subscription Scenario	:	Based on the Existing Share Capital (assuming no new Shares are issued on or prior to the Record Date) and assuming that the Rights Issue is fully subscribed, 189,051,006 Rights Shares will be issued pursuant to the Rights Issue. The Rights Shares to be issued in the Maximum Subscription Scenario represent 50.0% of the Existing Share Capital. The resultant enlarged share capital in the Maximum Subscription Scenario would comprise 567,153,018 Shares, with the 189,051,006 Rights Shares representing approximately 33.3% of the enlarged share capital.
Issue Size in the Minimum Subscription Scenario	:	Based on the Existing Share Capital (assuming no new Shares are issued on or prior to the Record Date) and assuming that (a) the Undertaking Shareholders subscribe for their respective pro-rata entitlements to the Rights Shares pursuant to the Irrevocable Undertakings; and (b) none of the Entitled Shareholders (except for the Undertaking Shareholders) subscribe for their pro-rata entitlements to the Rights Shares, 107,084,782 Rights Shares will be issued pursuant to the Rights Issue. The Rights Shares to be issued in the Minimum Subscription Scenario represent approximately 28.3% of the Existing Share Capital. The resultant enlarged share capital in the Minimum Subscription Scenario would comprise 485,186,794 Shares, with the 107,084,782 Rights Shares representing approximately 22.1% of the enlarged share capital. Please refer to the section titled "**Irrevocable Undertakings**" of this Offer Information Statement for further details on the Irrevocable Undertakings.
Basis of Provisional Allotment	:	One (1) Rights Share for every two (2) existing Shares held by Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded.
Issue Price	:	S$0.02 for each Rights Share, payable in full on acceptance and/or application.
Discount	:	The Issue Price represents a discount of approximately: (a) 49.4% to the volume weighted average price of S$0.0395[1] per Share for trades done on the Catalist on the Last Trading Day; (b) 48.7% to the Closing Price of S$0.039 per Share on the Catalist on the Last Trading Day; and (c) 38.8% to the TERP of S$0.0327[1] per Share as calculated based on the Closing Price.

[1] Rounded to the nearest 4 decimal places

In determining the Issue Price and the discounts, the Directors had taken into consideration, among others, (i) the prevailing market conditions (being general economics, interest rates, market conditions, sentiments and uncertainties); (ii) the historical market prices of the Shares for the past 12 months; and (iii) the rationale for the Rights Issue as stated in paragraph 3 in the section titled "**Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 – Part 4 – Key Information**" of this Offer Information Statement.

Use of Proceeds : The Net Proceeds arising from the Rights Issue will be utilised for (a) the Shareholder Loan Set-off; (b) general working capital requirements of the Group (which includes, among others, administrative expenses, manpower costs, compliance costs, continuing listing expenses, professional fees and general overheads of the Group); (c) the repayment of borrowings of the Company from non-related parties; and (d) business development, strategic investments and/or acquisitions and expansion opportunities. Please refer to paragraphs 2 to 7 in the section titled "**Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 – Part 4 – Key Information**" of this Offer Information Statement for further details.

Status of the Rights Shares : The Issue Price will be payable in full upon acceptance and/or application and the Rights Shares will, upon allotment and issue, rank pari passu in all respects with the then existing Shares, save for any dividends, rights, allotments or other distributions that may be declared or paid, the Record Date of which falls before the date of allotment and issue of the Rights Shares.

Eligibility to participate in the Rights Issue : As there may be prohibitions or restrictions against the offering of Rights Shares in certain jurisdictions, only Entitled Shareholders are eligible to participate in the Rights Issue. Please refer to the section titled "**Eligibility of Shareholders to Participate in the Rights Issue"** of this Offer Information Statement for details on the eligibility of Shareholders to participate in the Rights Issue.

Listing of the Rights Shares : The Company has, on 14 May 2026, obtained the listing and quotation notice from the SGX-ST for the listing and quotation of the Rights Shares on the Catalist, subject to compliance with the SGX-ST's listing requirements.

The issue of the listing and quotation notice by the SGX-ST is not an indication of the merits of the Rights Issue, the Rights Shares, the Company, its subsidiaries and their securities.

Acceptance, Excess Applications and Payment Procedures : The procedures for acceptance, payment and Excess Applications by Entitled Depositors, and the procedures for acceptance, payment, splitting, renunciation and Excess Application by Entitled Scripholders are set out in Appendices A to C to this Offer Information Statement and in the PAL, the ARE and the ARS.

Trading of the Rights Shares :	Upon the listing of and quotation for the Rights Shares on the SGX-ST, the Rights Shares will be traded on the Catalist under the book-entry (scripless) settlement system. All dealings in and transactions (including transfers) in relation to the Rights Shares effected through the Catalist and/or CDP shall be made in accordance with CDP's "**Terms and Conditions for Operation of Securities Account with CDP**" and the "**Terms and Conditions for CDP to act as Depository for the Rights Shares**", as the same may be amended from time to time, copies of which are available from CDP. For the purposes of trading on the Catalist, each board lot of Shares will comprise 100 Shares. Shareholders who hold odd lots of Shares (that is, lots other than board lots of 100 Shares) and who wish to trade in odd lots on the Catalist are able to trade odd lots of Shares in board lots of one (1) Share on the SGX-ST's Unit Share Market. The Unit Share Market is a ready market for trading of odd lots of Shares with a minimum size of one (1) Share. Shareholders should note that the market for trading of such odd lots of Shares may be illiquid. There is no assurance that Shareholders who hold odd lots of Shares will be able to acquire such number of Shares required to make up a board lot, or to dispose of their odd lots (whether in part or in whole) on the SGX-ST's Unit Share Market.
Use of CPF Funds :	As the Shares are not registered under the CPFIS, monies in CPF Investment Accounts cannot be used for the payment of the Issue Price to accept or purchase the provisional allotments of Rights Shares or to apply for Excess Rights Shares.
Use of SRS Funds :	SRS Investors who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares can only do so, subject to applicable SRS rules and regulations, using SRS Funds. SRS Investors who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares using SRS Funds, must instruct the relevant SRS Approved Banks in which they hold their SRS Accounts to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf in accordance with this Offer Information Statement. SRS Investors who have insufficient SRS Funds may, subject to the SRS contribution cap, deposit cash into their SRS Accounts with their respective SRS Approved Banks before instructing their respective SRS Approved Banks to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf. SRS Investors should consult their respective SRS Approved Banks regarding the terms and conditions governing such acceptances and applications, as well as the procedures that may be involved in relation to the above.

SRS Investors are advised to provide their respective SRS Approved Banks in which they hold their SRS Accounts with the appropriate instructions no later than the deadlines set by their respective SRS Approved Banks in order for their respective SRS Approved Banks to make the relevant acceptances and (if applicable) applications on their behalf by the Closing Date. Any acceptance and (if applicable) application made directly through CDP, Electronic Applications at ATMs of the Participating Bank or Accepted Electronic Services, the Share Registrar and/or the Company will be rejected.

For the avoidance of doubt, SRS Funds may not be used for the purchase of provisional allotments of the Rights Shares directly from the market.

Non-underwritten : The Rights Issue will not be underwritten. Please refer to paragraph 1(g) of the section titled "**Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 - Part 10 – Additional Information Required For Offer Of Securities Or Securities-Based Derivatives Contracts By Way Of Rights Issue**" of this Offer Information Statement, for the reason the Company has decided to proceed with the Rights Issue on a non-underwritten basis.

Scaling Down : Depending on the level of subscription for the Rights Shares, the Company will, if necessary, scale down the subscription and/or excess applications for the Rights Shares by any of the Shareholders (if such Shareholder chooses to subscribe for its/his/her pro-rata Rights Shares entitlement and/or apply for Excess Rights Shares) to (a) avoid placing the relevant Shareholder and parties acting in concert with it/him/her (as defined in the Code) in the position of incurring a mandatory general offer obligation under the Code, as a result of other Shareholders not taking up, whether partly or in full, their provisional allotments of the Rights Issue; or (b) to avoid the transfer of a controlling interest in the Company, which is prohibited under Rule 803 of the Catalist Rules, unless prior approval of Shareholders is obtained in a general meeting.

Previous Equity Fund Raising : The Company has not undertaken any equity fund raising in the past 12 months immediately preceding the Latest Practicable Date.

However, for the avoidance of doubt, the Company had, on 9 December 2024, entered into a debt conversion deed (the "**Debt Conversion Deed**") with Lingholm Holdings Pte. Ltd. ("**LHPL**") in connection with the proposed repayment of S$3,209,477.02 (the "**Outstanding Debt**") by way of conversion of the Outstanding Debt into 213,965,134 new Shares at the price of S$0.015 per Share, fractional entitlements to be disregarded, on the terms and subject to the conditions of the Debt Conversion Deed (the "**Proposed Debt Conversion**"). The Proposed Debt Conversion was undertaken to reduce the Group's indebtedness and improve its financial position, and was completed on 22 December 2025. No cash proceeds were raised from the Proposed Debt Conversion, as it involved the issuance of Shares in satisfaction of the Outstanding Debt.

Governing Law : Laws of Singapore.

EXPECTED TIMETABLE OF KEY EVENTS

An indicative timetable for the Rights Issue is set out below. For events listed which are described as "expected", please refer to future announcement(s) by the Company and/or the SGX-ST for the exact dates of these events.

Last day Shares trade cum-rights	8 June 2026
Shares trade ex-rights	9 June 2026 from 9.00 a.m.
Record Date	10 June 2026 at 5.00 p.m.
Date of lodgement of Offer Information Statement	11 June 2026
Despatch of OIS Notification Letter, the PAL, the ARE and the ARS (as the case may be) to Entitled Shareholders	15 June 2026
Commencement of trading of "nil-paid" Rights	15 June 2026 from 9.00 a.m.
Commencement of application for Rights Shares	15 June 2026 from 9.00 a.m.
Last date and time for splitting and trading of "nil-paid" Rights[(1)]	23 June 2026 at 5.00 p.m.
Last date and time for acceptance of and payment for Rights Shares[(1)]	29 June 2026 at 5.30 p.m. (9.30 p.m. for Electronic Applications via ATMs of the Participating Bank)
Last date and time for renunciation of, acceptance of and payment for Rights Shares by renouncees[(1)]	29 June 2026 at 5.30 p.m. (9.30 p.m. for Electronic Applications via ATMs of the Participating Bank)
Last date and time for application and payment for Excess Rights Shares[(1)]	29 June 2026 at 5.30 p.m. (9.30 p.m. for Electronic Applications via ATMs of the Participating Bank)
Expected date for issuance of Rights Shares	6 July 2026
Expected date for crediting of Rights Shares	7 July 2026
Expected date for refund of unsuccessful or invalid applications (if made through CDP)	7 July 2026
Expected date for the listing and commencement of trading of the Rights Shares	7 July 2026 from 9.00 a.m.

Note:

(1) This does not apply to SRS Investors and investors who hold Shares through a finance company and/or Depository Agent. SRS Investors and investors who hold Shares through a finance company and/or Depository Agent should refer to the section titled "**Important Notice to SRS Investors and Investors who hold Shares through a Finance Company and/or Depository Agent**" of this Offer Information Statement for details relating to the application procedure for them. Any acceptance and/or (if applicable) application made by these investors directly through CDP, Electronic Applications through ATMs of the Participating Bank, the Share Registrar and/or the Company will be rejected. Such investors, where applicable, will receive notification letter(s) from their respective approved banks, finance company and/or Depository Agent and should refer to such notification letter(s) for details of the last date and time to submit applications to their respective approved banks, finance company and/or Depository Agent.

EXPECTED TIMETABLE OF KEY EVENTS

Pursuant to Rule 820(1) of the Catalist Rules, the Rights Issue cannot be withdrawn after the commencement of ex-rights trading. Based on the above timetable, the Shares are expected to commence ex-rights trading on 9 June 2026 from 9.00 a.m.

The above timetable is indicative only and is subject to change. As at the Latest Practicable Date, the Company does not expect the timetable to be modified. However, the Company may, with the approval of the Sponsor, the SGX-ST and/or CDP, modify the timetable subject to any limitation under any applicable laws, rules or regulations. In that event, the Company will publicly announce any modifications to the timetable through a SGXNET announcement to be posted on the SGX-ST's website at http://www.sgx.com.

TRADING

1. LISTING OF AND QUOTATION FOR RIGHTS SHARES

On 14 May 2026, the Company obtained the listing and quotation notice from the SGX-ST for the listing of and quotation for up to 189,051,006 Rights Shares on the Catalist, subject to compliance with the SGX-ST's listing requirements. The listing and quotation notice granted by the SGX-ST is in no way reflective of and is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Company, its subsidiaries, and/or their securities.

The Rights Shares will be admitted to the Catalist and official quotation will commence after all conditions imposed by the SGX-ST are satisfied, all certificates relating thereto have been issued and the notification letters from CDP have been despatched. Upon listing and quotation on the Catalist, the Rights Shares, when allotted and issued, will be traded under the book-entry (scripless) settlement system. All dealings in and transactions (including transfers) of the Rights Shares effected through the Catalist and/or CDP shall be made in accordance with the "**Terms and Conditions for Operation of Securities Accounts with CDP**", and "**Terms and Conditions for CDP to act as a Depository for the Rights Shares**" as the same may be amended from time to time. Copies of the above are available from CDP.

2. ARRANGEMENTS FOR SCRIPLESS TRADING

To facilitate scripless trading, Entitled Scripholders and their renouncees who wish to accept the Rights Shares provisionally allotted to them and/or (in the case of Entitled Scripholders only) apply for Excess Rights Shares, and who wish to trade the Rights Shares issued to them on the Catalist under the book-entry (scripless) settlement system, should open and maintain Securities Accounts with CDP in their own names (if they do not already maintain such Securities Accounts) in order that the number of Rights Shares and, if applicable, the Excess Rights Shares that may be allotted to them may be credited by CDP into their Securities Accounts.

Entitled Scripholders and their renouncees who wish to accept the Rights Shares provisionally allotted to them and/or (in the case of Entitled Scripholders only) apply for the Excess Rights Shares and have their Rights Shares credited into their Securities Accounts must fill in their Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) in the relevant forms comprised in the PAL.

Entitled Scripholders and their renouncees who fail to fill in their Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) or who provide incorrect or invalid Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) or whose particulars provided in the forms comprised in the PAL differ from those particulars in their Securities Accounts currently maintained with CDP, will be issued physical share certificates in their own names for the Rights Shares allotted to them and if applicable, the Excess Rights Shares allotted to them. Such physical share certificates, if issued, will be forwarded to them by **ordinary post at their own risk**, but will not be valid for delivery pursuant to trades done on the Catalist under the book-entry (scripless) settlement system, although they will continue to be *prima facie* evidence of legal title.

If an Entitled Scripholder's address stated in the PAL is different from its/his/her address registered with CDP, it/he/she must inform CDP of its/his/her updated address promptly, failing which the notification letter on successful allotment and other correspondence will be sent to its/his/her address last registered with CDP.

A holder of physical share certificate(s) or an Entitled Scripholder who has not deposited its/his/her share certificate(s) with CDP but wishes to trade on the Catalist must deposit its/his/her share certificate(s) with CDP, together with the duly executed instrument(s) of transfer in favour of CDP, pay applicable fees and have its/his/her Securities Account credited with the number of Rights Shares or existing Shares, as the case may be, before it/he/she can effect the desired trade.

3. TRADING OF ODD LOTS

Entitled Shareholders should note that the Rights Issue may result in them holding odd lots of Shares (that is, lots other than board lots of 100 Shares).

Following the Rights Issue, Entitled Shareholders who hold odd lots of Shares and who wish to trade in odd lots of Shares on the Catalist should note that they will be able to do so on the Unit Share Market of the SGX-ST which allows trading of odd lots with a minimum of one (1) Share. However, the market for trading of such odd lots of Shares may be illiquid. There is no assurance that Shareholders who hold odd lots of Shares will be able to acquire such number of Shares required to make up a board lot of 100 Shares, or to dispose of their odd lots (whether in part or in whole) on the Unit Share Market.

4. TRADING OF SHARES OF COMPANIES LISTED ON THE CATALIST

Companies listed on the Catalist may carry higher investment risk when compared with larger or more established companies listed on the Main Board of the SGX-ST. In particular, companies may list on the Catalist without a track record of profitability and there is no assurance that there will be a liquid market in the securities traded on the Catalist. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent adviser.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

All statements contained in this Offer Information Statement, statements made in public announcements, press releases and oral statements that may be made by the Company or its Directors, officers, executives or employees acting on its behalf, that are not statements of historical fact, constitute "forward-looking statements". Some of these statements can be identified by words that have a bias towards the future or are forward-looking, such as, without limitation, "anticipate", "believe", "could", "estimate", "expect", "forecast", "if", "intend", "may", "plan", "possible", "probable", "project", "should", "will" and "would" or other similar words. However, these words are not the exclusive or exhaustive means of identifying forward-looking statements. All statements regarding the Group's expected financial position and performance, operating results, business strategies, future plans and prospects are forward-looking statements. These forward-looking statements, including but not limited to statements as to the Group's revenue and profitability, prospects, future plans or analysis or comments on historical financial performance or position and other matters discussed in this Offer Information Statement regarding matters that are not historical facts, are only predictions. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Group's actual results, performance or achievements to be materially different from any future results, performance or achievements expected, expressed or implied by such forward-looking statements.

Given the risks, uncertainties and other factors that may cause the Group's actual future results, performance or achievements to be materially different from that expected, expressed or implied by the forward-looking statements in this Offer Information Statement, undue reliance must not be placed on these statements. The Group's actual results, performance or achievements may differ materially from those anticipated in these forward-looking statements. Neither the Company, the Sponsor, nor any other person represents or warrants that the Group's actual future results, performance or achievements will be as expected, expressed or implied in those statements. Further, the Company and its Directors, officers, executives and employees, and the Sponsor disclaim any responsibility to update any of those forward-looking statements or publicly announce any revisions to those forward-looking statements to reflect future developments, events or circumstances for any reason, even if new information becomes available or other events occur in the future.

However, in the event that the Company becomes aware of new developments, events or circumstances that have arisen after the lodgement of this Offer Information Statement with the SGX-ST, acting as agent on behalf of the Authority, but before the Closing Date of the Rights Issue, and that are materially adverse from the point of view of an investor of the Shares and/or the Rights Shares or are required to be disclosed by law and/or the SGX-ST and/or the Sponsor, the Company may make an announcement of the same via SGXNET and, if required, lodge a supplementary or replacement document with the SGX-ST, acting as agent on behalf of the Authority.

The Company is also subject to the provisions of the Catalist Rules regarding corporate disclosure.

TAKE-OVER LIMITS

The Code regulates the acquisition of ordinary shares of, among others, public listed companies including the Company. Except exempted with the consent of the Council, where:

(i) any person acquires whether by a series of transactions over a period of time or not, Shares which (taken together with Shares held or acquired by parties acting in concert with it/him/her) carry 30.0% or more of the voting rights of the Company; or

(ii) any person who, together with parties acting in concert with it/him/her, holds not less than 30.0% but not more than 50.0% of the voting rights in the Company and such person, or any party acting in concert with it/him/her, acquires in any period of six (6) months additional Shares carrying more than 1.0% of the voting rights,

such person must extend a mandatory take-over offer immediately to the holders of the remaining Shares in the Company in accordance with the provisions of the Code. In addition to such person, each of the principal members of the group of parties acting in concert with it/him/her may according to the circumstances of the case, have the obligation to extend an offer.

Shareholders who are in doubt as to their obligations, if any, to make a mandatory general offer under the Code as a result of any acquisition of Rights Shares pursuant to the Rights Issue or the application for Excess Rights Shares, should consult the Council and/or their professional advisers immediately.

Depending on the level of subscription for the Rights Shares, the Company may, if necessary, and upon approval of the Sponsor and/or the SGX-ST, scale down the subscription and/or Excess Applications for the Rights Shares subscribed by any Shareholder to the extent necessary to avoid placing such Shareholder and parties acting in concert with it/him/her (as defined under the Code) in the position of incurring an obligation to make a mandatory general offer for the Shares under the Code as a result of other Shareholders not taking up, whether partly or in full, their provisional allotments of the Rights Shares.

IRREVOCABLE UNDERTAKINGS

As announced by the Company on 4 June 2026, the Undertaking Shareholders have given the Irrevocable Undertakings in favour of the Company and the Sponsor, as an indication of their support and commitment to the Company and the Rights Issue.

Pursuant to the Irrevocable Undertakings, each of the Undertaking Shareholders has irrevocably undertaken that, among others:

(a) as at the Record Date, the number of Shares held by the Undertaking Shareholder will not be less than the number of Shares held by him/her as at the date of the Irrevocable Undertaking; and

(b) in accordance with the terms and conditions of the Rights Issue and in any case not later than the Closing Date, he/she shall subscribe and pay in full for his/her pro-rata entitlements to the Rights Shares under the Rights Issue in relation to Shares held by him/her as at the Record Date, PROVIDED ALWAYS THAT if pursuant to the Irrevocable Undertaking, the Undertaking Shareholder and his/her concert parties (as defined in the Code) are placed in a position of incurring a mandatory general offer obligation under Rule 14 of the Code, his/her subscription for the Rights Shares shall be scaled down in such manner to be agreed upon at the discretion of the Company and the Undertaking Shareholder, so as to avoid placing him/her in such a position.

As at the date of the Irrevocable Undertakings, the Undertaken Rights Shares comprise an aggregate of 107,084,782 Rights Shares. Details of the Undertaken Rights Shares are set out below:

Undertaking Shareholder	Number of Undertaken Rights Shares	Subscription Amount
Mr. Chua	47,384,782	S$947,695.64
Mr. Ong	19,500,000	S$390,000.00
Mr. Pek	18,000,000	S$360,000.00
Mr. Tan	22,000,000	S$440,000.00
Ms. Ng	200,000	S$4,000.00
Total	**107,084,782**	**S$2,141,695.64**

No commission, fee, additional term, benefit or other arrangement has been offered or paid, or will be offered or payable, by the Company to the Undertaking Shareholders in connection with the provision or execution of the Irrevocable Undertakings.

To demonstrate that they have sufficient financial resources to fulfil the Irrevocable Undertakings, as at the Latest Practicable Date, Mr. Ong, Mr. Pek, Mr. Tan and Ms. Ng have deposited the committed subscription amounts pursuant to the Irrevocable Undertakings to the Company's bank account in advance. The subscription amount of S$947,695.64 payable by Mr. Chua for his Undertaken Rights Shares will be satisfied by way of the Shareholder Loan Set-off. In light of the above, the Undertaking Shareholders will not be providing confirmations of financial resources to the Company in connection with their respective Irrevocable Undertakings.

To the best of the Directors' knowledge and belief, the risk factors that are material to Entitled Shareholders and prospective investors in making an informed judgement on the Rights Issue (save for those which have already been disclosed to the general public) are set out below. Entitled Shareholders and prospective investors should carefully consider and evaluate each of the following risks and all other information contained in this Offer Information Statement before making an investment decision.

The Group may be affected by a number of risks that may relate to the industries and countries in which the Group operates as well as those that may generally arise from, among others, economic, business, market and political factors, including the risks set out herein. The risks described below are not intended to be exhaustive. There may be additional risks not presently known to the Group, or that the Group may currently deem immaterial, which could affect its operations, possibly materially. If any of the following risks and uncertainties develops into actual events, the business, financial condition or results of operations of the Company and the Group could be materially and adversely affected. In such cases, the trading price of the Rights Shares could decline and a Shareholder or a prospective investor may lose all or part of its/his/her investment. Before deciding to invest in the Shares and/or the Rights Shares, you should seek professional advice from your adviser(s) about your particular circumstances.

*This Offer Information Statement contains forward-looking statements relating to events that involve risks and uncertainties. See the section "**Cautionary Note on Forward-Looking Statements**".*

RISKS RELATING TO THE GROUP'S BUSINESS, FINANCIAL CONDITION AND/OR RESULTS OF OPERATIONS

The Group may require additional funding for future capital expenditure and working capital to implement business strategies

The Group may find future opportunities to grow through investments, acquisitions, joint ventures, strategic alliances and/or expansion of its existing operations which it has not identified at this juncture. Under such circumstances, the Group may need to obtain additional debt and/or equity financing to implement these growth opportunities.

The Group's ability to obtain additional financing will depend on various factors, including prevailing market conditions, the Group's operating and financial performance, its gearing level, cash flow position, creditworthiness, the commercial viability of its businesses, products and/or services, and general economic and industry conditions. There can be no assurance that the Group will be able to obtain additional financing in a timely manner, on commercially acceptable terms, or at all.

Additional debt financing may, apart from increasing interest expense and gearing:

(a) limit the Group's ability to pay dividends;

(b) increase the Group's vulnerability to general adverse economic and industry conditions;

(c) require the Group to dedicate a substantial portion of cash flow from operations to payments on its debt, thereby reducing the availability of its cash flow to fund capital expenditure, working capital and other requirements; and/or

(d) limit its flexibility in planning for, or reacting to, changes in the industries in which it operates.

If the Group raises additional funds by way of equity financing, the interests of existing Shareholders may also be diluted if such equity financing is not undertaken on a pro-rata basis. Any inability to secure additional debt and/or equity financing for its funding needs may materially and adversely affect the Group's business, implementation of its business strategies and future plans, financial condition, results of operations, cash flows and prospects.

There is no assurance that the growth of the Group will be sustainable

Apart from the Group's development plans and business strategies, other factors such as intense market competition and consumer preferences, which are beyond its control, may also affect its growth. There is no assurance that the Group will be able to achieve or maintain similar levels of growth in revenue and profit in the future. The past results of the Group should therefore not be used as a measure of its future performance.

Competition in the industries in which the Group operates is intense

The Group operates across three (3) business segments, being the Healthcare Business, the Outsourced Services Business and the Commodity Trading Business. Each of these industries is competitive and may be fragmented, and the Group competes with existing and future competitors which may have longer operating histories, stronger brand recognition and reputations, greater financial, technical, operational and human resources, larger customer networks, wider geographical reach, greater economies of scale and/or more established relationships with customers, suppliers, vendors, business partners and other counterparties.

The Group's success depends on its ability to compete effectively across its business segments by, among other things, providing quality, reliable and value-added services and/or products, maintaining competitive pricing, responding to changes in customer requirements, market trends and industry developments, maintaining its reputation and brand recognition, retaining existing customers, clients, investee companies and business partners, and securing new business opportunities.

The Group's competitors may be able to provide comparable or more comprehensive services and/or products at more competitive prices, respond more quickly to market trends, expand or diversify their operations, adopt more aggressive pricing strategies, or have lower operating costs, overheads, procurement costs or supply costs due to larger scale of operations or stronger sourcing capabilities. In addition, in respect of the Group's Outsourced Services Business, customers may elect to perform such functions in-house instead of outsourcing them to third-party service providers.

There can be no assurance that the Group will be able to compete effectively, maintain or increase its market share, customer base, client base, service fees, profit margins or business relationships, or continue to differentiate its services and/or products from those of its competitors. Increasing competition may result in pricing pressure, higher marketing, promotional, staff, procurement and operating costs, reduced margins, loss of customers, clients, investee companies and/or business partners, and fewer opportunities to secure new business.

If the Group is unable to maintain its competitiveness in any of its business segments or respond effectively to changes in the competitive landscape, its business, financial condition, results of operations, cash flows and prospects may be materially and adversely affected.

The Group may face uncertainties and complications associated with digitalising and innovating its business

The Group may face uncertainties and complications associated with digitalising and innovating its business, which may involve continually adopting new technology and digital solutions. With digitalisation transforming the way services are delivered to customers, the Group has to react to new technologies, evolving digital trends and changing market demand in order to stay relevant and competitive. The Group may need to innovate new services, develop new software, develop enhanced versions of existing software, mobile applications, technology and user interface to incorporate additional features and improve functionality, all of which may require significant resources. There is no assurance that the Group's implementation of digital and innovative solutions will always be well received by its customers or that such digitalisation and innovation will be successful in providing the Group with a significant competitive advantage by differentiating its products and services from those of its competitors.

Any failure to successfully digitalise and innovate the Group's business may affect the Group's ability to remain relevant and competitive, and in turn materially and adversely affect the Group's business growth and results of operations.

The Group's insurance coverage may not adequately protect the Group against certain operational risks

The Group maintains general insurance policies, where practicable, covering both its assets and employees in line with general business practices in the Healthcare Business, Outsourced Services Business and Commodity Trading Business, with policy specifications and insured limits which the Group believes are reasonable.

The occurrence of certain incidents, including fraud or other misconduct committed by its employees or third parties, acts of God, earthquakes, severe weather conditions, war, civil disorder, flooding, acts of terrorism and power outage, and the consequences resulting therefrom may not be covered adequately, if at all, by its insurance policies. If the Group incurs substantial liabilities which are not covered by its insurance policies, or if its business operations are interrupted for more than a short period of time, the Group may incur expenses and losses that could materially and adversely affect its operating results.

The Group is subject to general risks associated with doing business overseas

There are general risks inherent in doing business overseas. These include but are not limited to unexpected changes in regulatory requirements, potential economic instability, difficulties in staffing and managing foreign operations, potential imposition of restrictions on foreign participation, fluctuations in currency exchange rates, potentially adverse tax consequences, potentially inadequate local infrastructure and utilities supply, legal uncertainties regarding liability and enforcement, potential increase in protectionist measures, and changes in local laws and controls on the repatriation of capital or profits. The occurrence of any of these events may have a material adverse effect on the business, financial condition and results of operations of the Group.

The Group is also affected by the political risks in the countries where it operates. Wars, unsettled political conditions, social unrest, riots, piracy, terrorist attacks and government actions may adversely affect the Group's operations, the demand for its services and/or its ability to carry on its business. If such risks develop into actual events, the operations and profitability of the Group may be adversely affected.

Changes in the economic, political and social conditions of China and the policies adopted by the Chinese government may adversely affect the Group's business, growth strategies, financial condition and results of operations

In FY2024 and FY2025, the Group's revenue was mainly derived from the People's Republic of China. As a result, the Group's business is subject to the economic and social developments in the People's Republic of China. Changes in the economic, political and social conditions or the relevant policies adopted by the government of the People's Republic of China, such as changes in laws and regulations (or the interpretation thereof) or restrictive financial measures, could have adverse effects on the overall economic growth of the People's Republic of China and the industries in which the Group operates, which could in turn hinder its current or future business, growth strategies, financial position and results of operations.

The Group recognises that such risks and changes in economic, political and social conditions can never be eliminated totally and that the cost of mitigating these risks could be high.

Changes in economic and geopolitical conditions around the world could adversely affect the business of the Group due to increased uncertainty and instability in global market conditions and the general economy

The Group's overseas business, growth strategies, financial position and results of operations may be materially and adversely affected by changes in the economic, political, social and regulatory conditions of the countries in which it operates, including but not limited to:

(a) political unrest and economic instability;

(b) changes in laws and regulations;

(c) imposition of restrictions on currency conversion and overseas remittance;

(d) imposition of restrictions on foreign participation;

(e) uncertainty related to developing legal and regulatory systems;

(f) increase in protectionist measures; and

(g) changes in the rate and method of taxation.

In recent years, the global financial system has suffered from uncertainty and turbulence, thereby resulting in great uncertainty in expectations relating to the global economy's performance in the short-term to medium-term. Such uncertainty may affect consumer confidence, in turn causing instability in global market conditions.

The Group's business may be materially and adversely affected by local and global developments in relation to inflation, bank interest rates, government policies and regulations and other conditions which impact on social, economic and political stability.

Further, the global credit markets have, in recent times, experienced volatility and liquidity disruptions, resulting in the failure, near failure or consolidation of several institutions in the banking and insurance industries.

The Group has no control over such conditions and developments and there is no assurance that such conditions and developments will not occur and adversely affect the Group's business.

Heightened geopolitical risks have also continued to emerge globally. The consequences of such geopolitical events globally are unpredictable, and these could undermine the stability of global economies and increase uncertainty in the global economic outlook. Greater volatility to foreign exchange, global financial markets and the global economy due to increased uncertainty and instability may result in a general global economic downturn or recession, which could have a material adverse effect on the Group's business, financial condition and results of operations. Such geopolitical risks arising from the global macroeconomic environment include, the Russo-Ukrainian War, the Israel-Hamas War, the ongoing conflict involving Iran and broader instability in the Middle East, trade tensions, sanctions, and political instability.

Increased political instability and social unrest (such as the threat or occurrence of terrorist attacks) and enhanced national security measures, whether resulting from the above-mentioned events or otherwise, and the resulting decline in consumer confidence, whether locally or overseas, may have had and may continue to have an adverse effect on the world economy in general, and consumer confidence and spending in particular, which could in turn adversely affect the Group's business and results of operations. Further, the effect of these events on global financial markets may limit the capital resources available to the Group.

There is also uncertainty as to the strength of the global economy, the potential for slowdown in consumer demand and the impact of the global downturn on the Singapore economy and/or any of the economies in which the Group operates. In addition, such uncertain and unfavourable economic and political conditions could have an adverse effect on growth and financial performance in trade-exposed economies such as Singapore. These factors could contribute to an economic decline in Singapore and/or any of the economies in which the Group operates, which may in turn adversely affect the Group's results of operations and future growth.

The Group may not be successful in its expansion into businesses that are complementary to its current business

The Group may explore and/or pursue expansion opportunities into new businesses complementary to its current business. Expansion into new businesses may involve numerous risks, including but not limited to, the financial costs of setting up operations and working capital requirements. There is no assurance that these new businesses will achieve results that are commensurate with the Group's investment costs or that the Group will be successful in its expansion into such new businesses. There can also be no assurance that the Group's new businesses will generate sufficient revenue to cover its operational costs. If the Group is unable to implement its expansion plans or manage its operational costs effectively, or if there is a lack of demand for its services, the Group's business, results of operations and financial position may be adversely affected.

The Group's business is subject to general business risks

The Group's business is subject to general business, economic, political, market and regulatory risks, many of which are beyond the Group's control, including but not limited to:

(a) changes in laws, regulations, government policies or the interpretation or enforcement thereof, or the introduction of restrictive financial or regulatory measures which may increase operating costs or restrict business operations;

(b) economic conditions, including global or regional recession, inflationary pressures and changes in consumer, customer or investor sentiment;

(c) political conditions, civil unrest, military conflict, terrorism, change in political climate and general security concerns and their adverse effects on business;

(d) the level and volatility of liquidity and risk aversion;

(e) concerns about natural disasters, terrorism and war;

(f) the level and volatility of equity, debt, property, commodity and other financial markets;

(g) the level and volatility of interest rates and foreign currency exchange rates;

(h) concerns over inflation; and

(i) global recession and its effects on the performance of the economies where the Group operates.

These general business risks could have adverse effects on the overall economic growth of the countries in which the Group operates which could consequently hinder the Group's current or future business, growth strategies, financial position and results of operations.

It is recognised that such risks can never be eliminated totally and that the cost of mitigating these risks could be high.

The Group may be exposed to risks associated with fluctuations in foreign exchange rates and changes in foreign exchange regulations

Because of the geographic diversity of its business, the Group receives or will receive income and incur expenses in a variety of currencies, including Singapore Dollar, Malaysian Ringgit, and Chinese Yuan. In particular, a significant amount of the Group's revenue for FY2024 and FY2025 were derived from jurisdictions outside Malaysia. The Group's financial statements are presented in Malaysian Ringgit. Consequently, its costs, profit margins and asset values may be affected by fluctuations in the exchange rates between the Malaysian Ringgit and the other currencies in which the Group's revenue, expenses, assets and liabilities are denominated.

The Group may also enter into transactions, hold monetary assets or incur monetary liabilities denominated in foreign currencies. Any unfavourable fluctuations in exchange rates may result in foreign exchange losses arising from such transactions, or from the translation of foreign currency-denominated monetary assets and liabilities as at the end of the relevant reporting periods. The Group cannot predict the effect of future exchange rate fluctuations on its financial position and results of operations. The weakening of non-Malaysian Ringgit currencies in the countries in which the Group operates may adversely affect its financial condition and results of operations.

In addition, the Group may be subject to the imposition or tightening of exchange controls, repatriation restrictions or other regulatory measures in the jurisdictions in which it operates. Such restrictions may cause difficulties or delays in the receipt, conversion or repatriation of profits, dividends, funds or other payments.

If the Group incurs substantial foreign exchange losses, or if it is unable to receive, convert or repatriate funds in a timely manner due to exchange controls or similar restrictions, its business, financial condition, results of operations, cash flows and prospects may be materially and adversely affected.

The Group's businesses are exposed to risks associated with acquisitions, joint ventures, partnerships and/or strategic alliances

Depending on available opportunities, feasibility and market conditions, the Group's businesses may involve acquisitions, joint ventures, partnerships and/or strategic alliances with third parties. Participation in such partnerships, joint ventures, strategic alliances, acquisitions or other investment opportunities involves numerous risks, including the possible diversion of management attention from existing business operations and loss of capital or other investments deployed in such partnerships, joint ventures, strategic alliances, acquisitions or opportunities.

The Group may, as a matter of business strategy, invest in or acquire entities involved in its current businesses, or enter into other joint ventures or other investment structures in connection with its businesses. Acquisitions that the Group may undertake, along with potential joint ventures, partnerships, strategic alliances and other investments, may expose the Group to additional business and operating risks and uncertainties, including but not limited to the following:

(a) the direct and indirect costs in connection with such transactions;

(b) the inability to effectively integrate and manage the acquired businesses;

(c) the inability of the Group to exert control over the actions of its business partners, including any non-performance, default or bankruptcy of the joint venture partners;

(d) the inability of the Group to exert control over strategic decisions made by these companies;

(e) the risk that any of the Group's partners is unable to deliver its obligations or commitments (such as failure to perform according to the expertise expected of the joint venture partner or strategic alliance or meet the financial obligations);

(f) the time and resources expended to coordinate internal systems, controls, procedures and policies;

(g) the disruption in ongoing business and diversion of management's time and attention from other business concerns;

(h) the risk of entering markets in which the Group may have no or limited prior experience;

(i) the potential loss of key employees and customers of the acquired businesses;

(j) the risk that an investment or acquisition may reduce the Group's future earnings; and

(k) exposure to unknown liabilities.

If the Group is unable to successfully implement its acquisition or expansion strategy or address the risks associated with such acquisitions or expansions, or if the Group encounters unforeseen expenses, difficulties, complications or delays frequently encountered in connection with the integration of acquired entities and the expansion of operations, the Group's growth and ability to compete may be impaired, and the Group may fail to achieve acquisition synergies and be required to focus resources on integration of operations, rather than on its business. This will have a negative impact on the financial performance of the Group.

Activities to expand its operations may also bring the Group into contact, directly or indirectly, with new entities or new markets. These business activities expose the Group to new and enhanced risks including reputation risks arising from dealing with a range of new counterparties, and may expose the Group to the range of risks described in this Offer Information Statement. If these risks materialise, the business, financial condition, results of operations, cash flow and prospects of the Group will be materially and adversely affected.

The commercial success of the Group depends on the adequate protection of its intellectual property rights and other proprietary rights

The Group's registered or unregistered trademarks or trade names may be challenged, infringed, circumvented or declared generic or determined to be infringing on other marks. The Group may not be able to protect its rights to these trademarks and trade names, which the Group needs to build name recognition by potential partners or customers in the Group's markets of interest. Furthermore, it can be difficult and costly to defend trademarks from encroachment or misappropriation outside of the jurisdictions which the Group operates in. Over the long term, if the Group is unable to establish name recognition based on its trademarks and trade names, the Group may not be able to compete effectively and its business, results of operations and financial condition may be materially and adversely affected.

The coverage of registered intellectual property rights is subject to interpretation by the courts, and the interpretation is not always uniform or predictable. Where a competitor infringes on its trademarks and other proprietary rights, the Group intends to enforce its intellectual property rights against infringers when it determines that a successful outcome is probable and may lead to an increase in the value of the intellectual property. If the Group chooses to enforce its intellectual property rights against a party, then that individual or company has the right to ask the court to rule that such intellectual property rights are invalid and should not be enforced. These lawsuits and proceedings are expensive and would consume time and resources and divert the attention of the Group's managerial and scientific personnel even if the Group were successful in stopping the infringement of such intellectual property rights. In addition, there is a risk that the court will decide that such intellectual property rights are not valid and that the Group does not have the right to stop the other party from using the trademarks. There is also the risk that, even if the validity of such intellectual property rights is upheld, the court will refuse to stop the other party on the ground that such other party's activities do not infringe the Group's intellectual property rights. Any failure to enforce the Group's intellectual property rights or to defend any legal proceedings regarding its intellectual property rights may materially and adversely affect the Group's business, results of operations and financial condition.

The Group may also be subject, in the ordinary course of its business, to legal proceedings and claims from time to time relating to the intellectual property of others, which could have a material adverse effect on the Group's business, results of operations and financial condition. The Group cannot be sure that the products, services, technologies and advertising it employs in its business do not or will not infringe valid patents, trademarks, copyrights or other intellectual property rights held by third parties. In addition, the Group's collaboration and joint venture partners may not properly maintain or defend the Group's intellectual property rights or may use the Group's proprietary information in such a way as to invite litigation that could jeopardise or invalidate the Group's intellectual property or proprietary information or expose the Group to potential litigation. They may also infringe the intellectual property rights of third parties, which may expose the Group to litigation and potential liability. Any legal action against the Group claiming damages or seeking to enjoin commercial activities relating to the affected products or its methods or processes may:

(a) require the Group, or its partners, to obtain a licence to continue to use, manufacture or market the affected products, methods or processes, and such a licence may not be available on commercially reasonable terms, if at all;

(b) prevent the Group from making, using or selling the subject matter claimed in patents held by others and subject the Group to potential liability for damages;

(c) consume a substantial portion of the Group's managerial and financial resources; or

(d) result in litigation or administrative proceedings that may be costly, whether the Group wins or loses.

Any such event could have a material adverse effect on the Group's business, financial condition, results of operations, cash flows and prospects.

The Group may incur costs to maintain its intellectual property rights

Periodic maintenance fees, renewal fees, annual fees and various other governmental fees on trademarks and/or applications may be due to the various intellectual property offices at various points over the lifetime of the Group's trademarks. Additionally, there may be various procedural and documentary fees payable and other similar provisions during the maintenance or renewal process. The Group may employ reputable law firms and other professionals to help the Group comply with the application and maintenance processes, and in many cases, an inadvertent lapse can be cured by payment of a late fee or by other means in accordance with rules applicable to the particular jurisdiction. However, there are situations in which non-compliance may result in the abandonment or lapse of the trademark, resulting in partial or complete loss of intellectual property or proprietary rights in the relevant jurisdiction. If such an event were to occur, it may have a material and adverse effect on the Group's business, financial condition, results of operations, cash flows and prospects.

RISKS RELATING TO THE GROUP'S HEALTHCARE BUSINESS AND THE HEALTHCARE AND WELLNESS SERVICES INDUSTRY

The Group may not be able to identify expansion opportunities or experience difficulties in implementing such projects

The growth of the Group depends, to a certain extent, on the Group's ability to fund, establish or acquire and manage additional businesses in the healthcare and wellness services industry. Such expansions may be capital expenditure intensive. The Group may not be able to identify suitable locations for new facilities, or expand, improve and augment its existing businesses, the number of suitable acquisition or expansion opportunities may be limited and the Group may not be able to negotiate attractive terms for such acquisitions or expansions or be able to secure the necessary financing for such opportunities. If the Group is unable to successfully identify opportunities for expansions or face difficulties in the process of such expansions, its business, financial condition, results of business operations and prospects may be materially and adversely affected.

Unpredictable nature of revenue and profitability

The Group's revenue from the Healthcare Business is primarily generated from transactions which are of a non-recurring nature and on a transaction-by-transaction basis, and is also subject to the size of the transactions and the scope of services to be rendered. The non-recurring nature of the revenue for the Group makes the revenue and profitability of the Group unpredictable. There can be no assurance that the Group will be able to continue to secure new clients and/or transactions to generate revenue and income at levels comparable to those achieved in the past. Consequently, the Group's revenue and profitability may be adversely affected.

The Group's success is dependent on its ability to attract and retain skilled personnel

Given the nature of the healthcare and wellness services industry, the Group requires skilled and qualified professionals and personnel to deliver its services and manage its operations effectively. The Group's success depends on its ability to attract, motivate, train and retain suitable skilled employees and professionals with the relevant expertise, experience and qualifications.

The Group may face difficulties in recruiting or retaining such personnel, and competition for skilled and qualified personnel may result in higher staff costs, training costs and other related expenses. There can be no assurance that the Group will be able to maintain or expand its team of professionals and personnel, or timely and suitably replace any loss of such personnel.

If the Group is unable to attract, retain or replace the necessary skilled and qualified professionals and personnel, its service quality, operations, business plans, growth prospects, financial condition and results of operations may be materially and adversely affected.

The Group is dependent on certain key personnel for its success

The success and growth of the Healthcare Business depends significantly on the expertise and experience of Ms. Loo Sow Kuen ("**Ms. Loo**"), the General Manager of the Company, who oversees the administration and operations of the Healthcare Business under the Group. As a key management personnel of the Group with experience relevant to the healthcare and wellness services industry, Ms. Loo is instrumental in spearheading the Healthcare Business, formulating its strategic focus and direction, and overseeing its general operations. Accordingly, the success of the Healthcare Business may be highly reliant on the contributions of Ms. Loo. There can be no assurance that the Company will be able to retain the services of Ms. Loo. If the Company loses the services of Ms. Loo and is unable to find a suitable and timely replacement, or if the Group is unable to attract and retain other qualified personnel, the Group's prospects, operations and financial performance may be materially and adversely affected. The Company will continue to identify and recruit suitable personnel to develop and grow the Healthcare Business, with a view to reducing reliance on its existing key personnel.

The Healthcare Business is heavily dependent on the Group's reputation and any adverse publicity could have an adverse effect on the Group's performance

The Healthcare Business relies to a large extent on market perception, as it is an industry where the Group's integrity (and the perception thereof) as well as the trust and confidence of the clients are of critical importance. Having a good reputation is an important factor in ensuring that the Company maintains the revenue generated from the Healthcare Business. Negative publicity (whether or not justified) associated with the Group or any of its officers or employees may adversely impact the Group's reputation and result in a loss of clients. Accordingly, any perception of, or alleged mismanagement, fraud or failure to discharge legal, contractual, regulatory or fiduciary duties, responsibilities, liabilities or obligations may have an adverse effect on the Group's business, financial condition, results of operations, cash flows and prospects.

The Healthcare Business may be subject to exposure to litigation

The provision of healthcare and wellness services entails inherent risks of liability. Any successful litigation claim brought against the Group by its clients or otherwise in the future in relation to the Healthcare Business could have a material adverse effect on the Group's business, growth prospects, fee income, results of operations and/or financial condition. Even if the Group is successful in defending against such litigation claims and no judgments, fines, damages or liabilities are ordered against the Group, the Group's reputation may suffer, which in turn may have a material adverse effect on the Group's sales and revenue. In the event that the Group is found liable under any such liability claims, there is no assurance that the Group will have adequate or sufficient liability insurance to cover the amount of damages payable in respect of such claims. Any claims in excess of any liability insurance coverage that may be obtained by the Group may have a material adverse effect on the Group's business, financial condition, results of operations, cash flows and prospects. In the event that the liability incurred by the Group under such claims is substantial, the Group's business, financial condition, results of operations, cash flows and prospects may be significantly affected.

Changing trends within the healthcare and wellness services industry

The healthcare and wellness services industry requires the Group to closely monitor the trends in the market and the needs of the consumers, which may require the introduction of new products, technologies, devices, solutions, service categories and treatment procedures to enhance existing services and procedures. There is a need to ensure that the Group is accessing the latest technology quickly and responding cost-effectively to consumers' changing needs. The Group may be required to incur development and acquisition costs to keep pace with new technologies. Failure to identify, develop and introduce new products, solutions, service categories, features, enhancements and technologies in a timely manner and cost-effective basis may result in a decrease in demand for the services and the Group may not be able to compete effectively or attract consumers, which may materially and adversely affect its business and results of operations.

The healthcare and wellness services industry is subject to various regulations and licensing requirements

The healthcare and wellness services industry is highly regulated. The Healthcare Business and its healthcare professionals are subject to laws and regulations governing, among others, the conduct of business operations, quality of facilities, equipment and services, qualifications of healthcare professionals, and confidentiality and use of health-related information and medical records.

Compliance with regulatory standards often requires significant time, money, resources, record-keeping and quality assurance efforts and will subject the Healthcare Business and the third parties that the Healthcare Business works with from time to time to potential regulatory inspections. If the courts or regulatory authorities hold the Group's subsidiaries in the Healthcare Business to be in violation of any laws or regulations, including conditions in the permits, licences and accreditations required for the operations of the Healthcare Business, the Group may have to pay fines and/or be subject to other penalties, including the revocation of such permits and licences, modify, suspend or discontinue its operations in the Healthcare Business, incur additional operating costs or make capital expenditures.

Further, regulatory authorities may exercise broad discretion in varying or introducing new licensing requirements. Any changes to the existing laws and regulations may require the Group's subsidiaries in the Healthcare Business to apply for new approvals, licences and/or permits and there is no assurance that they will be able to obtain these new approvals, licences and/or permits. In the event that the Group's subsidiaries in the Healthcare Business are unable to obtain or renew the requisite approvals, licences and/or permits, or such approvals, licences and/or permits are withdrawn, the Group may be required by the relevant governmental agencies to cease operations in the Healthcare Business and the business, financial condition and results of operations of the Group may be adversely affected.

Compliance with applicable safety, health, environmental and other governmental regulations may be costly and adversely affect the Group's competitive position and results of operations

The Healthcare Business is subject to national and local laws, rules and regulations in the countries which it operates, governing, among other things:

(a) the conduct of the Healthcare Business' operations;

(b) additions to facilities and services;

(c) the adequacy of medical care;

(d) the quality of medical facilities, equipment and services;

(e) the purchase of medications and pharmaceutical drugs;

(f) the noise pollution, discharge of pollutants to air and water and handling and disposal of bio-medical, radioactive and other hazardous waste;

(g) the qualifications of medical and support personnel;

(h) the confidentiality, maintenance and security issues associated with health-related information and medical records; and

(i) the screening, stabilisation and transfer of patients who have emergency medical conditions.

The ownership and operation of the Healthcare Business and other healthcare-related assets in the future carry an inherent risk of liability related to employee and customer health and safety, including the risk of government-imposed orders to address hygiene and contamination-related concerns, potential penalties for contravention of health, safety and environmental laws, licences, permits and other approvals, and potential civil liability.

Safety, health and environmental laws and regulations in the countries in which the Healthcare Business operates are stringent and it is possible that they will become significantly more stringent in the future. Compliance with health, safety and environmental laws (and any future changes) and the requirements of licences, permits and other approvals will remain material to the Healthcare Business. The Group will incur significant capital and operating expenditures to comply with health and safety laws and to obtain and comply with licences, permits and other approvals and to assess and manage its potential liability exposure. Nevertheless, the Group may become subject to government orders, investigations, inquiries or other proceedings (including civil claims) relating to health, safety and environmental matters. The occurrence of any of these events or any changes, additions to or more rigorous enforcement of health, safety and environmental laws, licences, permits or other approvals could have a significant impact on operations and/or result in additional material expenditures.

As a consequence, no assurances can be given that additional workers' health and safety issues relating to presently known or unknown matters will not require unanticipated expenditures, or result in fines, penalties or other consequences (including changes to operations) material to its business and operations. If the Group is held to be in violation of such regulatory requirements, including conditions in the permits required for its operations, by courts or governmental agencies, it may have to pay fines, modify, suspend or discontinue its operations, incur additional operating costs or make capital expenditures. Any public interest or class action legal proceedings related to such safety, health or environmental matters could also result in the imposition of financial or other obligations on the Group. Any such costs may have a material adverse effect on the business, financial condition, results of operations and prospects of the Healthcare Business.

The Group faces inventory management and product shelf-life risks

The ability of the Healthcare Business to provide healthcare services and meet customer requirements depends, in part, on the Group's ability to accurately forecast demand, procure adequate supplies and effectively manage inventory levels. The Group maintains inventories of certain healthcare products required for the Healthcare Business. Inventory levels are generally determined based on anticipated demand, historical usage patterns, market conditions and management estimates, all of which may be subject to uncertainty and factors beyond the Group's control.

Certain products utilised or supplied in connection with the Healthcare Business have limited shelf lives, are subject to expiry dates and/or require specific storage, handling and transportation conditions, including temperature-controlled environments. Inaccurate demand forecasting, changes in customer requirements, fluctuations in market conditions, supply chain disruptions or any failure to maintain the required storage and handling conditions may result in excess inventory, inventory shortages, product deterioration, spoilage, obsolescence or product expiry.

If the Group is unable to effectively manage inventory levels and product shelf-life risks, the Healthcare Business may incur additional procurement, storage and logistics costs, experience disruptions in service delivery, be required to dispose of expired, obsolete or unusable inventory, or record inventory write-downs or write-offs. In addition, losses arising from inventory deterioration, damage, spoilage or obsolescence may not be fully recoverable through insurance. Any of the foregoing could have a material adverse effect on the Healthcare Business and the Group's business, financial condition, results of operations, cash flows and prospects.

Healthcare products may be subject to supply and control issues

The Healthcare Business relies on third-party manufacturers and suppliers for the production and supply of its healthcare products. As a result, the Group's Healthcare Business may be exposed to risks arising from disruptions in the operations of such third parties, including feedstock shortages, production stoppages, equipment failures, labour shortages, regulatory actions or other unforeseen events. Any such disruptions could result in reduced production capacity, extended lead times, delayed deliveries, supply shortages and increased costs, which may adversely affect the Group's ability to meet customer demand and fulfil its contractual obligations for its Healthcare Business.

In addition, while the Group expects the third-party manufacturers of its Healthcare Business to comply with applicable Good Manufacturing Practice standards and other regulatory requirements, it has limited control over the manufacturing processes and quality control measures implemented by such third parties. Any defects in, contamination of, or quality issues affecting products supplied by third-party manufacturers, or any failure by such manufacturers to comply with applicable quality, safety or regulatory standards, could result in product recalls, regulatory sanctions, customer claims, reputational damage and potential liability. Any of the foregoing could have a material adverse effect on the Healthcare Business and the Group's business, financial condition, results of operations, cash flows and prospects.

Health epidemics and other outbreaks of contagious diseases, including avian flu, SARS and swine flu

The Healthcare Business could be adversely affected by the effects of SARS (severe acute respiratory syndrome), H1N1 (swine) flu, avian flu (including the H5N1 and H7N9 strains), Ebola, MERS (Middle East Respiratory Syndrome) and most recently, COVID-19 (Coronavirus disease 2019) or another epidemic or outbreak. An outbreak of contagious diseases, and other adverse public health developments in the countries in which the Healthcare Business operates, could have a material adverse effect on its business operations. These could include restrictions on the Group's ability to travel or to ship its supplies or even cause a temporary closure of its business facilities in the future. Such closures or travel or shipment restrictions could severely disrupt the operations of the Healthcare Business and adversely affect the Group's business, financial condition, results of operations, cash flows and prospects.

Compliance with applicable data protection obligations in relation to medical or personal data may be costly and adversely affect the Group's competitive position and results of operations

Regulations in the jurisdictions in which the Group operates require licensees of a private medical clinic or healthcare establishment to keep and maintain proper medical records. In this regard, such licensees are generally required to take all reasonable steps, including implementing such processes as are necessary, to ensure that such medical records are accurate, complete and up-to-date and to implement adequate safeguards (whether administrative, technical or physical) to protect the medical records against accidental or unlawful loss, modification or destruction, or unauthorised access, disclosure, copying, use or modification. Any contravention of these laws and regulations may render the person committing the offence liable on conviction to a fine and/or imprisonment. Further, these laws, rules and regulations are subject to change. Compliance with new privacy and security laws, regulations and requirements may result in increased operating costs and may constrain or require the Group to alter its business model or operations which may in turn materially and adversely affect the Healthcare Business, results of operations and financial condition.

While the Board believes that the Group is in compliance with applicable laws and regulations governing the use of clients' medical information, there is no assurance that there would not be data leakage or improper use of such information due to technology failures or lapses in the Group's control over access to such information. Any breach of its confidentiality obligations could expose the Group to potential liabilities such as litigation or regulatory proceedings and may materially and adversely impact the Healthcare Business and the Group's business, financial condition, results of operations, cash flows and prospects.

RISKS RELATING TO THE GROUP'S OUTSOURCED SERVICES BUSINESS

The Group may be affected by rapid technological developments and the increasing use of artificial intelligence and automation in the human resource industry

The human resource industry, including recruitment, payroll and other outsourced human resource services, is subject to rapid technological developments. In particular, the increasing use of artificial intelligence, automation, data analytics and other digital tools has changed, and may continue to change, the manner in which recruitment, candidate screening, workforce management, payroll processing and other human resource functions are carried out.

As a result, traditional recruitment and human resource outsourcing methods may become less competitive, less efficient or less relevant over time. Customers may increasingly expect human resource service providers to provide faster, more cost-efficient, technology-enabled and data-driven solutions. Competitors which are able to adopt, develop or integrate such technologies more effectively may be able to improve their operational efficiency, reduce costs, enhance their service offerings and customer experience, and gain a competitive advantage over the Group.

In order to remain competitive, the Group may be required to adapt its business approach, invest in new technologies, upgrade its systems and processes, train or hire personnel with the relevant technical capabilities, and integrate artificial intelligence, automation and other digital tools into its Outsourced Services Business. Such measures may require significant time, management attention and financial resources. There can be no assurance that the Group will be able to identify, adopt or implement suitable technologies successfully, in a timely manner, at commercially acceptable costs, or at all.

The adoption of artificial intelligence, automation and other digital tools may also expose the Group to additional risks, including risks relating to data protection, cybersecurity, system failures, algorithmic errors or bias, inaccurate outputs, regulatory changes and customer acceptance. If the Group is unable to respond effectively to technological developments in the human resource industry, or if its competitors are better able to adopt or utilise such technologies, the business, financial condition, results of operations, cash flows and prospects of the Group's Outsourced Services Business may be materially and adversely affected.

The Outsourced Services Business is subject to licensing and regulatory compliance risks

The Group's Outsourced Services Business, in particular its manpower recruitment services, may require the Group to obtain and maintain the necessary licences, registrations, permits, approvals and/or certifications in the jurisdictions in which it operates, including Singapore and Malaysia. Such licences and approvals may be subject to conditions, ongoing compliance requirements and periodic renewal.

The applicable regulatory requirements, standards of compliance and conditions for the grant, maintenance or renewal of such licences and approvals may change from time to time. The Group may be required to incur additional costs, devote management time and resources, implement additional internal controls, enhance its compliance procedures, or satisfy new or more stringent requirements in order to continue carrying on its Outsourced Services Business.

There can be no assurance that the Group will be able to obtain, maintain or renew all required licences, registrations, permits, approvals and/or certifications in a timely manner, on acceptable terms, or at all. Any failure to comply with applicable licensing or regulatory requirements may result in penalties, fines, suspension or revocation of licences, non-renewal of licences, restrictions on the Group's business activities, disruption to its operations, claims from customers and/or reputational damage.

If the Group is unable to obtain, maintain or renew the requisite licences or approvals, or if changes in applicable laws, regulations or licensing conditions materially increase its compliance costs or restrict its operations, the Group's Outsourced Services Business, financial condition, results of operations and prospects may be materially and adversely affected.

The Group is exposed to risks relating to compliance with employment, payroll and human resource regulations

The Group's human resource recruitment and payroll services may require it to process payroll, statutory contributions, employee records, employment-related documentation and other human resource matters for its customers in Malaysia and Singapore. Such services are subject to employment, labour, tax, social security, statutory contribution and other regulatory requirements, which may differ between Malaysia and Singapore and may be amended from time to time.

The Group may be required to ensure that payroll calculations, salary payments, deductions, statutory contributions, employee records and related filings or documentation are accurate and completed within the required timelines. Any errors, delays, omissions or non-compliance in the provision of such services may result in customer disputes, claims, penalties, regulatory scrutiny and/or reputational damage.

There can be no assurance that the Group's internal controls, systems and personnel will be sufficient to prevent all errors or breaches. If the Group fails to comply with applicable requirements or fails to provide accurate and timely services to its customers, its reputation, business, financial condition, results of operations, cash flows and prospects may be materially and adversely affected.

The Group handles confidential, personal and business-critical information and may be exposed to data protection, cybersecurity and confidentiality risks

In the course of providing outsourced services such as human resource recruitment and payroll services, the Group may collect, use, process, store or access confidential information, personal data, employee records, payroll information, customer business information, system credentials and other sensitive data. The Group is therefore exposed to risks relating to data protection, cybersecurity, unauthorised access, data loss, system misuse, phishing, malware, ransomware and other security incidents.

In Singapore, organisations are subject to data protection obligations under the Personal Data Protection Act 2012, including obligations relating to the collection, use, disclosure and protection of personal data. In Malaysia, the Personal Data Protection Act 2010 regulates the processing of personal data in commercial transactions.

Any breach of confidentiality, loss of personal data, cybersecurity incident or failure to comply with applicable data protection laws may result in regulatory investigations, financial penalties, contractual claims, loss of customer confidence and reputational harm. In particular, information technology support services may require the Group to access or manage customer systems, and any service failure or security breach may disrupt customers' operations.

There can be no assurance that the Group's cybersecurity measures, data protection policies, contractual safeguards and internal controls will be sufficient to prevent all data breaches or security incidents. If any such incident occurs, the Group's reputation, business, financial condition, results of operations, cash flows and prospects may be materially and adversely affected.

RISKS RELATING TO THE GROUP'S COMMODITY TRADING BUSINESS

The Group may not be able to identify and secure new contracts to grow or develop the Commodity Trading Business

The performance and success of the Commodity Trading Business depends on the Group's ability to identify profitable contracts and following such identification, to successfully implement and complete such contracts. This ability may be negatively affected by various factors, including, among others, changes to the general economic conditions in countries where the Group intends to operate its Commodity Trading Business. There is thus no guarantee that the Group will always be successful in identifying suitable contracts or completing such contracts profitably.

The success of the Group's trading activities in agricultural commodities and related goods depends in part on its ability to identify and take advantage of arbitrage opportunities

Many of the agricultural commodity markets are fragmented and periodically volatile. As a result, discrepancies generally arise in respect of the prices at which the agricultural commodities can be bought or sold in different forms, geographic locations or time periods, taking into account the numerous relevant pricing factors, including freight and product quality. These pricing discrepancies can present the Group with arbitrage opportunities whereby the Group is able to generate profit by sourcing, transporting, storing or otherwise processing the relevant agricultural commodities. The Group's profitability is, to some extent, dependent on its ability to identify and exploit such arbitrage opportunities. A lack of such opportunities, for example due to a prolonged period of pricing stability in a particular market, or an inability to take advantage of such opportunities when they present themselves, because of, for example, a shortage of liquidity or an inability to access required logistics assets or other operational constraints, could adversely impact the Group's business, financial condition, results of operations, cash flow and prospects.

The Group may be affected by climate change and adverse weather conditions which may disrupt the supply and delivery of agricultural products

The Group's Commodity Trading Business involves the sourcing, transportation and delivery of agricultural products. Agricultural production and the movement of agricultural goods are susceptible to adverse weather conditions and the effects of climate change, including increased frequency and intensity of extreme weather events such as heavy monsoon rains, flooding, landslides, typhoons, droughts and other natural disasters.

Such events may damage or destroy crops, reduce harvest yields, affect the quality or availability of agricultural products, disrupt plantation operations, and impede the movement of cargo from plantations or production areas to warehouses, processing facilities, trading ports or customers. In particular, intense rainfall, flooding or landslides may block roads and other transport routes, while typhoons, storms or rough sea conditions may delay vessel schedules, port operations and the shipment or delivery of goods.

Any such disruption may affect the Group's ability to source agricultural products, fulfil customer orders, meet contractual delivery timelines or maintain stable supply arrangements. The Group may also incur additional procurement, storage, logistics, insurance, financing or compliance costs, or may be required to seek alternative sources of supply or delivery routes on less favourable terms.

There can be no assurance that the Group will be able to effectively mitigate the impact of climate change or adverse weather events on its commodity trading business. If the Group is unable to source, transport or deliver agricultural products in a timely and cost-effective manner, its customer relationships, business, financial condition, results of operations and prospects may be materially and adversely affected.

The Commodity Trading Business is exposed to fluctuations in supply, demand and prices of agricultural commodities and related goods, as well as government policies, trade controls and climate-related disruptions

The production, supply, demand and trade flows of agricultural commodities and related goods are affected by various factors beyond the Group's control, including government policies and regulations, international trade conditions, weather conditions and climate change. Government policies affecting the agricultural industry, such as taxes, tariffs, duties, subsidies, energy policies, import and export restrictions, export bans, quotas, licensing requirements, customs controls and other regulatory or administrative measures, may influence industry profitability, the planting of certain crops, the allocation of agricultural resources, the location and size of crop production, the availability of unprocessed or processed commodity products for trade, and the volume and types of imports and exports.

In particular, governments of agricultural commodity exporting countries may impose or tighten export restrictions or other trade controls from time to time to protect domestic supply, stabilise local prices, safeguard food security, support local industries or address broader economic or political considerations. In addition, international trade disputes may limit or disrupt trade between countries or regions. If such measures are imposed or tightened, the Group may face difficulties or delays in sourcing, exporting or delivering agricultural commodities and related goods to its customers, or may incur higher procurement, logistics, financing and compliance costs.

Changes in current and expected supply and demand conditions may also affect the prices of agricultural commodities and related goods. Declines in the volumes of agricultural commodities and related goods produced, sourced, marketed or traded by the Group, as well as declines in the prices of such commodities and related goods, may reduce the average marketing unit margin achieved by the Group. Conversely, increases in commodity prices, procurement costs, logistics costs or financing costs may adversely affect the Group's margins if the Group is unable to pass such increased costs on to its customers.

There can be no assurance that the Group will be able to secure alternative sources of supply, alternative delivery routes or alternative customers on commercially acceptable terms, or at all, if any of the foregoing risks materialises. Any disruption to supply, increase in costs, delay in delivery, inability to fulfil customer orders, reduction in traded volumes or adverse movement in commodity prices may materially and adversely affect the Group's Commodity Trading Business, financial condition, results of operations, cash flows and prospects.

The Group is subject to various government regulations in the Commodity Trading Business

The Commodity Trading Business is exposed to the risks posed by current and potential future regulations and legislation that apply to the country or industry in which the Group or its business partners operate and the countries or industries its clients operate. The Commodity Trading Business may require certain statutory and regulatory licences, permits, consents and approvals to operate. These licences, permits, consents and approvals may be granted for fixed periods of time and may need to be renewed after expiry from time to time. The Group may not be able to apply for and obtain the relevant licences, permits, consents and approvals required or otherwise within the statutory time limits, and there can be no assurance that the relevant authorities will issue any such licences, permits, consents or approvals in time or at all. Failure by the Group to renew, maintain or obtain the required licences, permits, consents or approvals, or cancellation, suspension or revocation of any of its licences, permits, consents or approvals may result in the Group being unable to undertake the relevant segment of the Commodity Trading Business and/or in the interruption of its operations and may have a material adverse effect on its business, financial condition, results of operations, cash flow and prospects.

The Group must also comply with the applicable laws and regulations in the Commodity Trading Business, failing which the Group may be subject to penalties, or have its licences, permits, consents or approvals revoked which may have a material and adverse impact on the Group's business, financial condition, results of operations, cash flow and prospects. Further, any changes in applicable laws and regulations could result in higher compliance costs and adversely affect the operations of the Group and the financial performance of the Group.

The Group is reliant on its key suppliers and key customers and agreements with such key suppliers and key customers may be terminated or may not be renewed

The Group is a party to various agreements with certain key suppliers for the supply of commodities for its trading business, who are an important source of agricultural commodities and/or related goods for the Group's trading activities and provide certainty of regular supply for the Group. The Group, in the course of the Commodity Trading Business, will continue to enter into sales agreements with its key customers, which will account for a significant proportion of the Group's overall sales volume and revenue from its trading business. Any termination of such supply agreements with key suppliers or sales agreements with key customers or failure to renew such agreements at the end of their respective terms could have a material adverse effect on the Group's business, financial condition, results of operations, cash flow and prospects.

Further, any disruptions in the supply of agricultural commodities and/or related goods by factors such as weather and other natural disasters, insolvency or business failure of its third-party suppliers, unexpected maintenance problems, damage to production sites, collapse of mines, labour disruptions and changes in laws and regulations could adversely affect the Group's margins. The Group's business, financial condition, results of operations, cash flow and prospects could be materially and adversely impacted if it is unable to continue to source the required volumes of agricultural commodities and/or related goods from its third-party suppliers on reasonable terms, without interruption, or at all.

The Group is exposed to counterparty risk in its trading activities pursuant to the Commodity Trading Business

The Group's trading activities in its Commodity Trading Business are also subject to the risk of non-performance by its suppliers and customers. For example:

(a) a significant rapid increase in prices of agricultural commodities and related goods could result in suppliers being unwilling to honour their contractual commitments to sell the agricultural commodities and related goods to the Group at pre-agreed prices;

(b) a significant rapid reduction in prices of agricultural commodities and related goods could result in customers being unwilling to honour their contractual commitments to purchase the agricultural commodities and related goods from the Group at pre-agreed prices; or

(c) customers may take delivery of the agricultural commodities and related goods from the Group and then find themselves unable to honour their payment obligations due to financial distress or any other reasons.

The Commodity Trading Business inherently involves liquidity risk and a failure to obtain funds could limit its ability to grow its business

Liquidity risk is the risk that the Group is unable to meet its payment obligations when due, or that it is unable, on an ongoing basis, to borrow funds in the market on an unsecured or secured basis at an acceptable price to fund actual or proposed commitments. A lack of liquidity may mean that the Group will not have funds available to maintain or increase its trading activities, meet margin requirements, grow the Commodity Trading Business as planned or take advantage of other opportunities that may arise in its trading activities.

The Group's trading activities may require employment of significant amounts of working capital to fund purchases of agricultural commodities for the Commodity Trading Business. Continued funding of and access to working capital is critical for the Group to maintain acceptable levels of trading activity and increase such levels in the future.

Prudent liquidity risk management for the Commodity Trading Business requires the Group to maintain sufficient cash and cash equivalents and to have ready sources of committed funding available to meet anticipated and unanticipated funding needs for its trade activities. While the Group will adjust its minimum internal liquidity targets in response to changes in market conditions, its liquidity may be impaired due to circumstances it is unable to control, such as general market disruptions, fluctuations or an operational problem that affect its suppliers or customers or the Group itself.

The Group's trading activities of the Commodity Trading Business may require access to freight, storage, infrastructure and logistics support and the Group is exposed to risks of increases in external costs

The Group may require additional support from third-party service providers to provide freight, storage, infrastructure and logistics support for its agricultural commodities and related goods trading activities. Any inability to engage third-party service providers or any material increase in the prices of the relevant support services provided by third-party service providers could materially and adversely affect the Group's business, financial condition, results of operations, cash flow and prospects.

RISKS ASSOCIATED WITH THE RIGHTS ISSUE, THE RIGHTS SHARES AND THE SHARES

Investments in securities quoted on Catalist involve a higher degree of risk and can be less liquid than shares quoted on the Main Board of the SGX-ST

The Shares are listed for quotation on the Catalist, a listing platform designed primarily for fast-growing and emerging or smaller companies to which a higher investment risk tends to be attached, as compared to larger or more established companies. In particular, companies may list on the Catalist without a track record of profitability and therefore, an investment in shares quoted on the Catalist may carry a higher risk than an investment in shares quoted on the Main Board of the SGX-ST.

There is no assurance that the Shares will remain listed on the Catalist or that there will be a liquid market for the Shares

There is no assurance that the liquidity of the Shares or the volume of the Shares as traded on the Catalist will not change or decline after the Rights Issue. For example, if minority Shareholders of the Company do not subscribe to the Rights Issue, the free float of the Company will decrease and the liquidity of the Shares may decline as a result. Shareholders should note that the Shares trade in board lots of 100 Shares. Following the Rights Issue, Shareholders who hold odd lots and who wish to trade in odd lots on the Catalist should note that there is no assurance that they will be able to acquire such number of Rights Shares to make up one (1) board lot or to dispose of their odd lots (whether in part or whole) on the Catalist.

Further, Entitled Shareholders who hold odd lots may experience difficulty and/or have to bear disproportionate transaction costs in disposing of odd lots of their Rights Shares.

Future issues or sales of Shares could result in dilution in the value of Shares or adversely affect the Share price

The Group may need to raise additional funds in the future to finance the expansion of its existing operations, new developments and/or future investments. If such funds are raised through the issuance by the Company of new Shares, convertible instruments or other securities convertible into Shares, other than on a pro-rata basis to existing Shareholders, the percentage ownership interests of existing Shareholders may be reduced and existing Shareholders may experience dilution in the value of their Shares.

In addition, any future issue or sale of Shares may exert downward pressure on the Share price. The sale of a significant number of Shares on the SGX-ST after the Rights Issue, or the perception that such sales may occur, could materially and adversely affect the market price of the Shares and the Company's ability to undertake future equity fund-raising.

The trading price of the Shares may fluctuate and may be volatile

There is no assurance that the market price of the Shares will not fluctuate significantly and rapidly as a result of certain factors, some of which are beyond the Company's control. The global financial markets have experienced significant price and volume fluctuations and market prices of shares may continue to be volatile. Volatility in the price of the Shares may be caused by factors outside the Group's control and may be unrelated or disproportionate to the Group's operating results. Examples of such factors include, among others:

(a) variations in the Group's operating results;

(b) changes in financial estimates and recommendations by securities analysts;

(c) success or failure of the Group's management team in implementing business and growth strategies;

(d) the gain or loss of an important business relationship or contract;

(e) the operating and stock price performance of other companies in a similar industry;

(f) developments affecting the Group, its customers or competitors;

(g) fluctuations in general stock market prices and trading volume;

(h) changes or uncertainty in the political, economic and regulatory environment in the markets that the Group operates;

(i) changes in accounting policies;

(j) general economic, stock and credit market conditions; and

(k) other events or factors described in this Offer Information Statement.

This volatility may adversely affect the price of the Shares, including the Rights Shares, regardless of the Group's operating performance. In addition, any of these events could result in a decline in the price of the Shares during and after the completion of the Rights Issue. For these reasons, among others, the Shares may trade at prices that are higher or lower than the net asset value per Share. Furthermore, to the extent that the Group retains operating cash flow for investment purposes, working capital reserves or other purposes, these retained funds, while increasing the value of the Group's underlying assets, may not correspondingly increase the market price of the Shares. Any failure on the Group's part to meet market expectations with regard to future earnings and cash distributions may adversely affect the market price for the Shares. The Shares are not capital-safe products and, if the market price of the Shares declines, there is no guarantee that Shareholders can regain the amount originally invested. If the Company is terminated or liquidated, it is possible that investors may lose all or a part of their investment in the Shares. In addition, the SGX-ST and other securities markets have from time-to-time experienced significant price and volume fluctuations that are not related to the operating performance of any particular company. These fluctuations may also materially and adversely affect the market price of the Shares.

A fall in the price of the Shares could have a material adverse impact on the value of the "nil-paid" Rights and the Rights Shares. The Company cannot assure investors that they will be able to sell the Rights Shares at a price equal to or greater than the Issue Price. Accordingly, investors who are existing Shareholders or have acquired "nil-paid" Rights in the secondary market and/or subscribed to the Rights Shares, whether existing Shareholders or not, may suffer a loss.

Shareholders who do not or are not able to accept their "nil-paid" Rights will experience a dilution in their interest in the Group

Shareholders who do not, or are not able to, accept their "nil-paid" Rights, will have their proportionate interests in the Company reduced upon the issue of the Rights Shares. They may also experience a dilution in the value of their Shares. Even if a Shareholder sells its/his/her "nil-paid" Rights, or such "nil-paid" Rights are sold on its/his/her behalf, the consideration it/he/she receives may not be sufficient to compensate it/him/her fully for the dilution of its/his/her interest in the Company as a result of the Rights Issue.

An active trading market may not develop for the "nil-paid" Rights and, if a market does develop, the "nil-paid" Rights may be subject to greater price volatility than the Shares

A trading period for the "nil-paid" Rights has been set from 15 June 2026 at 9.00 a.m. to 23 June 2026 at 5.00 p.m.. There is no assurance that an active trading market for the "nil-paid" Rights on Catalist will develop during the "nil-paid" Rights trading period or that any over-the-counter trading market in the "nil-paid" Rights will develop. Even if an active market develops, the trading price of the "nil-paid" Rights, which depends on the trading price of the Shares, may be volatile. In addition, in certain jurisdictions, Shareholders are not allowed to participate in the Rights Issue. The "nil-paid" Rights relating to the Shares held by such ineligible Shareholders may be sold by the Company, which could make the market price of the "nil-paid" Rights fall.

The liquidity of the Shares may not change or improve

Active and liquid trading of securities generally results in lower volatilities in price and more efficient execution of buy and sell orders for investors. Generally, the liquidity of the market for a particular share is dependent on, among others, the size of the free float, the price of each board lot, institutional interest, the business prospects of the Group as well as the prevailing market sentiment. There is no assurance that the liquidity of the Shares or the volume of the Shares as traded on Catalist will change or improve after the Rights Issue.

The Company may not be able to pay dividends in the future

The Company's ability to declare dividends to Shareholders will depend on, among others, the future financial performance and distributable reserves of the Group. The Company's future financial performance and distributable reserves depend on several factors such as the successful implementation of the Group's strategies, general economic conditions, and demand for the Group's services. Many of these factors may be beyond the control of the Group. Accordingly, there is no assurance that the Company will be able to pay dividends to Shareholders after the completion of the Rights Issue. In the event that any entity in the Group enters into any loan agreements in the future, covenants thereunder may also limit when and how much dividends the Company can declare and pay.

PART 2: IDENTITY OF DIRECTORS, ADVISERS AND AGENTS

Directors

1. Provide the names and addresses of each of the directors or equivalent persons of the Company.

Name of Director	Designation	Address
Yong Thiam Fook (Alan)	Non-Independent Non-Executive Chairman	c/o 380 Jalan Besar, #07-10 ARC 380, Singapore 209000
Tan Lee Seng	Executive Director	c/o 380 Jalan Besar, #07-10 ARC 380, Singapore 209000
Ng Lee Eng (Gillian)	Lead Independent Director	c/o 380 Jalan Besar, #07-10 ARC 380, Singapore 209000
Wang Xiaolan	Independent Director	c/o 380 Jalan Besar, #07-10 ARC 380, Singapore 209000

Advisers

2. Provide the names and addresses of –

(a) the issue manager to the offer, if any;

(b) the underwriter to the offer, if any; and

(c) the legal adviser for or in relation to the offer, if any.

Issue Manager	:	None.
Underwriter	:	None. The Rights Issue is not underwritten.
Legal Adviser to the Company as to Singapore Law in relation to the Rights Issue	:	Morgan Lewis Stamford LLC 10 Collyer Quay #27-00 Ocean Financial Centre Singapore 049315

Registrars and Agents

3. Provide the names and addresses of the relevant entity's registrars, transfer agents and receiving bankers for the securities or securities-based derivatives contracts being offered, where applicable.

	Name	**Address**
Share Registrar:	Boardroom Corporate & Advisory Services Pte. Ltd.	1 Harbourfront Avenue #14-07 Keppel Bay Tower Singapore 098632
Transfer Agent:	Not applicable	Not applicable
Receiving Banker:	The Hong Kong and Shanghai Banking Corporation Limited	10 Marina Boulevard #47-01 Marina Bay Financial Centre Tower 2 Singapore 018983

PART 3: OFFER STATISTICS AND TIMETABLE

Offer Statistics

1. For each method of offer, state the number of the securities or securities-based derivatives contracts being offered.

Method of Offer	:	Renounceable non-underwritten rights issue of Rights Shares
Basis of allotment	:	One (1) Rights Share for every two (2) existing Shares held by Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded
Rights Issue	:	Based on the Existing Share Capital, up to 189,051,006 Rights Shares will be issued under the Rights Issue

Method and Timetable

2. Provide the information referred to in paragraphs 3 to 7 of this Part to the extent applicable to –

(a) the offer procedure; and

(b) where there is more than one group of targeted potential investors and the offer procedure is different for each group, the offer procedure for each group of targeted potential investors.

Please see paragraphs 3 to 7 of this Part 3 below.

3. State the time at, date on, and period during which the offer will be kept open, and the name and address of the person to whom the purchase or subscription applications are to be submitted. If the exact time, date or period is not known on the date of lodgement of the offer information statement, describe the arrangements for announcing the definitive time, date or period. State the circumstances under which the offer period may be extended or shortened, and the duration by which the period may be extended or shortened. Describe the manner in which any extension or early closure of the offer period shall be made public.

Details of the offer procedure for the Rights Issue are set out below:

Offer Period	:	Please refer to the section titled "**Expected Timetable of Key Events**" in this Offer Information Statement
Basis of Provisional Allotment	:	One (1) Rights Share for every two (2) existing Shares held by Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded
Name and address of person to whom purchase or subscription applications are to be submitted	:	The procedures for, and the terms and conditions applicable to, acceptances, renunciation and/or sales of provisional allotments of the Rights Shares, and for the applications for Excess Rights Shares, including the modes of acceptance or application and payment, are contained in Appendices A, B and C to this Offer Information Statement and in the PAL, the ARE and the ARS

Details of the offer procedure for the Rights Issue are set out below:

Circumstances under which the offer period may be modified	:	As at the Latest Practicable Date, the Company does not expect the timetable under the section titled "**Expected Timetable of Key Events**" of this Offer Information Statement to be modified. However, the Company may, with the approval of the Sponsor, the SGX-ST and/or CDP, modify the timetable subject to any limitations under any applicable laws, rules or regulations. In that event, the Company will publicly announce the changes to the timetable through a SGXNET announcement to be posted on the Internet at the SGX-ST's website http://www.sgx.com.

4. State the method and time limit for paying up for the securities or securities-based derivatives contracts and, where payment is to be partial, the manner in which, and dates on which, amounts due are to be paid.

The Rights Shares and, if applicable, the Excess Rights Shares will be payable in full upon acceptance and/or application. Details of the methods of payment for the Rights Shares and the Excess Rights Shares, are contained in Appendices A, B and C to this Offer Information Statement and the PAL, the ARE and the ARS.

Please also refer to the section titled "**Expected Timetable of Key Events**" for the last time and date for payment for the Rights Shares and, if applicable, the Excess Rights Shares.

5. State, where applicable, the methods of and time limits for –

(a) the delivery of the documents evidencing title to the securities or securities- based derivatives contracts being offered (including temporary documents of title, if applicable) to subscriber or purchasers; and

(b) the book-entry transfers of the securities or securities-based derivatives contracts being offered in favour of subscriber or purchaser.

The Rights Shares will be provisionally allotted to the Entitled Shareholders on or about 12 June 2026 by crediting the provisional allotments into the Securities Accounts of the respective Entitled Depositors or through the despatch of the relevant PALs to the Entitled Scripholders, based on their respective shareholdings in the Company as at the Record Date.

In the case of Entitled Scripholders and their renouncees with valid acceptances for Rights Shares and/or, if applicable, successful applications for Excess Rights Shares and who have, among others, failed to furnish or furnished incorrect or invalid Securities Account numbers in the relevant form comprised in the PAL, share certificate(s) representing such number of Rights Shares will be sent to such Entitled Scripholders by registered post, at their own risk, to their mailing addresses in Singapore as maintained with the Share Registrar within ten (10) Market Days after the Closing Date.

In the case of Entitled Depositors and Entitled Scripholders and their renouncees (who have furnished valid Securities Account numbers in the relevant form comprised in the PAL) with valid acceptances for Rights Shares and/or, if applicable, successful applications for Excess Rights Shares, share certificates representing such number of Rights Shares will be sent to CDP within ten (10) Market Days after the Closing Date and CDP will thereafter credit such number of Rights Shares to their relevant Securities Accounts. CDP will then send a notification letter to the relevant subscribers stating the number of Rights Shares credited to their Securities Accounts.

Please refer to Appendices A, B and C to this Offer Information Statement and the PAL, the ARE and the ARS for further details.

6. In the case of any pre-emptive rights to subscribe for or purchase the securities or securities-based derivatives being offered, state the procedure for the exercise of any right of pre-emption, the negotiability of such rights and the treatment of such rights which are not exercised.

Not applicable. None of the Shareholders has pre-emptive rights to subscribe for the Rights Shares.

7. Provide a full description of the manner in which results of the allotment or allocation of the securities or securities-based derivatives contracts are to be made public and, where appropriate, the manner for refunding excess amounts paid by applicants (including whether interest will be paid).

<u>Results of the Rights Issue</u>

As soon as practicable after the Closing Date, the Company will announce the results of the Rights Issue through a SGXNET announcement which will be posted at the SGX-ST website <u>http://www.sgx.com.</u>

<u>Manner of Refund</u>

In the case of any acceptance of Rights Shares and (if applicable) application for Excess Rights Shares which is invalid or unsuccessful, or if an Entitled Shareholder applies for Excess Rights Shares but no Excess Rights Shares are allotted to that Entitled Shareholder, or if the number of Rights Shares or Excess Rights Shares (as the case may be) allotted to that Shareholder is less than the number applied for, the amount paid on application, or the surplus application monies, as the case may be, will be refunded to the relevant Shareholder, Purchaser or their renouncee by the Company (in the case of Entitled Scripholders) or by CDP on behalf of the Company (in the case of Entitled Depositors and Purchasers) without interest or any share of revenue or other benefit arising therefrom by any one or a combination of the following:

(a) in respect of Entitled Depositors, (i) by crediting its/his/her designated bank account via CDP's Direct Crediting Service at its/his/her own risk if it/he/she accepts and (if applicable) applies through CDP; in the event that it/he/she is not subscribed to CDP's Direct Crediting Service, any monies to be paid shall be credited to its/his/her Cash Ledger and subject to the same terms and conditions as Cash Distributions under CDP's "**Terms and Conditions for Operation of Securities Account with CDP**" (Cash Ledger and Cash Distributions are as defined therein); and/or (ii) where the acceptance and/or application had been made through Electronic Applications through an ATM of the Participating Bank or an Accepted Electronic Service, by crediting the relevant Shareholder's bank account with the Participating Bank at the Shareholder's own risk, within three (3) Business Days after the commencement of trading of the Rights Shares the receipt by such bank being a good discharge to the Company and CDP of their obligations, if any, thereunder; and/or

(b) in respect of Entitled Scripholders, where the acceptance and/or application had been made through the Share Registrar, by means of a crossed cheque in Singapore dollar drawn on a bank in Singapore and sent by ordinary post and at their own risk to their mailing addresses in Singapore as maintained with the Share Registrar, within 14 days after the Closing Date.

Please refer to Appendices A, B and C to this Offer Information Statement and in the PAL, the ARE and the ARS for details of refunding excess amounts paid by applicants.

PART 4: KEY INFORMATION

Use of Proceeds from Offer and Expenses Incurred

1. In the same section, provide the information set out in paragraphs 2 to 7 of this Part.

Please see paragraphs 2 to 7 of this Part 4 below.

2. Disclose the estimated amount of the proceeds from the offer (net of the estimated amount of expenses incurred in connection with the offer) (referred to in this paragraph and paragraph 3 of this Part as the net proceeds). Where only a part of the net proceeds will go to the relevant entity, indicate the amount of the net proceeds that will be raised by the relevant entity. If none of the proceeds will go to the relevant entity, provide a statement of that fact.

Based on the Existing Share Capital, the gross proceeds arising from the Rights Issue are S$3.78 million under the Maximum Subscription Scenario and S$2.14 million under the Minimum Subscription Scenario.

The estimated expenses of the Rights Issue are expected to be S$0.22 million.

Following the above, the estimated net proceeds (the "**Net Proceeds**") after deducting estimated expenses of S$0.22 million and before the Shareholder Loan Set-off are expected to be:

(a) in the Maximum Subscription Scenario, S$3.56 million; and

(b) in the Minimum Subscription Scenario, S$1.92 million.

All Net Proceeds from the Rights Issue will go to the Company for allocation to the principal intended uses set out in paragraph 3 of this Part 4 below. For the avoidance of doubt, the Company will not receive cash proceeds from Mr. Chua in respect of the subscription amount of S$947,695.64 payable by Mr. Chua for his Undertaken Rights Shares, as such amount will be satisfied by way of the Shareholder Loan Set-off. The Shareholder Loan Set-off will result in a corresponding reduction in the total debt owed to Mr. Chua by the Company of an aggregate outstanding amount of S$1,504,000 as at the Latest Practicable Date (the "**Total Debt**").

3. Disclose how the net proceeds raised by the relevant entity from the offer will be allocated to each principal intended use. If the anticipated proceeds will not be sufficient to fund all of the intended uses, disclose the order of priority of such uses, as well as the amount and sources of other funds needed. Disclose also how the proceeds will be used pending their eventual utilisation for the proposed uses. Where specific uses are not known for any portion of the proceeds, disclose the general uses for which the proceeds are proposed to be applied. Where the offer is not fully underwritten on a firm commitment basis, state the minimum amount which, in the reasonable opinion of the directors or equivalent persons of the relevant entity, must be raised by the offer of securities or securities-based derivatives contracts.

Based on the audited consolidated financial statements of the Company for the financial year ended 31 December 2025, the Group incurred a net loss of RM3.9 million and recorded net operating cash outflow of RM4.0 million. The Rights Issue will help to improve the Group's financial position by strengthening the Group's balance sheet and capital base. A stronger financial position afforded by the Net Proceeds from the Rights Issue will provide the Group with financial flexibility for its working capital needs (which includes administrative expenses, manpower costs, compliance costs, continuing listing expenses, professional fees and general overheads of the Group), as well as to meet existing obligations, including set-off or the repayment of matured borrowings from related and non-related parties. In addition, it will enhance the Group's ability and flexibility to formulate, strategise and execute its business plans, as well as to capitalise on and pursue any business development, strategic investments and/or acquisitions, and expansion opportunities in a timely manner as and when such opportunities arise. The Rights Issue will also provide Entitled Shareholders with an opportunity to participate in the growth of the Group and also to maintain their pro rata equity interests in the Company by accepting their pro rata entitlements to the Rights Issue, as well as applying for Excess Rights Shares at the Issue Price.

Lastly, the Shareholder Loan Set-off will enable the Company, upon completion of the Rights Issue, to reduce the Total Debt owing to Mr. Chua by S$947,695.64 without any cash outflow from the Company, thereby preserving the Group's cash resources for working capital and operational requirements while improving the Group's financial position through the reduction of indebtedness.

The Company intends to use the entire Net Proceeds under the Maximum Subscription Scenario and the Minimum Subscription Scenario in accordance with the proportions set out below:

	Minimum Subscription Scenario		**Maximum Subscription Scenario**	
Intended Use of Net Proceeds	**Approximate Allocation of the Net Proceeds (S$ '000)**	**Approximate Percentage Allocation of the Net Proceeds (%)**	**Approximate Allocation of the Net Proceeds (S$ '000)**	**Approximate Percentage Allocation of the Net Proceeds (%)**
Shareholder Loan Set-off	948	49.3	948	26.6
General working capital which includes, among others, administrative expenses, manpower costs, compliance costs, continuing listing expenses, professional fees and general overheads	401	20.9	2,040	57.3
Repayment of borrowings of the Company	323	16.8	323	9.1
Business development, strategic investments and/or acquisitions and expansion opportunities	250	13.0	250	7.0
Total	**1,922**	**100.0**	**3,561**	**100.0**

For the avoidance of doubt, the Company will not receive cash proceeds from Mr. Chua in respect of the subscription amount of S$947,695.64 payable by Mr. Chua for his Undertaken Rights Shares, as such amount will be satisfied by way of the Shareholder Loan Set-off. The Shareholder Loan Set-off will result in a corresponding reduction in the Total Debt owing by the Company to Mr. Chua.

Pursuant to Rule 704(30) and Rule 1204(22) of the Catalist Rules, the Company will make periodic announcements on the utilisation of the proceeds from the Rights Issue via SGXNET (http://www.sgx.com), as and when the funds from the Rights Issue are materially disbursed and whether such a use is in accordance with the stated use and in accordance with the percentage allocated in the Offer Information Statement, and provide a status report in the Company's annual reports on the use of proceeds from the Rights Issue, and where there is any material deviation from the stated use of the proceeds from the Rights Issue, to announce the reasons for such deviation. Where the proceeds from the Rights Issue are used for general working capital purposes, the Company will disclose a breakdown with specific details on the use of the proceeds for working capital in the Company's announcement(s) and in the Company's annual reports.

Pending the deployment of the proceeds raised from the Rights Issue for the use(s) mentioned above, the proceeds may be placed as deposits with financial institutions, or invested in short-term money market or debt instruments, or for any other purposes on a short-term basis as the Directors may deem fit in the interests of the Group.

The Rights Issue will not be underwritten. In the reasonable opinion of the Directors, there is no minimum amount which must be raised from the Rights Issue. After taking into consideration the aforementioned, the Irrevocable Undertakings as disclosed in the section titled "**Irrevocable Undertakings**" of this Offer Information Statement, the costs of engaging an underwriter and having to pay commission in relation to the underwriting, the Directors have decided that it is not necessary nor cost-effective for the Rights Issue to be underwritten by a financial institution.

The Directors are of the opinion that, barring any unforeseen circumstances, after taking into consideration (a) the interest-free advance provided to the Company by Mr. Chua on 31 March 2026 of S$0.20 million (the "**Advance**"); (b) the letter of undertaking dated 30 March 2026 provided by Mr. Chua, to provide continuing financial support as and when required, to enable the Group to meet its financial obligations as and when they fall due so that the Group will continue on a going concern for at least 12 months from the end of the reporting date of 31 December 2025 (the "**Letter of Undertaking**"); and (c) the additional interest-free advance of S$0.28 million provided to the Company by Mr. Chua as announced by the Company on 20 May 2026 for ongoing operating expenses and corporate exercises (the "**Second Advance**"), the working capital available to the Group is sufficient to meet its present requirements for the next 12 months.

Notwithstanding the present sufficiency of working capital, the Directors are of the opinion that the Rights Issue shall be undertaken for the reasons disclosed above, including that it will help to improve the Group's financial position by strengthening the Group's balance sheet and capital base, and will also provide Shareholders with an opportunity to participate in the growth of the Group.

The Directors are of the opinion that, after taking into consideration (a) the Advance; (b) the Letter of Undertaking; (c) the Second Advance; and (d) the Net Proceeds, the working capital available to the Group is sufficient to meet its present requirements for the next 12 months.

For the reasons outlined above, the Directors believe the Rights Issue is in the interests of the Group.

The Directors confirm that the proceeds from the Rights Issue will be utilised in accordance with the purposes stated above.

4. For each dollar of the proceeds from the offer that will be raised by the relevant entity, state the estimated amount that will be allocated to each principal intended use and the estimated amount that will be used to pay for expenses incurred in connection with the offer.

Based on the intended use of Net Proceeds as set out in paragraphs 2 and 3 of this Part 4, for each dollar of gross proceeds raised from the Rights Issue, the estimated amount that will be allocated for each intended use and the estimated amount that will be used to pay for costs and expenses incurred in relation to the Rights Issue are as follows:

	Minimum Subscription Scenario		Maximum Subscription Scenario	
Intended Use of Proceeds	**Amount to be allocated (S$'000)**	**Per S$ of gross proceeds (rounded to the nearest 2 decimal places)**	**Amount to be allocated (S$'000)**	**Per S$ of gross proceeds (rounded to the nearest 2 decimal places)**
Estimated costs and expenses incurred in connection with the Rights Issue	220	0.10	220	0.06
Shareholder Loan Set-off	948	0.44	948	0.25
General working capital which includes, among others, administrative expenses, manpower costs, compliance costs, continuing listing expenses, professional fees and general overheads	401	0.19	2,040	0.54
Repayment of borrowings of the Company	323	0.15	323	0.08
Business development, strategic investments and/or acquisitions and expansion opportunities	250	0.12	250	0.07
Total gross proceeds	2,142	1.00	3,781	1.00

5. If any material part of the proceeds to be raised by the relevant entity will be used, directly or indirectly, to acquire or refinance the acquisition of an asset, business or entity, briefly describe the asset, business or entity and state its purchase price. Provide information on the status of the acquisition and the estimated completion date. Where funds have already been expended for the acquisition, state the amount that has been paid by the relevant entity, or, if the relevant entity is the holding company or holding entity of a group, the amount that has been paid by the relevant entity or any other entity in the group as at the latest practicable date. If the asset, business or entity has been or will be acquired from an interested person of the relevant entity, identify the interested person and state how the cost to the relevant entity is or will be determined and whether the acquisition is on an arm's length basis.

Not applicable.

As set out in paragraph 3 of this Part 4 above, the Company intends to utilise part of the Net Proceeds from the Rights Issue for (a) the Shareholder Loan Set-off; (b) general working capital requirements of the Group (which includes, among others, administrative expenses, manpower costs, compliance costs, continuing listing expenses, professional fees and general overheads of the Group); (c) the repayment of borrowings of the Company from non-related parties; and (d) business development, strategic investments and/or acquisitions and expansion opportunities.

As at the Latest Practicable Date, there is no definitive agreement for any strategic investments or the acquisition of any asset, business or entity and the Company has no intention of using the Net Proceeds from the Rights Issue to refinance the acquisition of an asset, business or entity other than in the ordinary course of business.

In the event that an opportunity arises for the Company to make any strategic investment or to acquire any asset, business or entity, the Company may, subject to where required by the Catalist Rules, the appropriate announcement(s) being made and/or approval of Shareholders being obtained, utilise part of the Net Proceeds to finance such acquisition.

6. If any material part of the proceeds to be raised by the relevant entity will be used to discharge, reduce or retire the indebtedness of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, of the group, describe the maturity of such indebtedness and, for indebtedness incurred within the past year, the uses to which the proceeds giving rise to such indebtedness were put.

As set out in paragraphs 2 and 3 of this Part 4 above, part of the Net Proceeds is intended to be used for reducing the Company's outstanding obligations, including Total Debt currently owing to Mr. Chua and borrowings from non-related parties, details of which are set out below:

Total Debt

As at the Latest Practicable Date, the Total Debt owed to Mr. Chua by the Company is an aggregate outstanding amount of S$1,504,000, pursuant to the following shareholder's loans:

(a) an outstanding amount of S$820,000 under a loan agreement dated 1 November 2024 between the Company and LHPL, which was assigned to Mr. Chua on 17 March 2026 (the "**Loan 1**")[2];

(b) an outstanding amount of S$204,000 under a loan agreement dated 12 November 2025 entered into between the Company and LHPL, which was assigned to Mr. Chua on 17 March 2026 (the "**Loan 2**")[3]; and

(c) an outstanding amount of S$480,000 under a loan agreement dated 18 May 2026 entered into between the Company and Mr. Chua (the "**Loan 3**")[4].

The proceeds from Loan 2 and Loan 3, both of which were incurred within the past year, were used for corporate exercises, with Loan 3 also utilised for statutory, payroll and administrative expenses and general working capital.

The subscription amount of S$947,695.64 payable by Mr. Chua for his Undertaken Rights Shares shall be set-off against the Total Debt in the following manner:

	Total Debt	Set-off Amount	Remaining outstanding Total Debt
Loan 1	S$820,000.00	S$820,000.00	Nil
Loan 2	S$204,000.00	S$127,695.64	S$76,304.36
Loan 3	S$480,000.00	Nil	S$480,000.00
Total	**S$1,504,000.00**	**S$947,695.64**	**S$556,304.36**

[2] Loan 1 is unsecured and non-interest bearing and pursuant to Mr. Chua's written confirmation, the maturity date of Loan 1 was extended to 26 September 2026 (or such a later date as may be agreed in writing by the parties).

[3] Pursuant to the terms of Loan 2, Loan 2 is unsecured and non-interest bearing and the maturity date of Loan 2 is 11 November 2026.

[4] Pursuant to the terms of Loan 3, Loan 3 is unsecured and non-interest bearing and the maturity date of Loan 3 is 17 May 2027.

Upon the Shareholder Loan Set-off taking effect:

(i) the set-off amounts disclosed in the table above shall be deemed discharged and extinguished;

(ii) the subscription amount of S$947,695.64 payable by Mr. Chua for his Undertaken Rights Shares shall be deemed fully satisfied and no cash payment shall be required from Mr. Chua in respect thereof; and

(iii) the balance of the Total Debt remaining outstanding after the Shareholder Loan Set-off, being S$556,304.36, shall continue to be owing by the Company to Mr. Chua in accordance with the terms governing such Total Debt.

<u>Borrowings from Non-related Parties</u>

In addition, approximately S$323,000 of the Net Proceeds will be used to repay all of the outstanding amounts due under borrowings from non-related parties. Such borrowings from non-related parties comprise (1) loans of S$200,000 under convertible loan agreements dated 29 January 2021 (the conversion rights under which were terminated pursuant to letter agreements dated 7 November 2022), the maturity dates of which were extended to 31 October 2025 and which remain outstanding; and (2) a loan of S$100,000 extended to the Company under a loan agreement dated 1 March 2023, which is repayable within three (3) years from the date of drawdown. The S$323,000 of the Net Proceeds will be used to repay the total outstanding principal amounts of S$300,000 and interest amounts of approximately S$23,000.

For the avoidance of doubt, while these borrowings are outstanding as at the Latest Practicable Date, each lender of the relevant borrowings has provided written confirmation that, pending the completion of the Rights Issue, such lender shall (a) waive and refrain from declaring, asserting or enforcing any event of default under the relevant agreement; and (b) not accelerate, demand immediate repayment of, or otherwise enforce any rights or remedies in respect of the relevant agreement.

7. In the section containing the information mentioned in paragraphs 2 to 6 of this Part or in an adjoining section, disclose the amount of discount or commission agreed upon between the underwriters, or other placement or selling agents in relation to the offer, and the person making the offer. If it is not possible to state the amount of discount or commission, the method by which it is to be determined must be explained.

Not applicable. The Rights Issue is not underwritten and no underwriters, placement or selling agents have been appointed in relation to the Rights Issue.

Information on the Relevant Entity

8. Provide the following information –

(a) the address and telephone and facsimile numbers of the relevant entity's registered office and principal place of business (if different from those of its registered office), and the email address of the relevant entity or a representative of the relevant entity;

Registered Office	:	380 Jalan Besar #07-10 ARC 380 Singapore 209000
Principal Place of Business	:	100.03.015, Level 3 Block J 72A, Jalan Prof Diraja Ungku Aziz Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia
Telephone Number	:	+65 6027 8811 (Registered Office) +6013 257 2787 (Principal Place of Business)
Facsimile Number	:	Nil
Email Address	:	info@medi-lifestyle.com

(b) the nature of the operations and principal activities of the relevant entity or, if it is the holding company or holding entity of a group, of the group;

The Company is an investment holding company that operates through its subsidiaries, and as at the Latest Practicable Date, the Group is organised into three (3) operating business segments, namely:

(a) the Healthcare Business, which includes the provision of chiropractic and physiotherapy services and sale of cell-therapy products in Malaysia;

(b) the Outsourced Services Business, which is currently focused on specialised human resource recruitment solutions in Singapore; and

(c) the Commodity Trading Business, which includes trading of agricultural commodities, such as coffee and palm oil-based commodities, in Asia.

The Company was incorporated in Singapore on 26 July 2011 under the Companies Act as a private limited company under the name of "IEV Holdings Pte. Limited". On 7 October 2011, the Company was converted into a public company limited by shares and changed its name to "IEV Holdings Limited." The Company's previous core business was the provision of a range of integrated engineering solutions to support the offshore oil and gas industry predominantly in the Asia Pacific Region. In October 2019, the Company diversified into the Healthcare Business through its acquisition of Lady Paradise (M) Sdn. Bhd. (now known as HealthPro Life Sdn. Bhd.), which operates a postpartum centre in Malaysia providing pre- and post-natal care services and consultancy, including dietary programmes, confinement nannies, baby day care, traditional post-natal massage, pre- and post-natal classes and baby care products. The Healthcare Business covers healthcare, postpartum care and wellness services, including postpartum care, aesthetic and wellness services and pre- and post-natal physiotherapy, as part of the Group's strategy to broaden its revenue streams and expand into the healthcare, postpartum care and wellness space.

On 25 November 2020, the Company fully divested itself of its engineering business and on 26 November 2020, changed its name to "Medi Lifestyle Limited" to reflect the Company's primary focus on the Healthcare Business.

In October 2021, the Group expanded into the Outsourced Services Business through the acquisition of Impact BPO Services Pte. Ltd. and Impact BPO Sdn. Bhd., which became subsidiaries of the Group upon completion. The Outsourced Services Business complements the Group's Healthcare Business by addressing the demand for qualified and experienced manpower in the healthcare and wellness space in Singapore and Malaysia, while providing the Group with an additional revenue stream.

In April 2024, the Group sought, and obtained, Shareholders' approval for the diversification of the Group's business to include the Commodity Trading Business. Following Shareholders' approval for the diversification, the Group embarked on the trading of agricultural commodities through its wholly-owned subsidiary, Global Agriculture Product Pte. Ltd. (formerly known as HealthPro Pharma Pte. Ltd.), with its initial trades comprising palm oil derivatives and coffee beans from Indonesia.

Further information on the principal activities of the subsidiaries of the Company as at the Latest Practicable Date is set out as follows:

Name of company	Country of incorporation	Percentage of effective equity interest held by the Company (%)	Principal activities
Held by the Company			
HealthPro Group (S) Pte. Ltd.	Singapore	100	Investment holding company
HealthPro Group (M) Sdn. Bhd	Malaysia	100	Investment holding company
Held by HealthPro Group (S) Pte. Ltd.			
Global Agriculture Product Pte. Ltd.	Singapore	100	Trading of agricultural commodities
Impact BPO Services Pte. Ltd.	Singapore	100	Employment agencies
Held by HealthPro Group (M) Sdn. Bhd.			
Back to Life Sdn. Bhd.	Malaysia	100	Provision of chiropractic, physical therapy and alternative medicine services
HealthPro Marketing Sdn. Bhd.	Malaysia	100	Marketing and sale of healthcare related products

(c) the general development of the business from the beginning of the period comprising the 3 most recent completed financial years to the latest practicable date, indicating any material change in the affairs of the relevant entity or the group, as the case may be, since –

(i) the end of the most recent completed financial year for which financial statements of the relevant entity have been published; or

(ii) the end of any subsequent period covered by interim financial statements, if interim financial statements have been published;

The significant developments in the business of the Group in chronological order since 1 January 2023 to the Latest Practicable Date are set out below. The significant developments included in this section have been extracted from the related announcements released by the Company via SGXNET and the information presented herein is correct as at the date of the relevant announcement. Shareholders are advised to refer to the related announcements for further details.

General developments in FY2023

Distributor agreement with Malaysian Genomics Resource Centre Berhad

On 4 January 2023, the Company announced that its indirect wholly-owned subsidiary, HealthPro Marketing Sdn. Bhd. ("**HPM**"), had signed a distributor agreement with Malaysian Genomics Resource Centre Berhad for the Singapore and Cambodia markets, for the marketing, sales and distribution of its cell and cell-free products, including Mesenchymal Stem Cell-derived Exosomes. The distributor agreement was valid for an initial period of one (1) year and renewable on an annual basis. HPM was granted exclusivity for the sales and distribution of the products, subject to certain targets being met. The distributor agreement was not expected to have an impact on the consolidated net tangible assets and earnings per share of the Group for FY2023.

Registration of EXXO LABS CFU200 Wellness Intensive Serum with HSA

On 9 January 2023, the Company announced that HPM had received acknowledgement from the Singapore Health Sciences Authority in respect of its product notification submission for the EXXO LABS CFU200 Wellness Intensive Serum, under product notification number CCPN2235978, which was valid until 30 November 2023. The serum is a skin care product that is designed to encourage youthful and radiant skin. The Company also announced that the sale and marketing of the product would commence in January 2023 across Singapore.

Entry into non-redeemable convertible loan note agreement

On 17 February 2023, the Company announced that it had entered into a non-redeemable convertible loan note agreement with Ng Boon Leong in relation to the issue of a convertible loan note for a principal amount of S$100,000, convertible into a maximum of 11,111,111 new Shares at the minimum conversion price of S$0.009 per Share. Unless converted into new Shares at the election of the Company, the aggregate principal sum of the convertible loan including all accrued interest thereon was to be repaid in full in cash by the Company on the date falling two (2) years from the date of issuance of the convertible loan note.

The net proceeds from the convertible loan note, after deducting estimated expenses of approximately S$10,000, amounted to approximately S$90,000 and were to be used to strengthen the Group's financial position, improve cash flow and provide working capital for the Group's Healthcare Business. In view of the Healthcare Business' then loss-making position and the Group's difficulty in obtaining funding from traditional financial institutions, the convertible loan note provided the Group with additional funds to support its working capital needs and pursue healthcare and wellness opportunities requiring lower set-up costs and investments, while allowing the Company to conserve cash for its core business activities if the loan is converted into Shares.

Proposed issuance of convertible bonds and proposed share consolidation

On 15 March 2023, the Company announced that it had entered into a convertible bonds subscription agreement with 2 Aces Premier Equity Fund, pursuant to which the Company agreed to issue non-listed convertible bonds of an aggregate principal amount of up to S$30,000,000. In connection with the proposed issuance of convertible bonds, the Company also proposed to undertake a share consolidation of every 10 existing Shares into one (1) consolidated Share, as a condition precedent to be fulfilled prior to completion of the convertible bond issuance.

The net proceeds from the convertible bond issuance, after payment of administrative fees and other relevant expenses, were expected to range from approximately S$1,752,000 under the minimum subscription scenario to approximately S$28,072,000 under the maximum subscription scenario. Under the minimum subscription scenario, the net proceeds were intended to be used for general working capital, repayment of convertible loans, and the expansion of the Healthcare Business, including the renovation and refurbishment of chiropractic centres in Malaysia and Singapore. Under the maximum scenario, the net proceeds were intended to be used for repayment of convertible loans and borrowings, expansion of the Healthcare Business, including chiropractic centres in Singapore and Malaysia and postpartum centres in Malaysia, marketing and distribution of DNA profiling, health screening and cell therapy products and services, general working capital, and the development and/or acquisition of new businesses in the healthcare and wellness sector.

The proposed share consolidation was approved by way of ordinary resolution at the Company's extraordinary general meeting held on 28 April 2023, and on 1 May 2023, the Company announced that it had, on 29 April 2023, received the listing and quotation notice from the SGX-ST for, 59,701,669 consolidated shares pursuant to the proposed share consolidation announced on 15 March 2023, up to 1,500,000,000 conversion shares to be issued pursuant to the convertible bonds subscription agreement dated 15 March 2023, and up to 27,583,058 adjustment shares to be issued pursuant to adjustments made to the outstanding convertible securities as a result of the proposed share consolidation and proposed convertible bonds issuance.

The proposed share consolidation became effective from 9.00 a.m. on 11 May 2023, following which the issued and paid-up share capital of the Company comprised 59,721,669 consolidated Shares (including 20,000 consolidated treasury shares).

Material uncertainty related to going concern on the audited financial statements for FY2022

On 13 April 2023, the Company announced that its independent auditors, Mazars LLP, had included a Material Uncertainty Related to Going Concern section in their report on the audited financial statements of the Group and the Company for FY2022. The auditors' opinion was not modified in respect of this matter. As at 31 December 2022, the Group was in a capital deficiency position of RM8.7 million, its current liabilities exceeded its current assets by RM7.0 million, and it had incurred a net loss of RM4.3 million and net operating cash outflow of RM2.1 million for FY2022. The independent auditors had noted that these conditions indicate that a material uncertainty exists that may cast doubt on the Group's ability to continue as a going concern. Notwithstanding the above, the Board was of the view that it was appropriate for the audited financial statements of the Group for FY2022 to be prepared and presented on a going concern basis, having regard to, among others, potential additional corporate fund-raising, including private placements and debt instruments, and the proposed issuance of convertible bonds of up to S$30.0 million as announced on 15 March 2023, letters of undertakings from two (2) creditors not to demand repayment of approximately RM1.6 million until the Group's resources permit, the letter of financial support of up to S$5.0 million from a substantial shareholder, and the Group's estimated revenue from the Healthcare Business and Outsourced Services Business sectors for the next 15 months.

Conversion of convertible bonds into Shares

On 15 June 2023, 26 June 2023, 28 June 2023, 3 July 2023, 10 July 2023, 11 July 2023 and 4 August 2023, the Company announced the allotment and issuance of new Shares pursuant to the conversion of convertible bonds issued under the convertible bonds subscription agreement dated 15 March 2023. The relevant conversions comprised the allotment and issuance of 3,125,000, 8,163,265, 12,244,897, 12,244,897, 4,524,886, 4,629,629 and 10,000,000 new Shares, respectively, at issue prices ranging from S$0.020 to S$0.032 per Share. Following the aforementioned allotment and issuance of the new Shares, the total number of issued Shares (excluding 20,000 treasury shares) of the Company increased from 59,701,669 to 114,634,243 Shares.

Collaboration agreement between HPM and Shine Bioscience (M) Sdn. Bhd.

On 22 June 2023, the Company announced that HPM had entered into a collaboration agreement with Shine Bioscience (M) Sdn. Bhd. to promote cell-based therapy wellness tourism, including Human Umbilical-Cord Derived Mesenchymal Stem Cell (UC-MSCs) and Mesenchymal Stem Cell-derived Exosomes. The collaboration was intended to combine cell therapy with wellness tourism programmes targeted at Chinese tourists, and inviting them from China to Malaysia.

Appointment of Executive Director

On 30 June 2023, the Company announced the appointment of Dato' Alvin Joseph Nesakumar as Executive Director of the Company with effect from 1 July 2023.

Registration of Exo+ Serum with Malaysia's National Pharmaceutical Regulatory Agency

On 7 August 2023, the Company announced that its indirect wholly-owned subsidiary, HPM, had received acknowledgement from Malaysia's National Pharmaceutical Regulatory Agency for the marketing of the Group's in-house brand of high purity exosomes under the name "Exo+ Serum". The product notification number for Exo+ Serum is NOT230800471K, which is valid until 2 August 2025.

Strategic lab link collaboration agreement

On 15 August 2023, the Company announced that its indirect wholly-owned subsidiaries, HealthPro Pharma Pte. Ltd. and HPM, had entered into a strategic lab link collaboration agreement with FIOR Bioscience, LLC and Shine Bioscience, LLC. The collaboration was focused on research and development relating to stem cell therapy products, with a view to improving access to regenerative and preventive healthcare treatments in Asia. Under the collaboration, HealthPro Pharma Pte. Ltd. and HPM were responsible for carrying out localised efficacy trials, clinical data management and registration of stem cell products within Asia, while FIOR Bioscience, LLC and Shine Bioscience, LLC was responsible for providing clinical data, reports and protocols of the stem cell therapy products, to support and facilitate the trials carried out by HealthPro Pharma Pte. Ltd. and HPM.

Change of Registered Office

On 8 November 2023, the Company announced that its registered office would be changed to 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619 with effect from 14 November 2023.

Collaboration with a Malaysian government hospital on application of Exo+ Serum

On 9 November 2023, the Company announced that its indirect wholly-owned subsidiary, HPM, had commenced collaborations with Hospital Teluk Intan, a Malaysian government hospital in Perak, on the application of Exo+ Serum in the medical treatment of chronic wounds.

General developments in FY2024

Mutual termination of convertible bonds subscription agreement and transfer of outstanding bonds

On 19 February 2024, the Company announced that the Company, 2 Aces Premier Equity Fund (as the subscriber) and T2S Pte. Ltd. (as the bondholder) had entered into a deed of termination to mutually terminate the convertible bonds subscription agreement dated 15 March 2023 with effect from 19 February 2024. Pursuant to the deed of termination, the remaining convertible bonds which had not been issued under the subscription agreement were cancelled, and the rights and obligations of the parties under the subscription agreement were released, save that S$700,000 in principal amount of bonds which had already been issued remained outstanding and continued to be governed by the terms and conditions of the convertible bonds. The Company also announced that T2S Pte. Ltd. (as the bondholder) had transferred S$400,000 in principal amount of the outstanding bonds to LHPL and S$300,000 in principal amount of the outstanding bonds to NCY Energy Pte. Ltd..

Conversion of convertible bonds

On 20 February 2024 and 18 March 2024, the Company announced the allotment and issuance of new Shares pursuant to the conversion of convertible bonds issued under the convertible bonds subscription agreement dated 15 March 2023. The relevant conversions comprised the allotment and issuance of 20,000,000 and 15,000,000 new Shares respectively, at an issue price of S$0.020 per Share. Following the aforementioned allotment and issuance of the new Shares, the total number of issued Shares (excluding 20,000 treasury shares) of the Company increased from 114,634,243 to 149,634,243 Shares.

Changes to composition of the Board and Board Committees

On 26 February 2024, the Company announced the following changes to the Board, all of which took effect on 27 February 2024:

(a) the appointment of Mr. Herry Pudjianto as Executive Chairman and Chief Executive Officer of the Company;

(b) the appointment of Mr. Chew Wai Meng as Independent Non-Executive Director of the Company and member of the Audit, Risk, Nominating and Remuneration Committees;

(c) the resignation of Ms. Ng Yau Kuen Carmen as Independent Non-Executive Director of the Company and member of the Audit, Risk, Nominating and Remuneration Committees; and

(d) the resignation of Dato' Low Koon Poh as Executive Chairman and Chief Executive Officer of the Company and member of the Risk Committee.

Entry into loan agreement with Lingholm Holdings Pte. Ltd.

On 27 February 2024, the Company announced that it had entered into a loan agreement with LHPL, pursuant to which LHPL agreed to provide the Company with a non-interest bearing loan of S$1.3 million. The loan was repayable within 12 months from the disbursement date. Of the S$1.3 million principal amount, S$0.5 million was intended to be used for working capital, while S$0.8 million was intended to be used for the discharge of existing payables and financial obligations.

Resignation of Independent Non-Executive Director and appointment of Non-Independent Non-Executive Deputy Chairman

On 27 March 2024, the Company announced the resignation of Tan Sri Ahmad Bin Mohd Don as Independent Non-Executive Director of the Company, and member of the Audit, Risk, Remuneration and Nominating Committees, with effect from 31 March 2024. The Company also announced the appointment of Mr. Zhang Zhi as Non-Independent Non-Executive Deputy Chairman of the Company, and member of the Audit, Risk, Nominating and Remuneration Committees, with effect from 1 April 2024. The composition of the Board and Board Committees was reconstituted accordingly.

Material uncertainty related to going concern on the audited financial statements for FY2023

On 6 April 2024, the Company announced that its independent auditors, Mazars LLP, had included a Material Uncertainty Related to Going Concern section in their report on the audited financial statements of the Group and the Company for FY2023. The auditors' opinion was not modified in respect of this matter. Among others, as at 31 December 2023, the Group was in a capital deficiency position of RM9.2 million, its current liabilities exceeded its current assets by RM8.3 million, and it had incurred a net loss of RM7.2 million and net operating cash outflow of RM6.8 million for FY2023. The independent auditors had noted that these conditions indicate that a material uncertainty exists that may cast doubt on the Group's ability to continue as a going concern. Notwithstanding the above, the Board was of the view that it was appropriate for the audited financial statements of the Group for FY2023 to be prepared and presented on a going concern basis, having regard to, among others, the cash flow forecast prepared by management, including estimated earnings from the healthcare and the outsourced services sectors, the raising of S$1.3 million through a shareholder loan from LHPL, potential additional corporate fund-raising including shareholder financing support, and undertakings from shareholders to provide or defer repayment of financial support.

Retirement of Independent Non-Executive Director and cessation of Lead Independent Non-Executive Director

On 15 April 2024, the Company announced the retirement of Mr. Kesavan Nair as Independent Non-Executive Director and the cessation of Mr. Harry Ng Weng Sui as Lead Independent Non-Executive Director of the Company, in each case with effect from the conclusion of the annual general meeting held on 30 April 2024. Mr. Kesavan Nair also stepped down as Chairman of the Nominating and Remuneration Committees and member of the Audit and Risk Committees, while Mr. Harry Ng Weng Sui also stepped down as Chairman of the Audit and Risk Committees and member of the Nominating and Remuneration Committees.

Proposed diversification of the Group's business to include commodity trading

On 15 April 2024, the Company announced the proposed diversification of the Group's existing business to include the trading of agricultural commodities and related goods, with an initial focus on coffee beans, seaweed and frozen meat.

Shareholders' approval for the proposed diversification was obtained by way of ordinary resolution on 30 April 2024, at an extraordinary general meeting of the Company.

Appointment of Independent Non-Executive Director and Lead Independent Non-Executive Director

On 18 June 2024, the Company announced the appointment of Ms. Wang Xiaolan as Independent Non-Executive Director, Chairman of the Nominating and Remuneration Committees, and member of the Audit and Risk Committees.

On 25 June 2024, the Company announced the appointment of Ms. Ng Lee Eng (Gillian) as Lead Independent Non-Executive Director, Chairman of the Audit and Risk Committees, and member of the Nominating and Remuneration Committees.

The Board and Board Committees were reconstituted accordingly following the aforementioned appointments.

Change of joint Company Secretaries

On 26 June 2024, the Company announced the appointment of Ms. Lin Moi Heyang and Ms. Tang Pei Chan as Joint Company Secretaries in place of Ms. Kong Wei Fung and Ms. Cheok Hui Yee, with effect from 28 June 2024.

Resignation of Executive Director and Chief Commercial Officer

On 30 July 2024, the Company announced the resignation of Dato' Alvin Joseph Nesakumar as Executive Director and Chief Commercial Officer of the Company with effect from 31 July 2024. Dato' Alvin's duties and responsibilities were to be handed over to Mr. Herry Pudjianto, the Executive Chairman and Chief Executive Officer of the Company.

Update on profit guarantee in relation to the acquisition of HealthPro Life Sdn. Bhd.

On 2 October 2024, the Company announced updates in relation to the profit guarantee provided by the sellers in connection with the acquisition of HealthPro Life Sdn. Bhd. (formerly known as Lady Paradise (M) Sdn. Bhd.). The sellers had guaranteed that the cumulative audited EBITDA of HealthPro Life Sdn. Bhd. for the three financial years ended 31 December 2020, 31 December 2021 and 31 December 2022 would not be less than RM2.1 million. The Company announced that the profit guarantee had not been met, as the cumulative EBITDA for the profit target period was a loss of approximately RM2.711 million. The inability of HealthPro Life Sdn. Bhd. in meeting the profit target was due to, among others, the interruption of business activities during the Covid-19 pandemic and suspension of expansion plans for new postpartum centres due to unfavourable business and market conditions. There was also a shift in the strategic direction of the Group to focus on less capital-intensive businesses in view of the economic conditions. HealthPro Group (M) Sdn. Bhd. had issued a formal notification letter to the sellers demanding that they make good the shortfall. As at the date of the announcement, as the sellers had not been able to make good the shortfall pursuant to the notification letter, HealthPro Group (M) Sdn. Bhd. had exercised its power of attorney under a deed of security to sell 2,769,719 consideration shares on 27 September 2024, generating net proceeds of approximately S$34,250. The Group reserved its rights to seek legal recourse to recover any remaining shortfall.

Conversion of convertible loan note

On 1 November 2024, the Company announced the allotment and issuance of 12,406,199 new Shares at conversion prices ranging from S$0.0477 to S$0.0583 per Share, pursuant to the terms of the non-redeemable convertible loan notes entered into on 14 October 2022, 18 October 2022 and 31 October 2022. Following the allotment and issuance of the conversion shares, the total number of issued Shares (excluding 20,000 treasury shares) increased from 149,634,243 Shares to 162,040,442 Shares.

Entry into additional loan agreement with Lingholm Holdings Pte. Ltd.

On 4 November 2024, the Company announced that it had, on 1 November 2024, entered into an additional loan agreement with LHPL, pursuant to which LHPL agreed to provide the Company with a non-interest bearing loan of up to S$2.1 million. The loan was in addition to the non-interest bearing loan of S$1.3 million provided by LHPL pursuant to a loan agreement dated 27 February 2024. Of the S$2.1 million principal amount, S$1.51 million was to be used for working capital, while S$0.59 million was to be used for business development and investment. The loan was treated by the Group as an interested person transaction.

Proposed conversion of outstanding amounts owed by the Company to LHPL into new Shares

On 10 December 2024, the Company announced that it had entered into a conditional Debt Conversion Deed with LHPL in relation to the proposed conversion of outstanding amounts owed by the Company to Lingholm Holdings Pte. Ltd. into new Shares. The Proposed Debt Conversion involved the repayment of the Outstanding Debt of S$3,209,477.02 by way of conversion of the Outstanding Debt into 213,965,134 new Shares at the price of S$0.015 per Share, fractional entitlements to be disregarded, on the terms and subject to the conditions of the Debt Conversion Deed. The Proposed Debt Conversion was undertaken to reduce the Group's indebtedness and improve its financial position.

Resignation of Independent Non-Executive Director

On 31 December 2024, the Company announced the resignation of Mr. Chew Wai Meng as Independent Non-Executive Director of the Company and member of the Audit, Risk, Nominating and Remuneration Committees with effect from 14 January 2025.

General developments in FY2025

Conversion of convertible loan note

On 17 February 2025, the Company announced the allotment and issuance of 2,096,436 new Shares at the conversion price of S$0.0477 per Share, following the conversion of a convertible loan note with an aggregate principal amount of S$100,000 pursuant to the non-redeemable convertible loan note agreement dated 17 February 2023. Following the allotment and issuance of the conversion shares, the total number of issued Shares (excluding 20,000 treasury shares) increased from 162,040,442 Shares to 164,136,878 Shares.

Material uncertainty related to going concern on the audited financial statements for FY2024

On 29 March 2025, the Company announced that its independent auditors, Forvis Mazars LLP, had included a Material Uncertainty Related to Going Concern section in their report on the audited financial statements of the Group and the Company for FY2024. The auditors' opinion was not modified in respect of this matter. As at 31 December 2024, the Group was in a capital deficiency position of RM1.6 million, its current liabilities exceeded its current assets by RM1.4 million, and it had incurred a net loss of RM5.3 million and net operating cash outflow of RM6.5 million for FY2024. The independent auditors had noted that these conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. Notwithstanding the above, the Board was of the view that it was appropriate for the audited financial statements of the Group and the Company for FY2024 to be prepared and presented on a going concern basis, having regard to, among others, the cash flow forecast prepared by management, including estimated earnings from the Healthcare Business, Outsourced Services Business and the Commodity Trading Business, the interest-free shareholder loan from LHPL totalling S$2.1 million, the letter of undertaking from LHPL to provide financial support to the Group, the proposed debt conversion of approximately S$3.2 million owing by the Group to LHPL, and the conversion of non-redeemable convertible loan notes with an aggregate principal amount of S$0.1 million into new Shares as announced on 17 February 2025.

Change of Auditors

On 14 April 2025, the Company included an appendix to its annual report, addressed to Shareholders in relation to the proposed change of its auditors from Forvis Mazars LLP to CLA Global TS Public Accounting Corporation, to be tabled at the annual general meeting to be held on 29 April 2025. The proposed change of auditors was subject to Shareholders' approval and, if approved, CLA Global TS Public Accounting Corporation would be appointed as auditors of the Company from the financial year ending 31 December 2025. The Company stated that the proposed change was part of the Group's ongoing efforts to manage its overall costs and benefit from fresh perspectives of a new professional audit firm.

Shareholders' approval for the proposed change of auditors was obtained on 29 April 2025 by way of ordinary resolution at the annual general meeting held by the Company.

Change of Company Secretaries

On 9 July 2025, the Company announced the appointment of Ms. Cheok Hui Yee and Ms. Kong Wei Fung as Company Secretaries in place of Ms. Lin Moi Heyang and Ms. Tang Pei Chan, with effect from 17 July 2025.

Change of Registered Office

On 9 July 2025, the Company announced that its registered office address would be changed to 36 Robinson Road, #20-01 City House, Singapore 068877, with effect from 17 July 2025. The Company's telephone and facsimile numbers were also changed accordingly.

Receipt of whitewash waiver, Shareholders' approval and listing and quotation notice in relation to the Proposed Debt Conversion and completion of the Proposed Debt Conversion

On 13 October 2025, the Company announced that it had received a whitewash waiver from the Securities Industry Council in connection with the Proposed Debt Conversion, subject to the satisfaction of certain conditions.

On 28 November 2025, the Company issued a circular to Shareholders in relation to, among others, the Proposed Debt Conversion, the proposed transfer of controlling interest in the Company to LHPL, the proposed whitewash resolution and the proposed adoption of a new constitution, and Shareholders' approval for these resolutions were obtained on 22 December 2025 at an extraordinary general meeting held by the Company.

The listing and quotation notice for the Shares to be allotted and issued pursuant to the Proposed Debt Conversion was received on 8 December 2025, and the Proposed Debt Conversion was completed on 22 December 2025.

Entry into third loan agreement with Lingholm Holdings Pte. Ltd.

On 13 November 2025, the Company announced that it had, on 12 November 2025, entered into a loan agreement with LHPL, pursuant to which LHPL agreed to provide the Company with a non-interest bearing loan of up to S$204,000. The loan was repayable within 12 months from the date of disbursement, or such other time as may be mutually agreed, and was intended to be used for corporate exercises. The loan was in addition to the non-interest bearing loans of S$1.3 million and S$2.1 million provided by LHPL pursuant to the loan agreements dated 27 February 2024 and 1 November 2024, respectively.

General developments in 1Q2026

Notification by majority shareholder on sale of vendor shares

On 19 March 2026, the Company announced that it had been notified by LHPL, the controlling shareholder of the Company, that LHPL had entered into a vendor shares sale mandate with SAC Capital Private Limited to sell up to 236,769,564 Shares at a sale price of S$0.004 per Share. In connection therewith, LHPL had entered into a conditional sale and purchase agreement with Mr. Chua on 17 March 2026 for the sale of 94,769,564 Shares, representing approximately 25.06% of the issued Shares of the Company, for an aggregate consideration of S$379,078.26. Upon completion, Mr. Chua would become a controlling shareholder of the Company. For an aggregate consideration of S$1.0 million to be paid in tranches, LHPL had also agreed to assign and transfer to Mr. Chua the non-interest bearing amounts owing by the Company to LHPL of approximately S$1.3 million, comprising (a) RM3.433 million owing under the loan agreements dated 27 February 2024 and 1 November 2024 as at 31 December 2025, equivalent to approximately S$1.09 million; and (b) S$200,000 in annual general meeting and other expenses borne by LHPL on behalf of the Company.

Notification by majority shareholder on further sale of vendor shares

On 22 March 2026, the Company announced that it had been further notified by LHPL, the controlling shareholder of the Company, that LHPL had entered into eight (8) conditional sale and purchase agreements with eight (8) private investors on 20 March 2026 and 21 March 2026 for the sale of an aggregate of 142,000,000 Shares, representing approximately 37.56% of the total issued Shares of the Company, for an aggregate consideration of S$568,000. Immediately after completion of the sale to Mr. Chua and the further sale to the eight (8) private investors, LHPL would no longer hold any shareholding interest in the Company.

Completion of sale of vendor shares

On 30 March 2026, the Company announced that the sale of 94,769,564 Shares by LHPL to Mr. Chua and the further sale of an aggregate of 142,000,000 Shares by LHPL to eight (8) private investors had been completed between 27 March 2026 and 28 March 2026. Following completion, LHPL no longer held any shareholding interest in the Company, and Mr. Chua became a controlling shareholder of the Company. The Company also announced that Mr. Chua had provided the Letter of Undertaking dated 30 March 2026 for financial support to the Group.

Resignation of Non-Independent Non-Executive Deputy Chairman

On 30 March 2026, the Company announced the resignation of Mr. Zhang Zhi as Non-Independent Non-Executive Deputy Chairman of the Company and member of the Audit, Risk, Nominating and Remuneration Committees with effect from 30 March 2026.

Material changes between 1Q2026 and the Latest Practicable Date

Change of Company Secretary

On 1 April 2026, the Company announced the appointment of Ms. Shirley Tan Sey Liy as Company Secretary in place of Ms. Cheok Hui Yee and Ms. Kong Wei Fung, with effect from 1 April 2026.

Change of Registered Office

On 1 April 2026, the Company announced that its registered office address would be changed to 380 Jalan Besar, #07-10 ARC 380, Singapore 209000, with effect from 1 April 2026. The Company's telephone number was changed accordingly and there would no longer be a facsimile number.

Appointment of Non-Independent Non-Executive Chairman and Non-Independent Non-Executive Director

On 2 April 2026, the Company announced the appointments of (a) Mr. Yong Thiam Fook (Alan) as Non-Independent Non-Executive Chairman; and (b) Mr. Tan Lee Seng as Non-Independent Non-Executive Director of the Company, with effect from 2 April 2026. Mr. Yong was also appointed as a member of the Audit, Risk, Nominating and Remuneration Committees. The composition of the Board and Board Committees was reconstituted accordingly.

Material uncertainty related to going concern on the audited financial statements for FY2025

On 13 April 2026, the Company announced that its independent auditors, CLA Global TS Public Accounting Corporation, had included a Material Uncertainty Related to Going Concern section in their report on the audited financial statements of the Group and the Company for FY2025. The auditors' opinion was not modified in respect of this matter. Among others, as at 31 December 2025, the Group was in a capital deficiency position of RM5.5 million and had net current liabilities of RM5.5 million. The Group also incurred a net loss of RM3.9 million and recorded net operating cash outflows of RM4.0 million for FY2025. The independent auditors had noted that these conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's and the Company's ability to continue as going concerns. Notwithstanding the above, the Board was of the view that it was appropriate for the audited financial statements of the Group and the Company for FY2025 to be prepared and presented on a going concern basis, having regard to, among others, the cash flow forecast prepared by management, including estimated earnings from the Healthcare Business, the Outsourced Services Business and the Commodity Trading Business, the interest-free Advance of S$0.2 million from Mr. Chua, the Letter of Undertaking provided by Mr. Chua for financial support, the debt conversion of an aggregate amount of S$3.2 million owing by the Group to LHPL into new Shares in December 2025, and potential fund-raising efforts of up to approximately S$1.8 million which includes continued further support from Mr. Chua.

Rights Issue

On 11 May 2026, the Company announced the Rights Issue.

On 15 May 2026, the Company announced that the SGX-ST had, on 14 May 2026, granted its in-principle approval for the listing and quotation of up to 189,051,006 Rights Shares, subject to compliance with the SGX-ST's listing requirements.

On 29 May 2026, the Company released an announcement regarding notice of the Record Date, being 10 June 2026.

On 4 June 2026, the Company released an announcement regarding (a) the deed of set-off entered into between the Company and Mr. Chua on 4 June 2026, pursuant to which Mr. Chua's subscription amount for his Undertaken Rights Shares under his Irrevocable Undertaking will be set-off against an equivalent amount of the Total Debt owing by the Company to him; (b) the Irrevocable Undertakings provided by the Undertaking Shareholders; and (c) updates on the proposed use of proceeds from the Rights Issue.

Changes to composition of the Board

On 12 May 2026, the Company announced the following changes to the Board, both of which took effect on 13 May 2026:

(a) the re-designation of Mr. Herry Pudjianto from Executive Director and Chief Executive Officer to Chief Executive Officer of the Company; and

(b) the re-designation of Mr. Tan Lee Seng from Non-Independent Non-Executive Director to Executive Director of the Company.

Entry into Shareholder loans

On 20 May 2026, the Company announced that it had, on 18 May 2026, entered into a loan agreement with Mr. Chua, the Controlling Shareholder of the Company, pursuant to which Mr. Chua agreed to provide the Company with an aggregate non-interest bearing loan of up to S$480,000. The loan comprises an amount of S$200,000 previously advanced on 31 March 2026 and a balance sum of S$280,000 to be disbursed within three (3) business days from the date of the loan agreement. The loan is interest-free and repayable within 12 months from the date of disbursement, or such other time as may be mutually agreed. The proceeds are intended to be used for statutory, payroll and administrative expenses, general working capital and corporate exercises.

Save as disclosed in this Offer Information Statement and in public announcements released by the Company, there has been no material change to the affairs of the Group during the period from 1Q2026 to the Latest Practicable Date.

(d) the equity capital and the loan capital of the relevant entity as at the latest practicable date, showing –

(i) in the case of the equity capital, the issued capital; or

(ii) in the case of the loan capital, the total amount of the debentures issued and outstanding, together with the rate of interest payable thereon;

As at the Latest Practicable Date, the equity capital and loan capital of the Company are as follows:

Issued and paid-up capital	:	S$56,153,551.58 divided into 378,122,012 Shares (including 20,000 treasury shares)
Number of treasury shares	:	20,000 treasury shares
Loan capital	:	Not applicable.

(e) where –

(i) the relevant entity is a corporation, the number of shares of the relevant entity owned by each substantial shareholder as at the latest practicable date; or

(ii) the relevant entity is not a corporation, the amount of equity interests in the relevant entity owned by each substantial interest-holder as at the latest practicable date;

Interests in Shares

As at the Latest Practicable Date, the interests of the Substantial Shareholders of the Company, based on information recorded in the Register of Substantial Shareholders maintained by the Company are as follows:

	Direct Interest		Deemed Interest		Total Interest	
	Number of Shares	%(1)	Number of Shares	%(1)	Number of Shares	%(1)
Substantial Shareholders						
Pek Choon Heng	36,000,000	9.52	–	–	36,000,000	9.52
Ong Gim Loo	39,000,000	10.31	–	–	39,000,000	10.31
Tan Ong Huat	44,000,000	11.64	–	–	44,000,000	11.64
Chua Yi Hang	94,769,564	25.06	–	–	94,769,564	25.06

Note:

(1) The shareholding percentages are computed based on the Existing Share Capital of the Company as at the Latest Practicable Date, comprising 378,102,012 Shares (excluding 20,000 treasury shares).

Interests in Convertible Securities

As at the Latest Practicable Date, the Company does not have any convertible securities.

(f) any legal or arbitration proceedings, including those which are pending or known to be contemplated, which may have, or which have had in the 12 months immediately preceding the date of lodgement of the offer information statement, a material effect on the financial position or profitability of the relevant entity or, where the relevant entity is a holding company or holding entity of a group, of the group;

As at the Latest Practicable Date, the Directors are not aware of any legal or arbitration proceedings to which the Company or any of its subsidiaries is a party, including those which are pending or known to be contemplated, which may have or would have had in the 12 months prior to the date of lodgement of this Offer Information Statement, a material effect on the financial position or profitability of the Group.

(g) where any securities, securities-based derivatives contracts or equity interests of the relevant entity have been issued within the 12 months immediately preceding the latest practicable date –

(i) if the securities, securities-based derivatives contracts or equity interests have been issued for cash, state the prices at which the securities or securities-based derivatives contracts have been issued and the number of securities, securities- based derivatives contracts or equity interests issued at each price; or

(ii) if the securities, securities-based derivatives contracts or equity interests have been issued for services, state the nature and value of the services and give the name and address of the person who received the securities, securities-based derivatives contracts or equity interests; and

The Company has not issued any securities, securities-based derivatives contracts or equity interests for cash or for services within the 12 months immediately preceding the Latest Practicable Date.

However, for the avoidance of doubt, the Company had, on 9 December 2024, entered into the Debt Conversion Deed with LHPL in connection with the proposed repayment of the Outstanding Debt by way of the Proposed Debt Conversion of the Outstanding Debt into 213,965,134 new Shares at the price of S$0.015 per Share, fractional entitlements to be disregarded, on the terms and subject to the conditions of the Debt Conversion Deed. The Proposed Debt Conversion was undertaken to reduce the Group's indebtedness and improve its financial position, and was completed on 22 December 2025. No cash proceeds were raised from the Proposed Debt Conversion, as it involved the issuance of Shares in satisfaction of the Outstanding Debt.

(h) A summary of each material contract, other than a contract entered into in the ordinary course of business, to which the relevant entity or, if the relevant entity is the holding company or holding entity of a group, any member of the group is a party, for the period of 2 years immediately preceding the date of lodgement of the offer information statement, including the parties to the contract, the date and general nature of the contract, and the amount of any consideration passing to or from the relevant entity or any other member of the group, as the case may be.

As at the Latest Practicable Date, save as disclosed below and in paragraph 8(c) of the section titled "**Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 – Part 4 – Key Information**" of this Offer Information Statement, neither the Company nor any of its subsidiaries has entered into any material contract (not being a contract entered into in the ordinary course of business) during the period of two (2) years immediately preceding the date of lodgement of this Offer Information Statement:

(a) The Company had, on 1 November 2024, entered into an additional loan agreement with LHPL, pursuant to which LHPL agreed to provide the Company with a non-interest bearing loan of up to S$2.1 million. Of the S$2.1 million principal amount, S$1.51 million was to be used for working capital, while S$0.59 million was to be used for business development and investment. Please refer to paragraph 8(c) of the section titled "**Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 – Part 4 – Key Information**" of this Offer Information Statement for further details.

(b) In connection with the Proposed Debt Conversion, the Company had entered into the Debt Conversion Deed with LHPL, pursuant to which LHPL had agreed to the repayment of the Outstanding Debt by way of conversion into 213,965,134 new Shares at the conversion price of S$0.015 per Share, fractional entitlements to be disregarded. Please refer to paragraph 8(c) of the section titled "**Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 – Part 4 – Key Information**" of this Offer Information Statement for further details.

(c) On 13 November 2025, the Company announced that it had, on 12 November 2025, entered into a loan agreement with LHPL, pursuant to which LHPL agreed to provide the Company with a non-interest bearing loan of up to S$204,000. The loan was repayable within 12 months from the date of disbursement, or such other time as may be mutually agreed, and was intended to be used for corporate exercises. Please refer to paragraph 8(c) of the section titled "**Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 – Part 4 – Key Information**" of this Offer Information Statement for further details.

(d) On 20 May 2026, the Company announced that it had, on 18 May 2026, entered into a loan agreement with Mr. Chua, the Controlling Shareholder of the Company, pursuant to which Mr. Chua agreed to provide the Company with an aggregate non-interest bearing loan of up to S$480,000. The loan comprises an amount of S$200,000 previously advanced on 31 March 2026 and a balance sum of S$280,000 to be disbursed within three (3) business days from the date of the loan agreement. The loan is interest-free and repayable within 12 months from the date of disbursement, or such other time as may be mutually agreed. The proceeds are intended to be used for statutory, payroll and administrative expenses, general working capital and corporate exercises. Please refer to paragraph 8(c) of the section titled "**Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 – Part 4 – Key Information**" of this Offer Information Statement for further details.

(e) On 4 June 2026, the Company entered into the deed of set-off with Mr. Chua, pursuant to which Mr. Chua's subscription amount for his Undertaken Rights Shares under his Irrevocable Undertaking will be set-off against an equivalent amount of the Total Debt owing by the Company to him. Please refer to paragraph 8(c) of the section titled "**Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 – Part 4 – Key Information**" of this Offer Information Statement for further details.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

PART 5: OPERATING AND FINANCIAL REVIEW AND PROSPECTS

Operating Results

1. Provide selected data from –

(a) the audited income statement of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, the audited consolidated income statement of the relevant entity or the audited combined income statement of the group, for each financial year (being one of the 3 most recent completed financial years) for which that statement has been published; and

(b) any interim income statement of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, any interim consolidated income statement of the relevant entity or interim combined income statement of the group, for any subsequent period for which that statement has been published.

2. The data referred to in paragraph 1 of this Part shall include the line items in the audited income statement, audited consolidated income statement, audited combined income statement, interim income statement, interim consolidated income statement or interim combined income statement, as the case may be, and shall in addition include the following items –

(a) dividends declared per share in both the currency of the financial statements and the Singapore currency, including the formula used for any adjustment to dividends declared;

(b) earnings or loss per share; and

(c) earnings or loss per share, after any adjustment to reflect the sale of new securities or securities-based derivatives contracts.

The consolidated income statements of the Group for FY2023, FY2024, FY2025, 1Q2025 and 1Q2026 are as follows. No dividends were declared for FY2023, FY2024, FY2025:

	Audited FY2023 RM	**Audited FY2024 RM**	**Audited FY2025 RM**	**Unaudited 1Q2025 RM**	**Unaudited 1Q2026 RM**
Revenue	1,943,000	1,842,875	4,420,205	3,333,513	250,747
Cost of Sales	(1,788,674)	(2,054,589)	(4,474,229)	(3,352,345)	(179,083)
Gross profit/(loss)	154,326	(211,714)	(54,024)	(18,832)	71,664
Other operating income	289,494	552,886	6,852	56	110,456
Administrative expenses	(6,371,160)	(4,990,432)	(3,689,367)	(827,771)	(857,981)
Other operating expenses	(401,908)	(195,173)	(17,090)	(3,991)	–
Loss allowance on trade receivables	(202,434)	(6,358)	–	–	–
Finance costs	(659,626)	(479,431)	(103,958)	(30,094)	(22,990)
Loss before income tax	(7,191,308)	(5,330,762)	(3,857,587)	(880,632)	(698,851)
Income tax expense	(3,270)	(10,578)	–	–	–
Net loss for the year	(7,194,578)	(5,341,340)	(3,857,587)	(880,632)	(698,851)
Other comprehensive loss, net of tax					
Items that may be reclassified subsequently to profit or loss:					
Exchange differences on translation of foreign operations	(109,324)	385,154	(309,103)	(50,922)	(80,366)
Total comprehensive loss	(7,303,902)	(4,956,186)	(4,166,690)	(931,554)	(779,217)
Basic Earnings (Loss) per share before the Rights Issue[(1)]					
Basic earnings (loss) per share (Malaysian sen per share)	(8.29)	(3.66)	(2.27)	(0.54)	(0.18)
Diluted earnings (loss) per share (Malaysian sen per share)	(8.29)	(3.66)	(2.27)	(0.54)	(0.18)
Basic Earnings (Loss) per share after the Rights Issue[(2)]					
Basic earnings (loss) per share (Malaysian sen per share)	(2.61)	(1.59)	(1.08)	(0.25)	(0.12)
Diluted earnings (loss) per share (Malaysian sen per share)	(2.61)	(1.59)	(1.08)	(0.25)	(0.12)

Notes:

(1) Calculated based on weighted average number of Shares in issue of 86,793,267, 146,032,544, 169,728,984, 163,042,073 and 378,102,012 Shares in FY2023, FY2024, FY2025, 1Q2025 and 1Q2026 respectively (excluding treasury shares) and that there are no dilutive potential Shares existing during the respective periods.

(2) Based on the assumption that: (a) the Rights Issue is completed at the beginning of the respective periods; and (b) that 189,051,006 Rights Shares are fully subscribed.

3. Despite paragraph 1 of this Part, where –

(a) unaudited financial statements of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, the unaudited consolidated financial statements of the relevant entity or unaudited combined financial statements of the group, have been published in respect of the most recently completed financial year; and

(b) the audited financial statements for that year are unavailable,

the data mentioned in paragraph 1 of this Part in respect of the most recently completed financial year may be provided from such unaudited financial statements, if the directors or equivalent persons of the relevant entity include a statement in the offer information statement that to the best of their knowledge, they are not aware of any reason which could cause the unaudited financial statements to be significantly different from the audited financial statements for the most recently completed financial year.

Not applicable. The audited financial statements of the Group in respect of FY2025, which is the most recently completed financial year, have been published on the website of the SGX-ST at http://www.sgx.com on 14 April 2026.

4. In respect of –

(a) each financial year (being one of the 3 most recently completed financial years) for which financial statements have been published; and

(b) any subsequent period for which interim financial statements have been published,

provide information regarding any significant factor, including any unusual or infrequent event or new development, which materially affected profit or loss before tax of the relevant entity or, if it is the holding company or holding entity of a group, of the group, and indicate the extent to which such profit or loss before tax of the relevant entity or the group, as the case may be, was so affected. Describe any other significant component of revenue or expenditure necessary to understand the profit or loss before tax for each of these financial periods.

FY2024 vs FY2023

Group loss before tax for FY2024 declined by 25.9% to RM5.3 million from RM7.2 million loss before tax for FY2023 due mainly to:

(a) increase in other operating income of RM0.3 million due mainly to the reversal of accrued rental expense for the SS2 Petaling Jaya property lease of RM0.3 million;

(b) absence of a one-off RM1.3 million corporate, legal and administrative costs related to convertible bond and share consolidation exercises during FY2023;

(c) absence of a one-off impairment of intangible assets in FY2023 of RM0.2 million related to a DNA profiling e-commerce platform; and

(d) a decrease in expected credit loss allowance on trade receivables of RM0.2 million related to the human resource and payroll services which were suspended during FY2023.

The decrease was partially offset by the gross loss of RM0.2 million in FY2024 as compared to a gross profit of RM0.2 million in FY2023 due mainly to a slow-down in recruitment services pending the renewal of recruitment licences in Singapore and higher cost of online recruitment platforms and tools.

FY2025 vs FY2024

Group loss before tax for FY2025 declined by 27.6% to RM3.9 million from RM5.3 million loss before tax for FY2024 due mainly to:

(a) decrease in gross loss of RM0.2 million in FY2025 due mainly to the improved gross profit contribution from Healthcare Business and Commodity Trading Business which partially offset the gross losses from Outsourced Services Business as the latter continues to pitch for more recruitment mandates;

(b) reduction in administrative expenses for FY2025 by 26.1% to RM3.7 million from RM5.0 million for FY2024 due mainly to cost cutting measures including (i) reduction of travel and marketing expenses by RM0.5 million; (ii) reduction in corporate expenses of RM0.5 million related to corporate fund raising and business diversification exercises that were a one-off incurrence in FY2024; and (iii) RM0.3 million reduction in manpower cost through attrition in manpower headcount; and

(c) reduction in finance cost by 78.3% to RM0.1 million in FY2025 from RM0.5 million in FY2024 due mainly to (i) conversion of convertible loan notes with an aggregate principal amount of S$647 thousand during the fourth quarter ended 31 December 2024 and (ii) conversion of convertible loan notes with an aggregate principal amount of S$100 thousand during the first quarter ended 31 March 2025.

The decrease was partially offset by the decrease in other operating income of RM0.5 million due mainly to the absence of the reversal of accrued rental expense for the SS2 Petaling Jaya property lease in FY2024 of RM0.3 million.

1Q2026 vs 1Q2025

Group loss before tax for 1Q2026 declined by 20.6% to RM0.7 million from RM0.9 million for 1Q2025 due mainly to:

(a) improved business activities from Outsourced Services Business and Healthcare Business resulting in group gross profit of RM72 thousand in 1Q2026 compared to group gross loss of RM19 thousand in 1Q2025; and

(b) increase in other operating income mainly due to the Group recording an exchange gain of RM106 thousand in 1Q2026 compared to a marginal exchange loss of RM2 thousand in 1Q2025, mainly due to the strengthening of the Malaysian Ringgit against the Singapore Dollar thereby reducing the cost of other payables of Malaysian subsidiaries that are denominated in Singapore Dollar.

Financial Position

5. Provide selected data from the balance sheet of the relevant entity or, if it is the holding company or holding entity of a group, the group as at the end of –

(a) the most recently completed financial year for which audited financial statements have been published; or

(b) if interim financial statements have been published for any subsequent period, that period.

The audited consolidated balance sheet of the Group as at 31 December 2025 and the unaudited consolidated balance sheet of the Group as at 31 March 2026 are as follows:

	Group	
	As at 31 December 2025 (Audited) RM	**As at 31 March 2026 (Unaudited) RM**
Current assets		
Cash and bank balances	261,297	687,229
Trade receivables	160,959	109,261
Other receivables and prepayments	246,418	272,074
Inventories	123,705	123,443
	792,379	1,192,007
Non-current asset		
Plant and equipment	53,380	42,283
	53,380	42,283
Total assets	**845,759**	**1,234,290**
Current liabilities		
Other payables	1,573,134	2,142,036
Provisions	57,034	32,167
Borrowings	1,196,988	1,213,045
Contract liabilities	61,381	64,996
Amounts due to a shareholder	3,433,200	4,040,210
Income tax payable	3,968	–
Total liabilities	**6,325,705**	**7,492,454**
Capital and reserves		
Share capital	147,379,652	147,379,652
Treasury shares	(38,268)	(38,268)
Currency translation reserve	(56,111)	(135,478)
Capital reserve	3,892,952	3,892,952
Accumulated losses	(156,658,171)	(157,357,022)
Capital deficiency	**(5,479,946)**	**(6,258,164)**
Total liabilities and equity	**845,759**	**1,234,290**

6. The data mentioned in paragraph 5 of this Part must include the line items in the audited or interim balance sheet of the relevant entity or the group, as the case may be, and must in addition include the following items –

(a) number of shares after any adjustment to reflect the sale of new securities or securities-based derivatives contracts;

(b) net assets or liabilities per share;

(c) net assets or liabilities per share after any adjustment to reflect the sale of new securities or securities-based derivatives contracts.

For illustrative purposes only, the following is an analysis of the financial effects of the Rights Issue on the NAV of the Group based on the Group's audited consolidated balance sheet as at 31 December 2025 and the unaudited consolidated balance sheet as at 31 March 2026:

Assuming the Maximum Subscription Scenario

	Audited as at 31 December 2025	Unaudited as at 31 March 2026
Before the Rights Issue		
Number of Shares in Issue (excluding 20,000 treasury shares)	378,102,012	378,102,012
NAV per Share (Malaysian sen)	(1.45)	(1.66)
NAV attributable to equity holders of the Company before the Rights Issue (RM'000)	(5,480)	(6,258)
After the Rights Issue(1)		
Number of Shares in Issue (excluding 20,000 treasury shares)	567,153,018	567,153,018
NAV per Share (Malaysian sen)	0.93	0.79
NAV attributable to equity holders of the Company after adjusting for the Rights Issue (RM'000)	5,254	4,475

Assuming the Minimum Subscription Scenario

	Audited as at 31 December 2025	Unaudited as at 31 March 2026
Before the Rights Issue		
Number of Shares in Issue (excluding 20,000 treasury shares)	378,102,012	378,102,012
NAV per Share (Malaysian sen)	(1.45)	(1.66)
NAV attributable to equity holders of the Company before the Rights Issue (RM'000)	(5,480)	(6,258)
After the Rights Issue(1)		
Number of Shares in Issue (excluding 20,000 treasury shares)	485,186,794	485,186,794
NAV per Share (Malaysian sen)	0.07	(0.09)
NAV attributable to equity holders of the Company after adjusting for the Rights Issue (RM'000)	319	(459)

Note:

(1) Based on the assumption that the Rights Issue is completed at the end of the respective periods and taking into account estimated Net Proceeds.

Liquidity and Capital Resources

7. Provide an evaluation of the material sources and amounts of cash flows from operating, investing and financing activities in respect of –

(a) the most recently completed financial year for which financial statements have been published; and

(b) if interim financial statements have been published for any subsequent period, that period.

The audited consolidated statement of cash flows of the Group for FY2025 and the unaudited consolidated statement of cash flows of the Group for 1Q2026 are as follows:

	FY2025 (Audited) RM	1Q2026 (Unaudited) RM
Cash flows from operating activities		
Net loss	(3,857,587)	(698,851)
Adjustments for:		
Depreciation of plant and equipment	45,583	11,099
Loss in fair value of hybrid financial instruments	3,965	–
Inventories write-down	13,125	–
Interest expenses	103,958	22,990
Unrealised currency translation gain	(507,197)	–
Operating cash flows before movements in working capital	(4,198,153)	(664,762)
- Inventories	11,466	262
- Trade and other receivables and prepayments	168,355	23,530
- Other payables	35,584	439,176
- Contract liabilities	20,108	4,615
Cash used in operating activities	(3,962,640)	(197,179)
Income tax paid	(13,959)	(3,968)
Net cash used in operating activities	(3,976,599)	(201,147)
Cash flows from investing activity		
Purchase of plant and equipment	(3,850)	–
Net cash used in investing activities	(3,850)	–
Cash flows from financing activities		
Loan from shareholder	3,356,606	623,712
Payment of share issuance cost	(51,937)	–
Interest paid	(122,174)	–
Net cash generated from financing activities	3,182,495	623,712
Net (decrease)/increase in cash and cash equivalents	(797,954)	422,565
Cash and cash equivalents at beginning of the period	1,067,076	261,297
Currency translation difference of cash and cash equivalents at beginning of the period	(7,825)	3,367
Cash and cash equivalents at end of period	261,297	687,229

A review of the cash flow and liquidity of the Group for FY2025 and 1Q2026 is set out below:

FY2025

For FY2025, the Group used RM4.0 million in operating activities, mainly due to (i) RM4.2 million in operating loss before working capital changes; and (ii) RM0.1 million increase in trade receivables which were partially offset by RM0.2 million decrease in other receivables and prepayments. The investing activities in FY2025 of RM4 thousand was for replacement of office equipment in an office space. Net cash generated from financing activities of RM3.2 million for FY2025 was mainly from RM3.4 million in interest-free loans from a shareholder, which were partially offset by RM0.1 million in interest payments on borrowings. As a result of the above, the cash and cash equivalents were RM0.3 million as at 31 December 2025.

1Q2026

For 1Q2026, the Group used RM0.2 million in operating activities, mainly due to RM0.7 million operating loss before working capital changes, which was partially offset by a RM0.4 million increase in trade and other payables. There were no investing activities in 1Q2026. Net cash generated from financing activities in 1Q2026 of RM0.6 million was due mainly to an interest-free shareholder loan of RM0.6 million. As a result of the above, the cash and cash equivalents were RM0.7 million as at 31 March 2026.

8. Provide a statement by the directors or equivalent persons of the relevant entity as to whether, in their reasonable opinion, the working capital available to the relevant entity or, if it is the holding company or holding entity of a group, to the group, as at the date of lodgement of the offer information statement, is sufficient for at least the next 12 months and, if insufficient, how the additional working capital considered by the directors or equivalent persons to be necessary is proposed to be provided. When ascertaining whether working capital is sufficient, any financing facilities which are not available as at the date of lodgement of the prospectus must not be included, but net proceeds from the offer may be taken into account if the offer is fully underwritten. Where the offer is not fully underwritten, minimum net proceeds may be included only if it is an express condition of the offer that minimum net proceeds are to be raised and that the application moneys will be returned to investors if the minimum net proceeds are not raised.

As at the date of lodgement of this Offer Information Statement, the Directors are of the opinion that barring any unforeseen circumstances, and after taking into account (a) the Advance; (b) the Letter of Undertaking; and (c) the Second Advance, the working capital available to the Group is sufficient to meet its present requirements for the next 12 months.

The Rights Issue will not be underwritten. In the reasonable opinion of the Directors, there is no minimum amount which must be raised from the Rights Issue. After taking into consideration the aforementioned, the Irrevocable Undertakings as disclosed in the section titled "**Irrevocable Undertakings**" of this Offer Information Statement, the costs of engaging an underwriter and having to pay commission in relation to the underwriting, the Directors have decided that it is not necessary nor cost-effective for the Rights Issue to be underwritten by a financial institution.

9. If the relevant entity or any other entity in the group is in breach of any of the terms and conditions or covenants associated with any credit arrangement or bank loan which could materially affect the relevant entity's financial position and results or business operations, or the investments by holders of securities or securities-based derivatives contracts in the relevant entity, provide –

(a) a statement of that fact;

(b) details of the credit arrangement or bank loan; and

(c) any action taken or to be taken by the relevant entity or other entity in the group, as the case may be, to rectify the situation (including the status of any restructuring negotiations or agreement, if applicable).

To the best of the Directors' knowledge, at the date of lodgement of this Offer Information Statement, none of the entities in the Group is in breach of any of the terms and conditions or covenants associated with any credit arrangement or bank loan which could materially affect the Group's financial position and results or business operations, or the investments by holders of securities or securities-based derivatives contracts in the Company.

Trend Information and Profit Forecast or Profit Estimate

10. Discuss –

(a) the business and financial prospects of the relevant entity or, if it is the holding company or holding entity of a group, the group, for the next 12 months from the latest practicable date; and

(b) any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on net sales or revenues, profitability, liquidity or capital resources for at least the current financial year, or that may cause financial information disclosed in the offer information statement to be not necessarily indicative of the future operating results or financial condition. If there are no such trends, uncertainties, demands, commitments or events, provide an appropriate statement to that effect.

The discussion on the business and financial prospects of the Group as set out herein may contain forward-looking statements, and is subject to certain risks. Please refer to the section titled "**Cautionary Note on Forward-Looking Statements**" of this Offer Information Statement for further details. In general, each of the sources cited in this section has not provided consent to the inclusion of the extracted information reproduced in this Offer Information Statement and is therefore not liable for such information under Section 239 and Section 277 of the SFA. While the Company has taken reasonable actions to ensure that such information has been reproduced in its proper form and context and that such information is extracted accurately and fairly from a source that is reliable in this Offer Information Statement, the Company has not conducted an independent review of such information or verified the accuracy of the contents of such information.

Save as disclosed below and in this Offer Information Statement, the Company's annual reports, circulars and SGXNET announcements, and barring unforeseen circumstances, the Directors are not aware of any trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect on net sales or revenues, profitability, liquidity or capital resources for at least the current financial year, or that may cause financial information disclosed in this Offer Information Statement to be not necessarily indicative of the future operating results or financial condition of the Group.

Business and Financial Prospects for the next 12 months

The Group continues to navigate persistent macroeconomic uncertainties and the rapid acceleration of technology in service sectors. Its strategic focus is on three (3) core divisions: Healthcare Business, Outsourced Services Business and Commodity Trading Business. Over the coming year, the competitive landscape will largely be dictated by steady demand in private healthcare and medical tourism, fluctuations in commodity markets driven by weather, unstable crude oil prices and regulatory changes, and a fundamental shift in the recruitment sector as artificial intelligence becomes deeply integrated into talent sourcing and candidate screening processes.

A. HEALTHCARE BUSINESS OVERVIEW

The Group's strategic footprint in the healthcare and wellness sector remains firmly anchored in preventive medicine and the growing trend of consumer-directed outpatient care. Within the Malaysian market, the industry's near-term trajectory will be fundamentally driven by the magnitude and strategic allocation of public healthcare expenditures. Forthcoming policy interventions designed to alleviate systemic bottlenecks and fund vital infrastructure upgrades will serve as critical catalysts, directly influencing patient distribution networks and reshaping the broader healthcare operating environment.

Chiropractic & Physiotherapy: Growing Momentum

In Malaysia's Budget 2026, the allocation of RM46.5 billion by the Ministry of Health Malaysia ("**MOH**") includes RM140 million to address overcrowding in public hospitals by strengthening collaborations to outsource patients to military, university and private hospitals[5]. The Hospital Services Outsourcing Programme ("**HSOP**") is an initiative by MOH to improve healthcare accessibility and quality. Starting from 18 July 2024, HSOP will outsource patients from MOH hospitals to private healthcare facilities (referred to as Panel Providers). This program aims to reduce patient congestion, shorten waiting times, and enhance healthcare service quality[6].

This sustained outsourcing strategy bolsters demand for ancillary outpatient services provided by private healthcare facilities and their service partners. Malaysia's chiropractic and physiotherapy sector is experiencing accelerated growth, driven by an ageing population, an expanding middle class, and MOH's push for decentralised, value-based private care to complement public delivery.

The Group will need to position itself to capitalise on the expanding private healthcare ecosystem by strengthening its service capabilities, strategic healthcare partnerships, and operational capacity to support the potentially increased demand for its services.

Cell-therapy Products: Stricter Compliance

Over the next 12 months, the industry's success – and specifically the Group's progress in this category – will be dictated by critical operational factors: practitioner adoption, targeted patient education, and stringent regulatory compliance.

The Group's forward trajectory relies entirely on measurable commercial conversion and strategic channel partner execution. Given the personalised complexity of cell-based treatments, advancing these products requires robust site readiness, continuous clinical staff training, and seamless integration into existing physician workflows. Crucially, all commercial deployments must rigorously navigate evolving local governance, such as Malaysia's Cell and Gene Therapy Products (CGTP) guidelines, to ensure uncompromised product standards and clinical data integrity.

[5] BERNAMA – Budget 2026: Health Ministry Allocation Raised To RM46.5 Billion.

[6] Hospital Services Outsourcing Programme - ProtectHealth.

Accordingly, the Group must continue strengthening its compliance infrastructure, regulatory oversight, and partner governance frameworks to support scalable commercialisation while maintaining alignment with increasingly stringent regional regulatory expectations.

B. OUTSOURCED SERVICES BUSINESS OVERVIEW

Today, in 2026, the landscape of recruitment in Singapore looks completely different. By 2025, we saw the early adoption of simple automated tools. Now, in 2026, we are seeing sophisticated AI systems that can think, learn, and predict[7]. According to HRSingapore, companies are increasingly using AI to enhance various human resource functions to improve efficiency, reduce bias and enhance decision-making in their human resource-related operations[8]. Further, according to Staffing Hub's 2025 State of Staffing Benchmarking Report, 61% of staffing firms have already adopted AI-enabled business applications[9].

Competitive pressure has shifted towards agencies that can effectively embed automation into their sourcing, screening, and communication workflows. Agencies leveraging these advanced tools report profound operational gains with 30%-50% in cost savings and a 33% reduction in time-to-hire with AI tools[10].

Against this backdrop, the Group's continued investment in AI-enabled recruitment capabilities represents a necessary strategic response to evolving market expectations and regional industry trends. Moving forward, the Group's ability to sustain competitiveness will depend on balancing scalable automation with responsible human oversight, while continuously strengthening its technological infrastructure, recruitment analytics, and compliance frameworks to support efficient, high-quality, and ethically governed talent acquisition solutions across Singapore.

C. COMMODITY TRADING BUSINESS OVERVIEW

Coffee Trading

Based on a report from Foodcom S.A., the 2026 outlook projects that global coffee production is forecast to increase by around 2.5% year-on-year, and global consumption is expected to exceed 169 to 170 million bags in 2025/2026[11]. Robusta, whose production is growing faster than Arabica, will continue to gain share in the bulk segments, while Arabica will remain key to the growing premium and speciality segments[11]. These metrics serve as practical determinants that will directly dictate trading conditions over the next 12 months by influencing physical availability, origin differentials, and global price volatility.

As these supply and pricing signals continue to evolve, robust trading performance will be fundamentally driven by disciplined risk controls and rigorous counterparty selection. Maintaining margins will rely heavily on the operational agility to respond rapidly to origin-specific developments, particularly Vietnam and Indonesia's immediate supply trajectory and shifting export dynamics.

[7] AI-Driven Hiring in Singapore: 7 Key Trends Shaping 2026 Recruitment.

[8] AI Adoption in HR by Companies.

[9] AI Isn't Optional Anymore: How Staffing Firms Are Using It to Win in 2025.

[10] AI-Powered Recruitment in Singapore 2026: A Practical Implementation Guide.

[11] Coffee market in 2026 - market dynamics, analysis | Global Report | Foodcom S.A..

*Palm Acid Oil ("**PAO**")*

Driven by Middle Eastern conflicts that disrupted global oil supplies and aggressively narrowed the palm oil-gasoil (Pogo) price spread, Indonesia has mandated the rollout of 50% palm oil biodiesel blend ("**B50**") beginning July 2026 and to transition all biodiesel users to B50 by 2028[12]. For policymakers, the mandate addresses three converging priorities: energy independence, rural economic development, and emissions reduction. As the world's largest palm oil producer, Indonesia is leveraging domestic feedstock to displace imported fossil fuels while supporting its agricultural sector.

These immediate, verifiable policy shifts serve as critical catalysts that will fundamentally reshape the palm feedstock demand balance and pricing dynamics relevant to PAO over the next 12 months. With Indonesia rapidly accelerating its transition to B50, near-term PAO market conditions will be highly sensitive to the physical execution of this mandate, the actual domestic absorption levels of raw palm oil, and the restructured subsidy mechanics required to support such a massive structural shift.

These evolving commodity market and policy developments are expected to materially influence the Group's Commodity Trading Business. In response to changing supply dynamics and Indonesia's accelerating biodiesel mandate, the Group's ability to sustain margins and trading performance will depend on disciplined risk management, effective hedging strategies, strong counterparty selection, and the operational agility to respond swiftly to shifting global supply, pricing, and regulatory conditions.

Trends, uncertainties, events, factors and risks

The risk factors of the Group are as set out in the section titled "**Risk Factors**" of this Offer Information Statement.

To the best of the Directors' knowledge and belief, the risk factors that are material to prospective investors and Shareholders in making an informed judgement on the Rights Issue (save for those which have already been disclosed to the general public) are set out in the section titled "**Risk Factors**" of this Offer Information Statement. Prospective investors and Shareholders should carefully consider and evaluate each of them and all other information contained in this Offer Information Statement before deciding whether to invest in the Shares and/or the Rights Shares.

11. Where a profit forecast is disclosed, state the extent to which projected sales or revenues are based on secured contracts or orders, and the reasons for expecting to achieve the projected sales or revenues and profit, and discuss the impact of any likely change in business and operating conditions on the forecast.

Not applicable. No profit forecast is disclosed in this Offer Information Statement.

12. Where a profit forecast or profit estimate is disclosed, state all principal assumptions, if any, upon which the directors or equivalent persons of the relevant entity have based their profit forecast or profit estimate, as the case may be.

Not applicable. No profit forecast or profit estimate is disclosed in this Offer Information Statement.

[12] Indonesia Sets B50 Biofuel Mandate by 2028 to Cut Imports, Strengthen Energy Security.

13. Where the profit forecast disclosed, include a statement by an auditor of the relevant entity as to whether the profit forecast is properly prepared on the basis of the assumptions mentioned in paragraph 12 of this Part, is consistent with the accounting policies adopted by the relevant entity, and is presented in accordance with the accounting standards adopted by the relevant entity in the preparation of its financial statements.

Not applicable. No profit forecast is disclosed in this Offer Information Statement.

14. Where the profit forecast disclosed is in respect of a period ending on a date after the end of the current financial year of the relevant entity, provide in addition to the statement referred to in paragraph 13 of this Part –

(a) a statement by the issue manager to the offer, or any other person whose profession or reputation gives authority to the statement made by that person, that the profit forecast has been stated by the directors or equivalent persons of the relevant entity after due and careful enquiry and consideration; or

(b) a statement by an auditor of the relevant entity, prepared on the basis of the auditor's examination of the evidence supporting the assumptions mentioned in paragraph 12 of this Part and in accordance with the Singapore Standards on Auditing or such other auditing standards as may be approved in any particular case by the Authority to the effect that no matter has come to the auditor's attention which gives the auditor reason to believe that the assumptions do not provide reasonable grounds for the profit forecast.

Not applicable. No profit forecast is disclosed in this Offer Information Statement.

15. Where the profit forecast disclosed is in respect of a period ending on a date after the end of the current financial year of the relevant entity, provide in addition to the statement mentioned in paragraph 13 of this Part –

(a) a statement by the issue manager to the offer, or by any other person whose profession or reputation gives authority to the statement made by that person, prepared on the basis of an examination by that issue manager or person of the evidence supporting the assumptions mentioned in paragraph 12 of this Part, to the effect that no matter has come to the attention of that issue manager or person which gives that issue manager or person reason to believe that the assumptions do not provide reasonable grounds for the profit forecast; or

(b) a statement by an auditor of the relevant entity, prepared on the basis of the auditor's examination of the evidence supporting the assumptions mentioned in paragraph 12 of this Part and in accordance with the Singapore Standards on Auditing or such other auditing standards as may be approved in any particular case by the Authority to the effect that no matter has come to the auditor's attention which gives the auditor reason to believe that the assumptions do not provide reasonable grounds for the profit forecast.

Not applicable. No profit forecast is disclosed in this Offer Information Statement.

Significant Changes

16. Disclose any event that has occurred from the end of –

(a) the most recently completed financial year for which financial statements have been published; or

(b) if interim financial statements have been published for any subsequent period, that period,

to the latest practicable date which may have a material effect on the financial position and results of the relevant entity or, if it is the holding company or holding entity of a group, the group, or, if there is no such event, provide an appropriate statement to that effect.

Save as disclosed in this Offer Information Statement, the Company's annual reports and the announcements of the Company on SGXNET from time to time, the Directors are not aware of any event which has occurred from 31 March 2026 up to the Latest Practicable Date which may have a material effect on the financial position and results of the Group.

Meaning of "published"

17. In this Part, "published" includes publication in a prospectus, in an annual report or on the SGXNET.

Noted.

PART 6: THE OFFER AND LISTING

Offer and Listing Details

1. **Indicate the price at which the securities or securities-based derivatives contracts are being offered and the amount of any expense specifically charged to the subscriber or purchaser. If it is not possible to state the offer price at the date of lodgement of the offer information statement, state the method by which the offer price is to be determined and explain how the relevant entity will inform investors of the final offer price.**

The Issue Price for each Rights Share is S$0.02, payable in full on acceptance and/or on application.

The expenses incurred in the Rights Issue will not be charged to subscribers or Purchasers of the Rights Shares. The expenses in relation to the Rights Issue will be deducted from the gross proceeds received by the Company from the Rights Issue.

However, a non-refundable administrative fee of S$2.00 will be charged by the Participating Bank for each successful Electronic Application made through the ATMs of the Participating Bank, and such administrative fee will be borne by the subscribers or Purchasers of the Rights Shares.

2. **If there is no established market for the securities or securities-based derivatives contracts being offered, provide information regarding the manner of determining the offer price, the exercise price or conversion price, if any, including the person who establishes the price or is responsible for the determination of the price, the various factors considered in such determination and the parameters or elements used as a basis for determining the price.**

Not applicable. The Shares are, and the Rights Shares will be, listed and traded on the Catalist Board of the SGX-ST.

3. **If –**

   (a) any of the relevant entity's shareholders or equity interest-holders have pre-emptive rights to subscribe for or purchase the securities or securities-based derivatives contracts being offered; and

   (b) the exercise of the rights by the shareholder or equity interest-holder is restricted, withdrawn or waived,

   indicate the reasons for such restriction, withdrawal or waiver, the beneficiary of such restriction, withdrawal or waiver, if any, and the basis for the offer price.

Not applicable. None of the Shareholders has pre-emptive rights to subscribe for the Rights Shares.

As there may be prohibitions or restrictions against the offering of Rights Shares in certain jurisdictions, only Entitled Shareholders are eligible to participate in the Rights Issue. Please refer to the section titled "**Eligibility of Shareholders to Participate in the Rights Issue**" of this Offer Information Statement for further information.

4. If securities or securities-based derivatives contracts of the same class as those securities or securities-based derivatives contracts being offered are listed for quotation on any securities exchange –

(a) in a case where the first-mentioned securities or securities-based derivatives contracts have been listed for quotation on the approved exchange for at least 12 months immediately preceding the latest practicable date, disclose the highest and lowest market prices of the first-mentioned securities or securities-based derivatives contracts –

(i) for each of the 12 calendar months immediately preceding the calendar month in which the latest practicable date falls; and

(ii) for the period from the beginning of the calendar month in which the latest practicable date falls to the latest practicable date; or

(b) in a case where the first-mentioned securities or securities-based derivatives contracts have been listed for quotation on the approved exchange for less than 12 months immediately preceding the latest practicable date, disclose the highest and lowest market prices of the first-mentioned securities or securities-based derivatives contracts –

(i) for each calendar month immediately preceding the calendar month in which the latest practicable date falls; and

(ii) for the period from the beginning of the calendar month in which the latest practicable date falls to the latest practicable date;

(c) disclose any significant trading suspension that has occurred on the securities exchange during the 3 years immediately preceding the latest practicable date or, if the securities or securities-based derivatives contracts have been listed for quotation for less than 3 years, during the period from the date on which the securities or securities-based derivatives contracts were first listed to the latest practicable date; and

(d) disclose information on any lack of liquidity, if the securities or securities-based derivatives contracts are not regularly traded on the approved exchange.

The Rights Shares are of the same class as the Shares and the Shares are listed for quotation on the Catalist.

The highest and lowest traded prices and volume of the Shares traded on the Catalist over the last 12 months immediately preceding the Latest Practicable Date are as follows:

Month/Year	Price Range		Volume
	High (S$)(1)	Low (S$)(2)	Shares Traded
June 2025	0.007	0.006	1,280,500
July 2025	0.011	0.006	18,436,300
August 2025	0.010	0.009	1,787,200
September 2025	0.012	0.009	63,456,200
October 2025	0.011	0.009	6,617,300
November 2025	0.011	0.009	30,255,900
December 2025	0.013	0.008	24,613,900
January 2026	0.014	0.011	3,321,900
February 2026	0.012	0.011	2,353,000
March 2026	0.074	0.009	356,557,772
April 2026	0.052	0.029	397,639,000
May 2026	0.045	0.032	116,439,700
1 June 2026 to Latest Practicable Date	0.049	0.048	52,703,100

Source: Bloomberg L.P. Bloomberg L.P. has not consented for the purposes of Section 249 of the SFA to the inclusion of the information referred to above and is thereby not liable for such information under Sections 253 and 254 of the SFA. While the Company has taken reasonable actions to ensure that the above information has been reproduced in their proper form and context, neither the Company nor any other party has conducted an independent review of this information nor verified the accuracy of such information.

Notes:

(1) Based on the highest closing price for the Shares in a particular month/period.

(2) Based on the lowest closing price for the Shares in a particular month/period.

The Shares have been listed on the Catalist for more than 12 months immediately preceding the Latest Practicable Date.

There has been no significant trading suspension of the Shares on the Catalist during the three (3) years immediately preceding the Latest Practicable Date, save for temporary trading halts for the purposes of releasing material announcements.

The Shares are regularly traded on the Catalist.

5. Where the securities or securities-based derivatives contracts being offered are not identical to the securities or securities-based derivatives contracts already issued by the relevant entity, provide –

(a) a statement of the rights, preferences and restrictions attached to the securities or securities-based derivatives contracts being offered; and

(b) an indication of the resolutions, authorisations and approvals by virtue of which the entity may create or issue further securities or securities-based derivatives contracts, to rank in priority to or equally with the securities or securities-based derivatives contracts being offered.

The Rights Shares will, upon allotment and issue, rank *pari passu* in all respects with the then existing issued Shares, save for any dividends, rights, allotments or other distributions, the Record Date for which falls before the date of allotment and issue of the Rights Shares.

The Rights Shares will be issued out of the general share issue mandate resolution under Section 161 of the Companies Act and Rule 806(2) of the Catalist Rules approved by Shareholders at the annual general meeting held on 30 April 2026.

Plan of Distribution

6. Indicate the amount, and outline briefly the plan of distribution, of the securities or securities-based derivatives contracts that are to be offered otherwise than through underwriters. If the securities or securities-based derivatives contracts are to be offered through the selling efforts of any broker or dealer, describe the plan of distribution and the terms of any agreement or understanding with such entities. If known, identify each broker or dealer that will participate in the offer and state the amount to be offered through each broker or dealer.

Basis of Provisional Allotment : The Rights Issue is made on a renounceable non-underwritten basis to Entitled Shareholders and up to 189,051,006 Rights Shares will be allotted and issued at the Issue Price. The Rights Shares will be provisionally allotted to the Entitled Shareholders on the basis of one (1) Rights Share for every two (2) Shares held by the Entitled Shareholders as at the Record Date.

Fractional entitlements to the Rights Shares will be disregarded in arriving at Entitled Shareholders' provisional allotments and will, together with the provisional allotments which are not taken up or allotted for any reason, be aggregated and used to satisfy Excess Applications for Rights Shares (if any) or otherwise disposed of or dealt with in such manner as the Directors may in their absolute discretion deem fit for the benefit of the Company, subject to applicable laws and the Catalist Rules.

Entitled Shareholders are at liberty to accept, decline or renounce their Rights and are eligible to apply for additional Rights Shares in excess of their provisional allotments under the Rights Issue. Entitled Depositors are also able to trade their Rights on the Catalist during the Rights trading period prescribed by the SGX-ST. For the avoidance of doubt, only Entitled Shareholders (and not Purchasers of the provisional allotments or renouncees of Entitled Shareholders) shall be entitled to apply for Excess Rights Shares.

In the allotment of Excess Rights Shares, preference will be given to Shareholders for the rounding of odd lots, and Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board of Directors will rank last in priority for rounding of odd lots and allotment of Excess Rights Shares.

Foreign Shareholders	:	As there may be prohibitions or restrictions against the offering of Rights Shares in certain jurisdictions, only Entitled Shareholders are eligible to participate in the Rights Issue. For practical reasons and in order to avoid any violation of relevant legislation applicable in jurisdictions other than Singapore, the Rights Shares will not be offered to Foreign Shareholders. Please refer to the section "**Eligibility of Shareholders to Participate in the Rights Issue**" of this Offer Information Statement for further details.
Terms and Conditions	:	The allotment and issue of the Rights Shares pursuant to the Rights Issue is governed by the terms and conditions as set out in this Offer Information Statement, including Appendices A, B and C to this Offer Information Statement, the PAL, the ARE and the ARS.

The Rights Shares are not offered through any broker or dealer.

7. Provide a summary of the features of the underwriting relationship together with the amount of securities or securities-based derivatives contracts being underwritten by each underwriter.

Not applicable. The Rights Issue is not underwritten by any financial institution.

PART 7: ADDITIONAL INFORMATION

Statements by Experts

1. Where a statement or report attributed to a person as an expert is included in the offer information statement, provide such person's name, address and qualifications.

Not applicable. No statement or report made by an expert is included in this Offer Information Statement.

2 Where the offer information statement contains any statement (including what purports to be a copy of, or extract from, a report, memorandum or valuation) made by an expert –

(a) state the date on which the statement was made;

(b) state whether or not it was prepared by the expert for the purpose of incorporation in the offer information statement; and

(c) include a statement that the expert has given, and has not withdrawn, his written consent to the issue of the offer information statement with the inclusion of the statement in the form and context in which it is included in the offer information statement.

Not applicable. No statement or report made by an expert is included in this Offer Information Statement.

3. The information referred to in paragraphs 1 and 2 of this Part need not be provided in the offer information statement if the statement attributed to the expert is a statement to which the exemption under regulation 33(2) applies.

Not applicable. No statement or report made by an expert is included in this Offer Information Statement.

Consents from Issue Managers and Underwriters

4. Where a person is named in the offer information statement as the issue manager or underwriter (but not a sub-underwriter) to the offer, include a statement that the person has given, and has not withdrawn, his written consent to being named in the offer information statement as the issue manager or underwriter, as the case may be, to the offer.

Not applicable. No manager or underwriter has been appointed for the Rights Issue.

Other Matters

5. nclude particulars of any other matters not disclosed under any other paragraph of this Schedule which could materially affect, directly or indirectly –

(a) the relevant entity's business operations or financial position or results; or

(b) investments by holders of securities in the relevant entity.

Save as disclosed in this Offer Information Statement, the Directors are not aware of any other matter which could materially affect, directly or indirectly, the Group's business operations, financial position, or results or investments by holders of securities or securities-based derivatives contracts in the Company.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

PART 8: ADDITIONAL INFORMATION REQUIRED FOR OFFER OF DEBENTURES OR UNITS OF DEBENTURES

Not applicable.

PART 9: ADDITIONAL INFORMATION REQUIRED FOR CONVERTIBLE DEBENTURES

Not applicable.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

PART 10: ADDITIONAL INFORMATION REQUIRED FOR OFFER OF SECURITIES OR SECURITIES-BASED DERIVATIVES CONTRACTS BY WAY OF RIGHTS ISSUE

1. Provide –

(a) the particulars of the Rights Issue;

Please refer to the section titled "**Principal Terms of the Rights Issue**" of this Offer Information Statement for further details of the Rights Issue.

(b) the last day and time for splitting of the provisional allotment of the securities to be issued pursuant to the Rights Issue;

(c) the last day and time for acceptance of and payment for the securities to be issued pursuant to the Rights Issue;

(d) the last day and time for renunciation of and payment by the renouncee for the securities to be issued pursuant to the Rights Issue;

(e) the terms and conditions of the offer of securities to be issued pursuant to the Rights Issue;

The last date and time for splitting and trading of "nil-paid" Rights to be issued pursuant to the Rights Issue is 23 June 2026 at 5.00 p.m.

The last date and time for acceptance of and payment for the Rights Shares to be issued pursuant to the Rights Issue is 29 June 2026 at 5.30 p.m. (and at 9.30 p.m. for Electronic Applications made through ATMs of the Participating Bank).

The last date and time for renunciation of, acceptance of and payment by the renouncee for the Rights Shares to be issued pursuant to the Rights Issue is 29 June 2026 at 5.30 p.m. (and at 9.30 p.m. for Electronic Applications made through ATMs of the Participating Bank). Entitled Depositors who wish to renounce their Rights in favour of a third party should note that CDP requires three (3) Market Days to effect such renunciation. Accordingly, Entitled Depositors who wish to renounce are advised to do so early to allow sufficient time for the renouncee to accept its/his/her Rights.

Please refer to the section titled "**Expected Timetable of Key Events**" of this Offer Information Statement for more details.

The terms and conditions of the Rights Issue are found in Appendices A, B and C to this Offer Information Statement as well as the PAL, the ARE and the ARS.

(f) the particulars of any undertaking from the substantial shareholders or substantial equity interest-holders, as the case may be, of the relevant entity to subscribe for their entitlements; and

Please refer to the section titled "**Irrevocable Undertakings**" of this Offer Information Statement for further details on the Irrevocable Undertakings provided by the Undertaking Shareholders.

(g) if the Rights Issue is or will not be underwritten, the reason for not underwriting the issue.

The Rights Issue will not be underwritten. In the reasonable opinion of the Directors, there is no minimum amount which must be raised from the Rights Issue. After taking into consideration the aforementioned, the Irrevocable Undertakings as disclosed in the section titled "**Irrevocable Undertakings**" of this Offer Information Statement, the costs of engaging an underwriter and having to pay commission in relation to the underwriting, the Directors have decided that it is not necessary nor cost-effective for the Rights Issue to be underwritten by a financial institution.

PART 11: ADDITIONAL INFORMATION REQUIRED FOR OFFER INFORMATION STATEMENT FOR PURPOSES OF SECTION 277(1AC)(A)(1) OF THE SFA

Not applicable.

Review of Working Capital

1. Provide a review of the working capital for the last three financial years and the latest half year, if applicable.

The working capital of the Group as at 31 December 2023, 31 December 2024 and 31 December 2025 is set out below:

(RM'000)	Audited as at 31 December 2023	Audited as at 31 December 2024	Audited as at 31 December 2025
Total current assets	552	1,763	792
Total current liabilities	8,806	3,121	6,326
Working capital	(8,254)	(1,358)	(5,534)

A review of the working capital position of the Group as at 31 December 2023, 31 December 2024 and 31 December 2025 is set out below.

31 December 2024 vs 31 December 2023

The negative working capital of the Group improved to RM1.4 million as at 31 December 2024 from RM8.3 million as at 31 December 2023 due mainly to:

(a) RM7.5 million net cash generated from financing activities that was applied to meet the RM6.5 million net cash used in operating activities; and

(b) reclassification of RM10.5 million of loans and advances due to a shareholder to capital reserve following the entry into a debt conversion agreement in FY2024.

31 December 2025 vs 31 December 2024

The Group's negative working capital deteriorated to RM5.5 million as at 31 December 2025 from RM1.4 million as at 31 December 2024 due mainly to loans from a shareholder of RM3.2 million that were extended during FY2025 to meet group operating expenses including corporate expenses related to a debt conversion exercise that was subject to Shareholders' approval.

2. Convertible Securities

(a) Where the rights issue or bought deal involves an issue of convertible securities, such as company warrants or convertible debt, provide the information in Rule 832 of the Catalist Rules.

(b) Where the rights issue or bought deal is underwritten and the exercise or conversion price is based on a price-fixing formula, to state that the exercise or conversion price must be fixed and announced before trading of "nil-paid" rights commences.

Not applicable. The Rights Issue does not involve an issue of convertible securities.

Responsibility Statement by the Financial Adviser

3. A statement by the sponsor and each financial adviser in the form set out in Practice Note 12A of the Catalist Rules.

As provided in Appendix 8A of the Catalist Rules, this requirement is not applicable as the Company has to comply with the offer information statement requirements in the SFA.

APPENDIX A – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

1. INTRODUCTION

1.1. Entitled Depositors are entitled to receive this Offer Information Statement and the ARE which forms part of this Offer Information Statement. For the purposes of this Offer Information Statement, any reference to an application by way of an Electronic Application without reference to such an Electronic Application being made through an ATM of the Participating Bank shall, where the Entitled Depositor is a Depository Agent, be taken to include an application made via the SGX Investor Portal or SGX-SFG Service or through other electronic methods designated by CDP from time to time.

1.2. The provisional allotments of Rights Securities are governed by the terms and conditions of this Offer Information Statement, (if applicable) the Constitution of the Company and the instructions in the ARE.

The number of Rights Securities provisionally allotted to each Entitled Depositor is indicated in the ARE (fractional entitlements (if any) having been disregarded).

The Securities Accounts of Entitled Depositors have been credited by CDP with the provisional allotments of Rights Securities as indicated in the ARE. Entitled Depositors may accept their provisional allotments of Rights Securities in full or in part and are eligible to apply for Rights Securities in excess of their provisional allotments under the Rights Issue. Full instructions for the acceptance of and payment for the provisional allotments of Rights Securities and payment for excess Rights Securities are set out in the Offer Information Statement as well as the ARE.

1.3. If an Entitled Depositor wishes to accept its/his/her provisional allotment of Rights Securities specified in the ARE, in full or in part, and (if applicable) apply for excess Rights Securities, it/he/she may do so by way of an Electronic Application or by completing and signing the relevant sections of the ARE. An Entitled Depositor should ensure that the ARE is accurately completed and signed, failing which the acceptance of the provisional allotment of Rights Securities and (if applicable) application for excess Rights Securities may be rejected.

For and on behalf of the Company, CDP reserves the right to refuse to accept any acceptance(s) and (if applicable) Excess Application(s) if the ARE is not accurately completed and signed or if the "**Free Balance**" of your Securities Account is not credited with, or is credited with less than the relevant number of Rights Securities accepted as at the last time and date for acceptance, application and payment or for any other reason(s) whatsoever the acceptance and (if applicable) the Excess Application is in breach of the terms of the ARE or the Offer Information Statement, at CDP's absolute discretion, and to return all monies received to the person(s) entitled thereto **BY CREDITING ITS/HIS/HER BANK ACCOUNT(S) WITH THE PARTICIPATING BANK** (if it/he/she accepts and (if applicable) applies through an ATM of the Participating Bank or electronic service delivery networks (such as SGX Investor Portal) ("**Accepted Electronic Service**") and the submission is unsuccessful) or **BY CREDITING DIRECTLY INTO ITS/HIS/HER DESIGNATED BANK ACCOUNT FOR SINGAPORE DOLLARS VIA CDP'S DIRECT CREDITING SERVICE**, as the case may be, (in each case) **AT ITS/HIS/HER OWN RISK**; in the event it/he/she are not subscribed to CDP's Direct Crediting Service, any monies to be paid shall be credited to its/his/her Cash Ledger and subject to the same terms and conditions as Cash Distributions under the CDP Operation of Securities Account with the Depository Terms and Conditions (Cash Ledger and Cash Distribution are as defined therein), as the case may be, (in each case) **AT ITS/HIS/HER OWN RISK** or in such other manner as it/he/she may have agreed with CDP for the payment of any cash distributions without interest or any share of revenue or other benefit arising therefrom (if it/he/she accepts and (if applicable) applies through CDP). CDP will process such refunds within such timeline as shall be indicated by CDP from time to time, taking into account the processing time required by the relevant bank or service delivery network for the relevant payment method.

AN ENTITLED DEPOSITOR MAY ACCEPT ITS/HIS/HER PROVISIONAL ALLOTMENT OF RIGHTS SECURITIES SPECIFIED IN ITS/HIS/HER ARE AND (IF APPLICABLE) APPLY FOR EXCESS RIGHTS SECURITIES EITHER THROUGH CDP AND/OR BY WAY OF AN ELECTRONIC APPLICATION THROUGH AN ATM OF THE PARTICIPATING BANK OR ACCEPTED ELECTRONIC SERVICE. WHERE AN ENTITLED DEPOSITOR IS A DEPOSITORY AGENT, IT/HE/SHE MAY MAKE ITS/HIS/HER ACCEPTANCE AND EXCESS APPLICATION (IF APPLICABLE) VIA THE SGX-SFG SERVICE.

Where an acceptance, application and/or payment does not conform strictly to the terms set out under this Offer Information Statement, the ARE, the ARS, the PAL and/or any other application form for the Rights Securities and/or excess Rights Securities in relation to the Rights Issue or which does not comply with the instructions for an Electronic Application, or in the case of an application by the ARE, the ARS, the PAL, and/or any other application form for the Rights Securities and/or excess Rights Securities in relation to the Rights Issue which is illegible, incomplete, incorrectly completed, unsigned, signed but not in its originality or which is accompanied by an improperly or insufficiently drawn remittance, the Company and/or CDP may, at their/its absolute discretion, reject or treat as invalid any such acceptance, application, payment and/or other process of remittances at any time after receipt in such manner as they/it may deem fit.

1.4. For SRS Investors and investors who hold Shares through finance companies or Depository Agents, acceptance of the Rights Securities and (if applicable) application for excess Rights Securities must be done through the respective finance companies or Depository Agents. Any acceptance and/or application made directly through CDP, Electronic Applications at any ATM of the Participating Bank or an Accepted Electronic Service, the Share Registrar and/or the Company will be rejected.

1.5. Unless expressly provided to the contrary in this Offer Information Statement, the ARE and/or the ARS with respect to enforcement against Entitled Depositors or their renouncees, a person who is not a party to any contracts made pursuant to this Offer Information Statement, the ARE or the ARS has no rights under the Contracts (Rights of Third Parties) Act 2001 of Singapore to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

1.6. Details on the acceptance for provisional allotment of Rights Securities and (if applicable) application for excess Rights Securities are set out in paragraphs 2 to 4 of this Appendix A.

2. MODE OF ACCEPTANCE AND APPLICATION

2.1. Acceptance/Application by way of Electronic Application through an ATM of the Participating Bank or Accepted Electronic Service

Instructions for Electronic Applications through ATMs to accept the Rights Securities provisionally allotted or (if applicable) to apply for excess Rights Securities will appear on the ATM screens of the Participating Bank. Please refer to Appendix B of this Offer Information Statement for the additional terms and conditions for Electronic Applications through an ATM of the Participating Bank.

Instructions for Electronic Applications through an Accepted Electronic Service are set out in the ARE.

IF AN ENTITLED DEPOSITOR MAKES AN ELECTRONIC APPLICATION THROUGH AN ATM OF THE PARTICIPATING BANK OR THROUGH AN ACCEPTED ELECTRONIC SERVICE, IT/HE/SHE WOULD HAVE IRREVOCABLY AUTHORISED THE RELEVANT BANK TO DEDUCT THE FULL AMOUNT PAYABLE FROM ITS/HIS/HER BANK ACCOUNT IN RESPECT OF SUCH APPLICATION. IN THE CASE OF AN ENTITLED DEPOSITOR WHO HAS ACCEPTED THE RIGHTS SECURITIES PROVISIONALLY ALLOTTED TO IT/HIM/HER BY WAY OF THE ARE AND/OR THE ARS AND/OR HAS APPLIED FOR EXCESS RIGHTS SECURITIES BY WAY OF THE ARE AND ALSO BY WAY OF AN ELECTRONIC APPLICATION THROUGH AN ATM OF THE PARTICIPATING BANK OR AN ACCEPTED ELECTRONIC SERVICE, THE COMPANY AND/OR CDP SHALL BE AUTHORISED AND ENTITLED TO ACCEPT ITS/HIS/HER INSTRUCTIONS IN WHICHEVER MODE OR COMBINATION AS THE COMPANY AND/OR CDP MAY, IN THEIR ABSOLUTE DISCRETION, DEEM FIT.

2.2. **Acceptance/Application through Form Submitted to CDP**

If the Entitled Depositor wishes to accept the provisional allotment of Rights Securities and (if applicable) apply for excess Rights Securities through form submitted to CDP, it/he/she must:

(a) complete and sign the ARE. In particular, it/he/she must state in Part C(i) of the ARE the total number of Rights Securities provisionally allotted to it/him/her which it/he/she wishes to accept and the number of excess Rights Securities applied for and in Part C(ii) of the ARE the 6 digits of the Cashier's Order/Banker's Draft; and

(b) deliver the duly completed and original signed ARE accompanied by **A SINGLE REMITTANCE** for the full amount payable for the relevant number of Rights Securities accepted and (if applicable) excess Rights Securities applied for by post, **AT THE SENDER'S OWN RISK**, in the self-addressed envelope provided, to **MEDI LIFESTYLE LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, PRIVY BOX NO. 920764, SINGAPORE 929292**, so as to arrive not later than **5.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

The payment for the relevant number of Rights Securities accepted and (if applicable) excess Rights Securities applied for at the Issue Price must be made in Singapore currency in the form of a Cashier's Order or Banker's Draft drawn on a bank in Singapore and made payable to "**CDP — MEDI LIFESTYLE LIMITED RIGHTS ISSUE ACCOUNT**" and crossed "**NOT NEGOTIABLE, A/C PAYEE ONLY**" with the name and Securities Account number of the Entitled Depositor clearly written in block letters on the reverse side of the Cashier's Order or Banker's Draft.

NO COMBINED CASHIER'S ORDER OR BANKER'S DRAFT FOR DIFFERENT SECURITIES ACCOUNTS WILL BE ACCEPTED. NO OTHER FORMS OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.

2.3. **Acceptance through the SGX-SFG Service (for Depository Agents only)**

Depository Agents may accept the provisional allotment of Rights Securities and (if applicable) apply for excess Rights Securities through the SGX-SFG service provided by CDP as listed in Schedule 3 of the Terms and Conditions for User Services for Depository Agents. CDP has been authorised by the Company to receive acceptances on its behalf. Such acceptances and (if applicable) applications will be deemed irrevocable and are subject to each of the terms and conditions contained in the ARE and the Offer Information Statement as if the ARE had been completed, signed and submitted to CDP.

2.4. **Insufficient Payment**

If no remittance is attached or the remittance attached is less than the full amount payable for the provisional allotment of Rights Securities accepted by the Entitled Depositor and (if applicable) the excess Rights Securities applied for by the Entitled Depositor; the attention of the Entitled Depositor is drawn to paragraphs 3 and 5.2 of this Appendix A which set out the circumstances and manner in which the Company and CDP shall be authorised and entitled to determine and appropriate all amounts received by CDP on the Company's behalf whether under the ARE, the ARS or any other application form for Rights Securities in relation to the Rights Issue. With respect to applications made via an Accepted Electronic Service, remittances may be rejected and refunded at CDP's discretion if they do not match the quantity of Rights Securities accepted by the Entitled Depositor indicated through such Accepted Electronic Service.

2.5. **Acceptance of Part of Provisional Allotments of Rights Securities and Trading of Provisional Allotments of Rights Securities**

An Entitled Depositor may choose to accept its/his/her provisional allotment of Rights Securities specified in the ARE in full or in part. If an Entitled Depositor wishes to accept part of its/his/her provisional allotment of Rights Securities and trade the balance of its/his/her provisional allotment of Rights Securities on the SGX-ST, it/he/she should:

(a) complete and sign the ARE for the number of Rights Securities provisionally allotted which it/he/she wishes to accept and submit the duly completed and original signed ARE together with payment in the prescribed manner as described in paragraph 2.2 above to CDP; or

(b) accept and subscribe for that part of its/his/her provisional allotment of Rights Securities by way of Electronic Application(s) in the prescribed manner as described in paragraph 2.1 or 2.3 above.

The balance of its/his/her provisional allotment of Rights Securities may be sold as soon as dealings therein commence on the SGX-ST.

Entitled Depositors who wish to trade all or part of their provisional allotments of Rights Securities on the SGX-ST during the provisional allotment trading period should note that the provisional allotments of Rights Securities will be tradable in board lots, each board lot comprising provisional allotments of 100 Rights Securities, or any other board lot size which the SGX-ST may require. Such Entitled Depositors may start trading in their provisional allotments of Rights Securities as soon as dealings therein commence on the SGX-ST. Entitled Depositors who wish to trade in lot sizes other than mentioned above may do so in the Unit Share Market of the SGX-ST during the provisional allotment trading period.

2.6. **Sale of Provisional Allotments of Rights Securities**

The ARE need not be forwarded to the purchasers of the provisional allotments of Rights Securities ("**Purchasers**") as arrangements will be made by CDP for a separate ARS to be issued to the Purchasers. Purchasers should note that CDP will, for and on behalf of the Company, send the ARS, accompanied by this Offer Information Statement and other accompanying documents, **BY ORDINARY POST AND AT THE PURCHASERS' OWN RISK**, to their respective Singapore addresses as maintained in the records of CDP. Purchasers should ensure that their ARSs are accurately completed and signed, failing which their acceptances of the provisional allotments of Rights Securities may be rejected. Purchasers who do not receive the ARS, accompanied by this Offer Information Statement and other accompanying documents, may obtain the same from CDP or the Share Registrar, for the period up to **5.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). Purchasers should also note that if they make any purchase on or around the last trading day of the nil-paid Rights, this Offer Information Statement and its accompanying documents might not be despatched in time for the subscription of the Rights Securities. You may obtain a copy from The Central Depository (Pte) Limited. Alternatively, you may accept and subscribe by way of Electronic Applications in the prescribed manner as described in paragraph 2.1 above.

This Offer Information Statement and its accompanying documents will not be despatched to Purchasers whose registered addresses with CDP are not in Singapore ("**Foreign Purchasers**"). Foreign Purchasers who wish to accept the provisional allotments of Rights Securities credited to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore.

PURCHASERS SHOULD INFORM THEIR FINANCE COMPANIES OR DEPOSITORY AGENTS IF THEIR PURCHASES OF SUCH PROVISIONAL ALLOTMENTS OF RIGHTS SECURITIES ARE SETTLED THROUGH THESE INTERMEDIARIES. IN SUCH INSTANCES, IF THE PURCHASERS WISH TO ACCEPT THE RIGHTS SECURITIES REPRESENTED BY THE PROVISIONAL ALLOTMENTS OF RIGHTS SECURITIES PURCHASED, THEY WILL NEED TO GO THROUGH THESE INTERMEDIARIES, WHO WILL THEN ACCEPT THE PROVISIONAL ALLOTMENTS OF RIGHTS SECURITIES ON THEIR BEHALF.

2.7. **Renunciation of Provisional Allotments of Rights Securities**

Entitled Depositors who wish to renounce in full or in part their provisional allotments of Rights Securities in favour of a third party should complete the relevant transfer forms with CDP (including any accompanying documents as may be required by CDP) for the number of provisional allotments of Rights Securities which they wish to renounce. Such renunciation shall be made in accordance with the "**Terms and Conditions for Operations of Securities Accounts with CDP**", as the same may be amended from time to time, copies of which are available from CDP. As CDP requires at least three (3) Market Days to effect such renunciation, Entitled Depositors who wish to renounce are advised to do so early to allow sufficient time for CDP to send the ARS and other accompanying documents, for and on behalf of the Company, to the renouncee by ordinary post and **AT ITS/HIS/HER OWN RISK**, to its/his/her Singapore address as maintained in the records of CDP and for the renouncee to accept its/his/her provisional allotments of Rights Securities. The last time and date for acceptance of the provisional allotments of Rights Securities and payment for the Rights Securities by the renouncee is **5.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

3. COMBINATION APPLICATION

In the event that the Entitled Depositor or the Purchaser accepts its/his/her provisional allotments of Rights Securities by way of the ARE and/or the ARS and/or has applied for excess Rights Securities by way of the ARE and also by way of Electronic Application(s), the Company and/or CDP shall be authorised and entitled to accept its/his/her instructions in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit. Without prejudice to the generality of the foregoing, in such a case, the Entitled Depositor or the Purchaser shall be regarded as having irrevocably authorised the Company and/or CDP to apply all amounts received whether under the ARE, the ARS and (if applicable) any other acceptance of Rights Securities provisionally allotted to it/him/her and/or application for excess Rights Securities (including an Electronic Application(s)) in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit.

4. ILLUSTRATIVE EXAMPLES (ASSUMPTION: ON THE BASIS OF ONE (1) RIGHTS SECURITY FOR EVERY TWO (2) EXISTING ORDINARY SHARES AT AN ISSUE PRICE OF S$0.02)

As an illustration, if an Entitled Depositor has 20,000 Shares standing to the credit of its/his/her Securities Account as at the Record Date, the Entitled Depositor will be provisionally allotted 10,000 Rights Securities as set out in its/his/her ARE. The Entitled Depositor's alternative courses of action, and the necessary procedures to be taken under each course of action, are summarised below:

Alternatives	**Procedures to be taken**
(a) Accept its/his/her entire provisional allotment of 10,000 Rights Securities and (if applicable) apply for excess Rights Securities.	(1) Accept its/his/her entire provisional allotment of 10,000 Rights Securities and (if applicable) apply for excess Rights Securities by way of an Electronic Application through an ATM of the Participating Bank not later than **9.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) or an Accepted Electronic Service as described herein not later than **5.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or
	(2) Complete and sign the ARE in accordance with the instructions contained herein for the acceptance in full of its/his/her provisional allotment of 10,000 Rights Securities and (if applicable) the number of excess Rights Securities applied for and forward the original signed ARE together with a single remittance for S$200 (or, if applicable, such higher amount in respect of the total number of Rights Securities accepted and excess Rights Securities applied for) by way of a Cashier's Order or Banker's Draft in Singapore currency drawn on a bank in Singapore, and made payable to "**CDP — MEDI LIFESTYLE LIMITED RIGHTS ISSUE ACCOUNT" and crossed "NOT NEGOTIABLE, A/C PAYEE ONLY**" for the full amount due on acceptance and (if applicable) application, by post, at its/his/her own risk, in the self-addressed envelope provided to **MEDI LIFESTYLE LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, PRIVY BOX NO. 920764, SINGAPORE 929292,** so as to arrive not later than **5.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) and with the name and Securities Account number of the Entitled Depositor clearly written in block letters on the reverse side of the Cashier's Order or Banker's Draft. **NO COMBINED CASHIER'S ORDER OR BANKER'S DRAFT FOR DIFFERENT SECURITIES ACCOUNTS OR OTHER FORMS OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.**

Alternatives	Procedures to be taken
(b) Accept a portion of its/his/her provisional allotment of Rights Securities, for example 1,000 provisionally allotted Rights Securities, not apply for excess Rights Securities and trade the balance on the SGX-ST.	(1) Accept its/his/her provisional allotment of 1,000 Rights Securities by way of an Electronic Application through an ATM of the Participating Bank not later than **9.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) or an Accepted Electronic Service as described herein not later than **5.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or (2) Complete and sign the ARE in accordance with the instructions contained therein for the acceptance of its/his/her provisional allotment of 1,000 Rights Securities, and forward the original signed ARE, together with a single remittance for S$20, in the prescribed manner described in alternative (a)(2) above, to CDP, so as to arrive not later than **5.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). The balance of the provisional allotment of 9,000 Rights Securities which is not accepted by the Entitled Depositor may be traded on the SGX-ST during the provisional allotment trading period. Entitled Depositors should note that the provisional allotments of Rights Securities would be tradable in the ready market, each board lot comprising provisional allotments size of 100 Rights Securities or any other board lot size which the SGX-ST may require.
(c) Accept a portion of its/his/her provisional allotment of Rights Securities, for example 1,000 provisionally allotted Rights Securities, and reject the balance.	(1) Accept its/his/her provisional allotment of 1,000 Rights Securities by way of an Electronic Application through an ATM of the Participating Bank not later than **9.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) or an Accepted Electronic Service as described herein not later than **5.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or (2) Complete and sign the ARE in accordance with the instructions contained herein for the acceptance of its/his/her provisional allotment of 1,000 Rights Securities and forward the original signed ARE, together with a single remittance for S$20, in the prescribed manner described in alternative (a) (2) above to CDP so as to arrive not later than **5.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

Alternatives	Procedures to be taken
	The balance of the provisional allotment of 9,000 Rights Securities which is not accepted by the Entitled Depositor will automatically lapse and cease to be available for acceptance by that Entitled Depositor if an acceptance is not made through an ATM of the Participating Bank by **9.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) or if an acceptance is not made through CDP via ARE or an Accepted Electronic Service by **5.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

5. TIMING AND OTHER IMPORTANT INFORMATION

5.1. **Timing**

THE LAST TIME AND DATE FOR ACCEPTANCES AND (IF APPLICABLE) EXCESS APPLICATIONS AND PAYMENT FOR THE RIGHTS SECURITIES IN RELATION TO THE RIGHTS ISSUE IS:

(A) 9.30 P.M. ON 29 JUNE 2026 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY) IF ACCEPTANCE AND (IF APPLICABLE) EXCESS APPLICATION AND PAYMENT FOR THE RIGHTS SECURITIES IS MADE THROUGH AN ATM OF THE PARTICIPATING BANK.

(B) 5.30 P.M. ON 29 JUNE 2026 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY) IF ACCEPTANCE AND (IF APPLICABLE) EXCESS APPLICATION AND PAYMENT FOR THE RIGHTS SECURITIES IS MADE THROUGH CDP VIA ARE/ARS, OR THROUGH AN ACCEPTED ELECTRONIC SERVICE OR SGX-SFG SERVICE.

If acceptance and payment for the Rights Securities in the prescribed manner as set out in the ARE, the ARS or the PAL (as the case may be) and this Offer Information Statement is not received through an ATM of the Participating Bank by **9.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) or through CDP via ARE/ARS form or an Accepted Electronic Service by **5.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) from any Entitled Depositor or Purchaser, the provisional allotments of Rights Securities shall be deemed to have been declined and shall forthwith lapse and become void, and such provisional allotments not so accepted will be used to satisfy Excess Applications, if any, or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit. All moneys received in connection therewith will be returned by CDP for and on behalf of the Company to the Entitled Depositors or the Purchasers, as the case may be, without interest or any share of revenue or other benefit arising therefrom, **BY CREDITING ITS/HIS/HER BANK ACCOUNT(S) WITH THE PARTICIPATING BANK** (if it/he/she accepts and (if applicable) applies through an ATM of the Participating Bank or electronic service delivery networks (such as SGX Investor Portal) ("an Accepted Electronic Service")) or **BY CREDITING DIRECTLY INTO ITS/HIS/HER DESIGNATED BANK ACCOUNT FOR SINGAPORE DOLLARS VIA CDP'S DIRECT CREDITING SERVICE**, as the case may be, (in each case) **AT ITS/HIS/HER OWN RISK**; in the event it/he/she are not subscribed to CDP's Direct Crediting Service, any monies to be paid shall be credited to its/his/her Cash Ledger and subject to the same terms and conditions as Cash Distributions under the CDP Operation of Securities Account with the Depository Terms and Conditions (Cash Ledger and Cash Distribution are as defined therein), as the case may be, (in each case) **AT ITS/HIS/HER OWN RISK** or in such other manner as it/he/she may have agreed with CDP for the payment of any cash distributions without interest or any share of revenue or other benefit arising therefrom (if it/he/she accepts and (if applicable) applies through CDP). CDP will process such refunds within such timeline as shall be indicated by CDP from time to time, taking into account the processing time required by the relevant bank or service delivery network for the relevant payment method.

IF AN ENTITLED DEPOSITOR OR PURCHASER (AS THE CASE MAY BE) IS IN ANY DOUBT AS TO THE ACTION IT/HE/SHE SHOULD TAKE, IT/HE/SHE SHOULD CONSULT ITS/HIS/HER STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER(S) IMMEDIATELY.

5.2. **Appropriation**

Without prejudice to paragraph 1.3 of this Appendix A, an Entitled Depositor should note that:

(a) by accepting its/his/her provisional allotment of Rights Securities and/or applying for excess Rights Securities, it/he/she acknowledges that, in the case where the amount of remittance payable to the Company in respect of its/his/her acceptance of the Rights Securities provisionally allotted to it/him/her and (if applicable) in respect of its/his/her application for excess Rights Securities as per the instructions received by CDP whether under the ARE, the ARS and/or in any other application form for Rights Securities in relation to the Rights Issue differs from the amount actually received by CDP, the Company and CDP shall be authorised and entitled to determine and appropriate all amounts received by CDP on the Company's behalf for each application on its own whether under the ARE, the ARS and/or any other application form for Rights Securities in relation to the Rights Issue as follows: firstly, towards payment of all amounts payable in respect of its/his/her acceptance of the Rights Securities provisionally allotted to it/him/her; and secondly, (if applicable) towards payment of all amounts payable in respect of its/his/her application for excess Rights Securities. The determination and appropriation by the Company and CDP shall be conclusive and binding;

(b) if the Entitled Depositor has attached a remittance to the ARE, the ARS and/or any other application form for Rights Securities in relation to the Rights Issue made through CDP, it/he/she would have irrevocably authorised the Company and CDP, in applying the amounts payable for its/his/her acceptance of the Rights Securities and (if applicable) its/his/her application for excess Rights Securities, to apply the amount of the remittance which is attached to the ARE, the ARS and/or any other application form for Rights Securities in relation to the Rights Issue made through CDP; and

(c) in the event that the Entitled Depositor accepts the Rights Securities provisionally allotted to it/him/her by way of the ARE and/or the ARS and/or has applied for excess Rights Securities by way of the ARE and also by way of Electronic Application(s), the Company and/or CDP shall be authorised and entitled to accept its/his/her instructions in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit. Without prejudice to the generality of the foregoing, in such a case, the Entitled Depositor shall be deemed as having irrevocably authorised the Company and/or CDP to apply all amounts received whether under the ARE, the ARS and/or any other acceptance and/or application for excess Rights Securities (including Electronic Application(s)) in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit.

5.3. **Availability of Excess Rights Securities**

The excess Rights Securities available for application are subject to the terms and conditions contained in the ARE, this Offer Information Statement and (if applicable) the Constitution of the Company. Applications for excess Rights Securities will, at the Directors' absolute discretion, be satisfied from such Rights Securities as are not validly taken up by the Entitled Shareholders, the original allottee(s) or their respective renouncee(s) or the Purchaser(s) of the provisional allotments of Rights Securities together with the aggregated fractional entitlements to the Rights Securities, any unsold "nil-paid" provisional allotment of Rights Securities (if any) of Foreign Shareholders and any Rights Securities that are otherwise not allotted for whatever reason in accordance with the terms and conditions contained in the ARE and this Offer Information Statement. In the event that applications are received by the Company for more excess Rights Securities than are available, the excess Rights Securities available will be allotted in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. **CDP TAKES NO RESPONSIBILITY FOR ANY DECISION THAT THE DIRECTORS MAY MAKE**. In the allotment of excess Rights Securities, preference will be given to the rounding of odd lots, and Substantial Shareholders and Directors will rank last in priority. The Company reserves the right to refuse any application for excess Rights Securities, in whole or in part, without assigning any reason whatsoever. In the event that the number of excess Rights Securities allotted to an Entitled Depositor is less than the number of excess Rights Securities applied for, the Entitled Depositor shall be deemed to have accepted the number of excess Rights Securities actually allotted to it/him/her.

If no excess Rights Securities are allotted or if the number of excess Rights Securities allotted is less than that applied for, the amount paid on application or the surplus application moneys, as the case may be, will be refunded to such Entitled Depositors, without interest or any share of revenue or other benefit arising therefrom, within three (3) Business Days after the commencement of trading of the Rights Securities, by crediting their bank accounts with the Participating Bank **AT THEIR OWN RISK** (if they had applied for excess Rights Securities by way of an Electronic Application through an ATM of the Participating Bank or an Accepted Electronic Service), the receipt by such banks being a good discharge to the Company and CDP of their obligations, if any, thereunder, or **BY CREDITING DIRECTLY INTO ITS/HIS/HER DESIGNATED BANK ACCOUNT FOR SINGAPORE DOLLARS VIA CDP'S DIRECT CREDITING SERVICE**, as the case may be, (in each case) **AT ITS/HIS/HER OWN RISK**; in the event it/he/she are not subscribed to CDP's Direct Crediting Service, any monies to be paid shall be credited to his/their Cash Ledger and subject to the same terms and conditions as Cash Distributions under the CDP Operation of Securities Account with the Depository Terms and Conditions (Cash Ledger and Cash Distribution are as defined therein), as the case may be, (in each case) **AT ITS/HIS/HER OWN RISK** or in such other manner as it/he/she may have agreed with CDP for the payment of any cash distributions without interest or any share of revenue or other benefit arising therefrom (if it/he/she accepts and (if applicable) applies through CDP or if they had applied for excess Rights Securities through CDP). CDP will process such refunds within such timeline as shall be indicated by CDP from time to time, taking into account the processing time required by the relevant bank or service delivery network for the relevant payment method.

5.4. **Deadlines**

It should be particularly noted that unless:

(a) acceptance of the provisional allotment of Rights Securities is made by the Entitled Depositors or the Purchasers (as the case may be) by way of an Electronic Application through an ATM of the Participating Bank and payment of the full amount payable for such Rights Securities is effected by **9.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) or an Accepted Electronic Service and payment of the full amount payable for such Rights Securities is effected by **5.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or

(b) the duly completed and original signed ARE or ARS accompanied by a single remittance for the full amount payable for the relevant number of Rights Securities accepted and (if applicable) excess Rights Securities applied for at the Issue Price, made in Singapore currency in the form of a Cashier's Order or Banker's Draft drawn on a bank in Singapore and made payable to "**CDP — MEDI LIFESTYLE LIMITED RIGHTS ISSUE ACCOUNT**" and crossed "**NOT NEGOTIABLE, A/C PAYEE ONLY**" with the names and Securities Account numbers of the Entitled Depositors or the Purchasers (as the case may be) clearly written in block letters on the reverse side of the Cashier's order or Banker's Draft is submitted by post in the self-addressed envelope provided, **AT THE SENDER'S OWN RISK**, to **MEDI LIFESTYLE LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, PRIVY BOX NO. 920764, SINGAPORE 929292;** or an Accepted Electronic Service by **5.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or

(c) acceptance is made by a Depository Agent via the SGX-SFG Service and payment in Singapore currency by way of telegraphic transfer by the Depository Agent/(s) for the Rights Securities is effected by **5.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company),

the provisional allotment of Rights Securities will be deemed to have been declined and shall forthwith lapse and become void and cease to be capable of acceptance.

All moneys received in connection therewith will be returned to the Entitled Depositors or the Purchasers (as the case may be) without interest or any share of revenue or other benefit arising therefrom **BY CREDITING DIRECTLY INTO ITS/HIS/HER DESIGNATED BANK ACCOUNT FOR SINGAPORE DOLLARS VIA CDP'S DIRECT CREDITING SERVICE**, as the case may be, (in each case) **AT ITS/HIS/HER OWN RISK**; in the event it/he/she are not subscribed to CDP's Direct Crediting Service, any monies to be paid shall be credited to its/his/her Cash Ledger and subject to the same terms and conditions as Cash Distributions under the CDP Operation of Securities Account with the Depository Terms and Conditions (Cash Ledger and Cash Distribution are as defined therein), as the case may be, (in each case) **AT ITS/HIS/HER OWN RISK** or in such other manner as it/he/she may have agreed with CDP for the payment of any cash distributions without interest or any share of revenue or other benefit arising therefrom (if it/he/she accepts and (if applicable) applies through CDP). CDP will process such refunds within such timeline as shall be indicated by CDP from time to time, taking into account the processing time required by the relevant bank or service delivery network for the relevant payment method.

ACCEPTANCES AND/OR APPLICATIONS ACCOMPANIED BY ANY OTHER FORMS OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL NOT BE ACCEPTED.

5.5. **Certificates**

The certificates for the Rights Securities and excess Rights Securities will be registered in the name of CDP or its nominee. Upon the crediting of the Rights Securities and excess Rights Securities, CDP will send to you, **BY ORDINARY POST AND AT YOUR OWN RISK**, a notification letter showing the number of Rights Securities and excess Rights Securities credited to your Securities Account.

5.6. **General**

For reasons of confidentiality, CDP will not entertain telephone enquiries relating to the number of Rights Securities provisionally allotted and credited to your Securities Account. You can verify the number of Rights Securities provisionally allotted and credited to your Securities Account online if you have registered for CDP Internet Access. Alternatively, you may proceed personally to CDP with your identity card or passport to verify the number of Rights Securities provisionally allotted and credited to your Securities Account.

It is your responsibility to ensure that the ARE and/or ARS is accurately completed in all respects and signed in its originality. The Company and/or CDP will be authorised and entitled to reject any acceptance and/or application which does not comply with the terms and instructions contained herein and in the ARE and/or ARS, or which is otherwise incomplete, incorrect, unsigned, signed but not in its originality or invalid in any respect. Any decision to reject the ARE and/or ARS on the grounds that it has been signed but not in its originality, incompletely, incorrectly or invalidly signed, completed or submitted will be final and binding, and neither CDP nor the Company accepts any responsibility or liability for the consequences of such a decision.

EXCEPT AS SPECIFICALLY PROVIDED FOR IN THIS OFFER INFORMATION STATEMENT, ACCEPTANCE OF THE PROVISIONAL ALLOTMENT OF RIGHTS SECURITIES AND (IF APPLICABLE) YOUR APPLICATION FOR EXCESS RIGHTS SECURITIES IS IRREVOCABLE.

No acknowledgement will be given for any submissions sent by post or deposited into boxes located at CDP's premises.

All communications, notices, documents and remittances to be delivered or sent to you may be sent by **ORDINARY POST** or **EMAIL** to your mailing or email address as maintained in the records of CDP, and **AT YOUR OWN RISK**.

5.7 **Personal Data Privacy**

By completing and delivering an ARE or an ARS and in the case of an Electronic Application, by pressing the **"Enter"** or **"OK"** or **"Confirm"** or **"Yes"** key, an Entitled Depositor or a Purchaser (i) consents to the collection, use and disclosure of its/his/her personal data by the Participating Bank, the Share Registrar, Securities Clearing and Computer Services (Pte) Limited, CDP, the SGX-ST, the Sponsor and the Company (the **"Relevant Persons"**) for the purpose of facilitating its/his/her application for the Rights Securities, and in order for the Relevant Persons to comply with any applicable laws, listing rules, regulations and/or guidelines; (ii) warrants that where it/he/she discloses the personal data of another person, such disclosure is in compliance with the applicable laws; and (iii) agrees that it/he/she will indemnify the Relevant Persons in respect of any penalties, liabilities, claims, demands, losses and damages as a result of its/his/her breach of warranty.

6. PROCEDURE TO COMPLETE THE ARE/ARS

6.1. Know your holdings and entitlement

A. KNOW YOUR HOLDINGS & ENTITLEMENT

Number of Shares currently held by you	**XX.XXX** Shares as at **5.00 p.m. on 10 June 2026** (Record Date)	This is your shareholdings as at the Record Date. This is the date to determine your rights entitlements.
Number of Rights Securities provisionally allotted	**XX.XXX**	This is the date to determine your rights entitlements.
Issue Price	**S$0.02** per Rights Securities	This is the price that you need to pay when you subscribe for one Rights Security.

6.2. Select your application options

B. SELECT YOUR APPLICATION OPTIONS

1. Online via SGX Investor Portal	Access event via Corporate Actions Form Submission on investors.sgx.com or log in to your Portfolio on investors.sgx.com to submit your application via electronic application form. Make payment using PayNow by **5.30 p.m. on 29 June 2026**. You do not need to return this form.
2. ATM	Follow the procedures set out on the ATM screen of a Participating Bank. Submit your application by **9.30 p.m. on 29 June 2026**. Participating Bank is UOB.
3. Form	Complete section C below and submit this form by **5.30 p.m. on 29 June 2026**, together with BANKER'S DRAFT/CASHIER'S ORDER payable to "**CDP – MEDI LIFESTYLE LIMITED RIGHTS ISSUE ACCOUNT**". Write your name and securities account number on the back of the Banker's Draft/Cashier's Order.

This is the last date and time to subscribe for the Rights Securities through ATMs and CDP.

You can apply your Rights Securities through ATMs of this Participating Bank.

This is the payee name to be issued on your Cashier's Order or Banker's Draft where Medi Lifestyle Limited is the name of the issuer.

Note: Please refer to the ARE/ARS for the actual holdings, entitlements, Record Date, Issue Price, Closing Date for subscription, PayNow reference, list of participating ATM banks and payee name on the Cashier's Order or Banker's Draft.

6.3. Application via SGX Investor Portal

SGX Group

User Guide to apply and pay for Rights via SGX Investor Portal

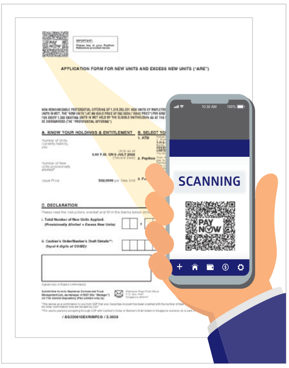
Before you proceed to apply for rights via Investor Portal, please ensure that you have the following:

1. Singpass (Singaporeans/PRs/Work Pass Holders) or CDP Internet User ID (Foreigners/Corporates).
2. Daily limit to meet your transfer request (up to S$200,000 per transaction for PayNow, capped at a daily fund transfer limit set with your bank, whichever is lower).
3. Notification to alert you on the transfer, refund and submission status. Please turn on the setting in your bank account notifications and update your email address with CDP.

Note:

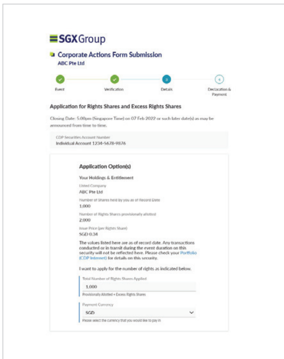
1. Please ensure that your applications and payments are received by CDP before 5.30pm (Singapore Time) on the event close date. Otherwise, CDP will reject the application.
2. Payment from rejected applications will be refunded to your originating bank account. Banks might impose fees to process refunds. The fees will be deducted from the refund amount. Please check with your bank on the charges and status of your refund.
3. CDP will determine the number of rights applied using total payment received on each day, ignoring resultant fractional cent payable if any.
4. Post allocation, CDP will refund any excess amount to your Direct Crediting Service (DCS) bank account.
5. A transaction fee of S$2 (inclusive of GST) applies for PayNow. It is non-refundable once the instruction is submitted successfully, regardless of the amount of rights allotted.

Step 1 Scan QR code using your bank mobile app or visit investors.sgx.com

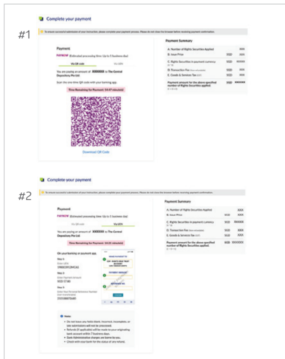


Step 2 Select the event under CA Form Submission or log in to your Portfolio

Step 3 Enter the number of rights and confirm payment amount



Step 4 Submit application via QR Code or UEN



6.4. Application via Form

C. DECLARATION

Please read the instructions overleaf and fill in the blanks below accordingly

i. **Total Number of Rights Securities Applied:**
(Provisionally Allotted + Excess Rights Securities)

Fill in the total number of the rights securities and excess rights securities (for ARE)/number of rights securities (for ARS) that you wish to subscribe within the boxes.

ii. **Cashier's Order/Banker's Draft Details*:**
(Input 6 digits of CO/BD)

Fill in the 6 digits of the CO/BD number (eg.001764) within the boxes.

Signature of Entitled Depositor(s)

Date

Sign within the box.

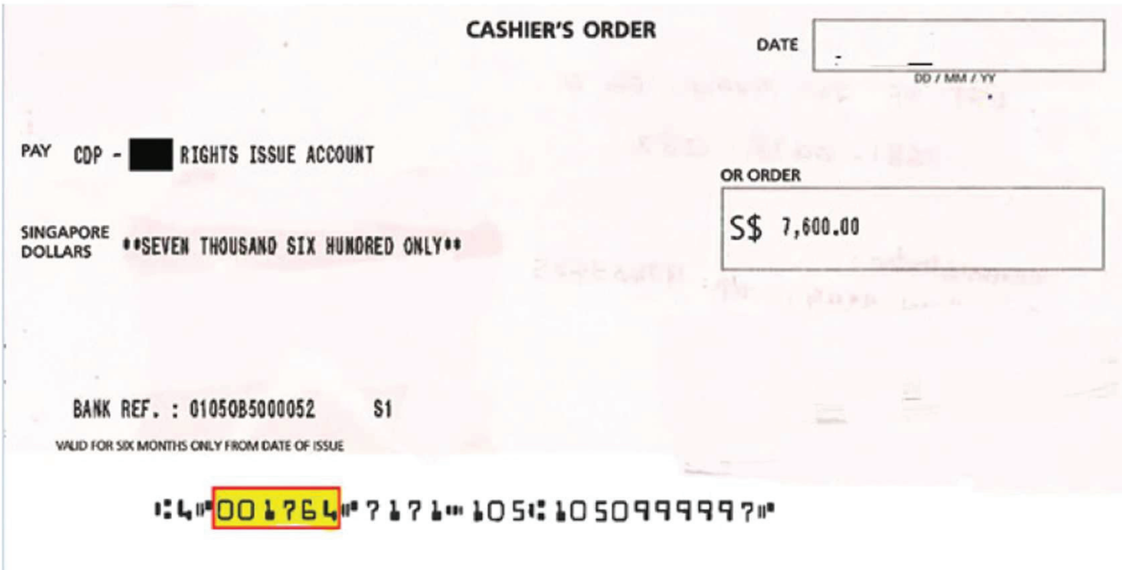
Notes:

(i) If the total number of Rights Securities applied exceeds the provisional allotted holdings in your CDP Securities Account as at the Closing Date, the remaining application will be put under excess and subjected to the excess allocation basis.

(ii) The total number of Rights Securities applied will be based on the cash amount stated in your Cashier's Order/ Banker's Draft. The total number of Rights Securities will be appropriated accordingly if the applied quantity exceeds this amount.

(iii) Please note to submit one (1) Cashier's Order or Banker's Draft per application form.

6.5. Sample of a Cashier's Order



APPENDIX B – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH THE ATMS OF THE PARTICIPATING BANK

INTRODUCTION

The procedures for Electronic Applications are set out on the ATM screens of the Participating Bank (the "**Steps**").

Please read carefully the terms of this Offer Information Statement, the Steps, and the terms and conditions for Electronic Applications set out below before making an Electronic Application. Any Electronic Application which does not strictly conform to the instructions set out on the screens of the ATM through which the Electronic Application is made will be rejected.

Any reference to the "**Applicant**" in the terms and conditions for Electronic Applications and the Steps shall mean the Entitled Depositor or the Purchaser who accepts the provisional allotments of Rights Shares or (as the case may be) who applies for the Rights Shares through an ATM of the Participating Bank. An Applicant must have an existing bank account with, and be an ATM cardholder of, the Participating Bank before it/he/she can make an Electronic Application through an ATM of the Participating Bank.

The actions that the Applicant must take at ATMs of the Participating Bank are set out on the ATM screens of the Participating Bank. Upon the completion of its/his/her Electronic Application transaction, the Applicant will receive an ATM transaction slip (the "**Transaction Record**"), confirming the details of its/his/her Electronic Application. The Transaction Record is to be retained by the Applicant and should not be submitted with any ARE and/or ARS.

An Applicant, including one who has a joint bank account with the Participating Bank, must ensure that it/he/she enters its/his/her own Securities Account number when using the ATM card issued to it/him/her in its/his/her own name. Using its/his/her own Securities Account number with an ATM card which is not issued to it/him/her in its/his/her own name will render its/his/her acceptance or (as the case may be) application liable to be rejected.

For SRS Investors and investors who hold Shares through finance companies or Depository Agents, acceptances of the provisional allotments of Rights Shares and (if applicable) applications for Excess Rights Shares must be done through their respective SRS Approved Banks with whom they hold their SRS Accounts and their respective finance companies or Depository Agents (as the case may be). The aforementioned persons, where applicable, will receive notification letter(s) from their respective SRS Approved Banks with whom they hold their SRS Accounts and their respective finance companies or Depository Agents, as the case may be, and should refer to such notification letter(s) for details of the last date and time to submit acceptances of the provisional allotments of Rights Shares and (if applicable) applications for Excess Rights Shares to their respective SRS Approved Banks with whom they hold their SRS Accounts and their respective finance companies or Depository Agents, as the case may be. Such persons are advised to provide their respective SRS Approved Banks, finance companies or Depository Agents (as the case may be), with the appropriate instructions early in order for such intermediaries to make the relevant acceptance and (if applicable) application on their behalf by the Closing Date. **ANY ACCEPTANCE AND (IF APPLICABLE) APPLICATION MADE BY THE AFOREMENTIONED PERSONS DIRECTLY THROUGH CDP, ELECTRONIC APPLICATIONS AT ANY ATM OF THE PARTICIPATING BANK OR ACCEPTED ELECTRONIC SERVICES, THE SHARE REGISTRAR AND/OR THE COMPANY WILL BE REJECTED. SRS INVESTORS AND INVESTORS WHO HOLD SHARES THROUGH FINANCE COMPANIES OR DEPOSITORY AGENTS SHOULD REFER TO THE SECTION TITLED "IMPORTANT NOTICE TO SRS INVESTORS AND INVESTORS WHO HOLD SHARES THROUGH FINANCE COMPANIES AND/OR DEPOSITORY AGENTS" OF THIS OFFER INFORMATION STATEMENT FOR IMPORTANT DETAILS RELATING TO THE OFFER PROCEDURE FOR THEM.**

For renouncees of Entitled Shareholders or Purchasers whose purchases are settled through finance companies or Depository Agents, acceptances of the Rights Shares represented by the provisional allotment of Rights Shares purchased must be done through the respective finance companies or Depository Agents. Such renouncees or Purchasers are advised to provide their respective finance companies or Depository Agents, as the case may be, with the appropriate instructions early in order for such intermediaries to make the relevant acceptances on their behalf by the Closing Date.

APPENDIX B – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH THE ATMS OF THE PARTICIPATING BANK

ANY ACCEPTANCE AND (IF APPLICABLE) APPLICATION MADE DIRECTLY THROUGH CDP, ELECTRONIC APPLICATIONS AT ANY ATM OF THE PARTICIPATING BANK OR ACCEPTED ELECTRONIC SERVICE, THE SHARE REGISTRAR AND/OR THE COMPANY WILL BE REJECTED.

All references to "Rights Issue" and "Offer of Securities", and "Rights Application" (or terms analogous to the foregoing) on the ATM screens of the Participating Bank shall mean the offer of Rights Shares under the Rights Issue, and the acceptance of provisional allotments of Rights Shares and (if applicable) the application for Excess Rights Shares, respectively. All references to "Document" on the ATM screens of the Participating Bank shall mean this Offer Information Statement.

An Applicant may accept its/his/her provisional allotment of Rights Shares and if applicable, may apply for Excess Rights Shares by way of separate Electronic Applications to accept and subscribe for its/his/her provisional allotment of Rights Shares, and if applicable, apply for Excess Rights Shares.

The Electronic Application shall be made on, and subject to, the terms and conditions of this Offer Information Statement, including but not limited to the terms and conditions appearing below:

(1) In connection with its/his/her Electronic Application for the Rights Shares, the Applicant is required to confirm statements to the following effect in the course of activating the ATM for its/his/her Electronic Application:

(a) **that it/he/she has read, understood and agreed to all the terms and conditions of acceptance of and (if applicable) application for the Rights Shares under the Rights Issue and this Offer Information Statement prior to effecting the Electronic Application and agrees to be bound by the same; and**

(b) **that it/he/she consents to the disclosure of information pertaining to its/his/her Securities Account maintained in CDP's record, including without limitation, its/his/her name, NRIC/passport number, address, nationality, Securities Account number and application details (the "Relevant Particulars") from its/his/her account with the Participating Bank to the Share Registrar, Securities Clearing and Computer Services (Pte) Limited (SCCS), CDP, the SGX-ST, the Company, the Sponsor and any other relevant parties (the "Relevant Parties") as CDP may deem fit for the purpose of the Rights Issue and its/his/her acceptance and/or (if applicable) Excess Application.**

Its/his/her application will not be successfully completed and cannot be recorded as a completed transaction in the ATM unless it/he/she presses the "**Enter**" or "**OK**" or "**Confirm**" or "**Yes**" key, as the case may be. By doing so, the Applicant shall be treated as signifying its/his/her confirmation of each of the two (2) statements above. In respect of statement 1(b) above, its/his/her confirmation, by pressing the "**Enter**" or "**OK**" or "**Confirm**" or "**Yes**" key, as the case may be, shall signify and shall be treated as its/his/her written permission, given in accordance with the relevant laws of Singapore including Section 47(2) and the Third Schedule of the Banking Act 1970 of Singapore, to the disclosure by the Participating Bank of the Relevant Particulars of its/his/her account with the Participating Bank to the Relevant Parties.

(2) An Applicant may make an Electronic Application through an ATM of the Participating Bank for the Rights Shares using cash only by authorising the Participating Bank to deduct the full amount payable from its/his/her account with the Participating Bank.

(3) The Applicant irrevocably agrees and undertakes to subscribe for and to accept up to the aggregate of the number of the Rights Shares provisionally allotted and Excess Rights Shares applied for as stated on the Transaction Record or the number of Rights Shares represented by the provisional allotment of the Rights Shares as may be standing to the credit of the "Free Balance" of its/his/her Securities Account as at the Closing Date. In the event that the Company decides to allot any lesser number of such Excess Rights Shares or not to allot any number of Excess Rights Shares to the Applicant, the Applicant agrees to accept the decision as conclusive and binding.

(4) If the Applicant's Electronic Application is successful, its/his/her confirmation (by its/his/her action of pressing the "**Enter**" or "**OK**" or "**Confirm**" or "**Yes**" key, as the case may be, on the ATM) of the number of Rights Shares accepted and/or (if applicable) Excess Rights Shares applied for shall signify and shall be treated as its/his/her acceptance of the number of Rights Shares accepted and/or Excess Rights Shares applied that may be allotted to it/him/her.

(5) In the event that the Applicant accepts the Rights Shares by way of an ARE and/or an ARS (as the case may be) and/or by way of acceptance through the Electronic Application through the ATM of the Participating Bank or an Accepted Electronic Service, the Company and/or CDP shall be authorised and entitled to accept the Applicant's instructions in whichever mode or combination thereof as they may, in their absolute discretion, deem fit. In determining the number of Rights Shares which the Applicant has validly given instructions to accept, the Applicant shall be deemed to have irrevocably given instructions to accept the lesser of the aggregate number of provisionally allotted Rights Shares that are standing to the credit of the "Free Balance" of its/his/her Securities Account which is available for acceptance and payment as at the Closing Date and the aggregate number of Rights Shares which have been accepted by the Applicant by way of ARE and/or ARS (as the case may be) and by Electronic Application through an ATM or an Accepted Electronic Service. The Company and/or CDP, in determining the number of Rights Shares for which the Applicant has given valid instructions to accept, shall be authorised and entitled to have regard to the aggregate amount of payment received for the acceptance of the Rights Shares, whether by way of Cashier's Order or Banker's Draft in Singapore currency drawn on a bank in Singapore accompanying the ARE and/or ARS or by way of acceptance through the Electronic Application through an ATM of the Participating Bank or an Accepted Electronic Service, which the Applicant has authorised or is deemed to have authorised to be applied towards the payment in respect of its/his/her acceptance.

(6) If applicable, in the event that the Applicant applies for Excess Rights Shares both by way of an ARE and by way of application through the Electronic Application through an ATM of the Participating Bank or an Accepted Electronic Service, the Company and/or CDP shall be authorised and entitled to accept the Applicant's instructions in whichever mode or a combination thereof as they may, in their absolute discretion, deem fit. In determining the number of Excess Rights Shares which the Applicant has validly given instructions to apply for, the Applicant shall be deemed to have irrevocably given instructions to apply for and agreed to accept such number of Excess Rights Shares not exceeding the aggregate number of Excess Rights Shares for which it/he/she has applied by way of the ARE, and by Electronic Application through an ATM of the Participating Bank or an Accepted Electronic Service. The Company and/or CDP, in determining the number of Excess Rights Shares which the Applicant has given valid instructions to apply for, shall be authorised and entitled to have regard to the aggregate amount of payment received for the application for the Excess Rights Shares, whether by way of Cashier's Order or Banker's Draft in Singapore currency drawn on a bank in Singapore accompanying the ARE or by way of application by Electronic Application through an ATM of the Participating Bank or an Accepted Electronic Service, which the Applicant has authorised or is deemed to have authorised to be applied towards the payment in respect of its/his/her application.

(7) The Applicant irrevocably requests and authorises the Company to:

(a) register or procure the registration of the Rights Shares and (if applicable) the Excess Rights Shares allotted to the Applicant in the name of CDP for deposit into its/his/her Securities Account;

(b) return or refund (without interest or any share of revenue or other benefit arising therefrom) the acceptance/application moneys, should its/his/her Electronic Application in respect of the Rights Shares not be accepted and/or Excess Rights Shares applied for not be accepted by the Company for any reason, by automatically crediting the Applicant's bank account with its/his/her Participating Bank with the relevant amount within three (3) Business Days after the commencement of trading of the Rights Shares; and

(c) return or refund (without interest or any share of revenue or other benefit arising therefrom) the balance of the application moneys, should its/his/her Electronic Application for Excess Rights Shares be accepted in part only, by automatically crediting the Applicant's bank account with its/his/her Participating Bank with the relevant amount within three (3) Business Days after the commencement of trading of the Rights Shares.

(8) **BY MAKING AN ELECTRONIC APPLICATION, THE APPLICANT CONFIRMS THAT IT/HE/SHE IS NOT ACCEPTING/APPLYING FOR THE RIGHTS SHARES AS NOMINEE OF ANY OTHER PERSON.**

(9) The Applicant irrevocably agrees and acknowledges that the submission of its/his/her Electronic Application is subject to risks of electrical, electronic, technical and computer-related faults and breakdowns, fires, acts of God, mistakes, losses, theft (in each case whether or not within the control of the Company, CDP, the Sponsor, the Share Registrar and/or the Participating Bank) and any other events whatsoever beyond the control of the Company, CDP, the Sponsor, the Share Registrar and/or the Participating Bank and if, in any such event, the Company, CDP, the Sponsor, the Share Registrar and/or the Participating Bank do not record or receive the Applicant's Electronic Application by **9.30 P.M. ON 29 JUNE 2026**, or such data or the tape containing such data is lost, corrupted, destroyed or not otherwise accessible, whether wholly or partially for whatever reason, the Applicant shall be deemed not to have made an Electronic Application and the Applicant shall have no claim whatsoever against the Company, CDP, the Sponsor, the Share Registrar and/or the Participating Bank in respect of any purported acceptance thereof and (if applicable) Excess Application therefor, or for any compensation, loss or damages in connection therewith or in relation thereto.

(10) **Electronic Applications may only be made at the ATMs of the Participating Bank from Mondays to Saturdays (excluding public holidays) between 7.00 a.m. to 9.30 p.m.**

(11) Electronic Applications through an ATM of the Participating Bank shall close at **9.30 P.M. ON 29 JUNE 2026** or such other time as the Company may, in its absolute discretion, decide, which shall be announced by or on behalf of the Company.

(12) All particulars of the Applicant in the records of its/his/her Participating Bank at the time it/he/she makes its/his/her Electronic Application shall be deemed to be true and correct and the Participating Bank and the Relevant Parties shall be entitled to rely on the accuracy thereof. If there has been any change in the particulars of the Applicant after the time of the making of its/his/her Electronic Application, the Applicant shall promptly notify its/his/her Participating Bank.

(13) The Applicant must have sufficient funds in its/his/her bank account(s) with its/his/her Participating Bank at the time it/he/she makes its/his/her Electronic Application, failing which its/his/her Electronic Application will not be completed. Any Electronic Application made through the ATMs of the Participating Bank which does not strictly conform to the instructions set out on the ATM screens of the Participating Bank will be rejected.

(14) Where an Electronic Application is not accepted, it is expected that the full amount of the acceptance/application moneys will be refunded in S$ (without interest or any share of revenue or other benefit arising therefrom) to the Applicant by being automatically credited to the Applicant's account with the Participating Bank within three (3) Business Days after the commencement of trading of the Rights Shares. An Electronic Application may also be accepted in part, in which case the balance amount of application moneys will be refunded on the same terms.

(15) In consideration of the Company arranging for the Electronic Application facility through the ATMs of the Participating Bank and agreeing to close the Rights Issue at **9.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as the Company may, in its absolute discretion, decide) and by making and completing an Electronic Application, the Applicant agrees that:

(i) its/his/her Electronic Application is irrevocable (whether or not, to the extent permitted by law, any supplemental or replacement document is lodged with the SGX-ST, acting as agent on behalf of the Authority);

(ii) its/his/her Electronic Application, the acceptance by the Company and the contract resulting therefrom shall be governed by, and construed in accordance with the laws of Singapore and it/he/she irrevocably submits to the exclusive jurisdiction of the Singapore courts;

(iii) none of the Company, CDP, the Share Registrar or the Participating Bank shall be liable for any delay, failure or inaccuracy in the recording, storage or in the transmission or delivery of data relating to its/his/her Electronic Application to the Company, CDP or the Participating Bank due to a breakdown or failure of transmission, delivery or communication facilities or any risks referred to in paragraph 9 above or to any cause beyond their respective control;

(iv) it/he/she will not be entitled to exercise any remedy of rescission or misrepresentation at any time after acceptance of the provisionally allotted Rights Shares and (if applicable) application for Excess Rights Shares;

(v) in respect of the Rights Shares and/or Excess Rights Shares for which its/his/her Electronic Application has been successfully completed and not rejected, acceptance of the Applicant's Electronic Application shall be constituted by written notification by or on behalf of the Company and not otherwise, notwithstanding any payment received by or on behalf of the Company;

(vi) unless expressly provided to the contrary in this Offer Information Statement or the Electronic Application, a person who is not a party to any contracts made pursuant to this Offer Information Statement and/or the Electronic Application has no rights under the Contracts (Rights of Third Parties) Act 2001 of Singapore to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where the third parties are conferred rights under such contracts, those rights are not assignable or transferable;

(vii) any interest, share of revenue or other benefit accruing on or arising from or in connection with any acceptance and (if applicable) application monies shall be for the benefit of the Company and none of the Company, the Directors, CDP, the Sponsor or any other persons involved in the Rights Issue shall be under any obligation to account for such interest, share of revenue or other benefit to it/him/her or any other person; and

(viii) in accepting its/his/her "nil-paid" Rights, reliance has been placed solely on the information contained in this Offer Information Statement and that none of the Company, the Directors, CDP, the Sponsor or any other person involved in the Rights Issue shall have any liability in respect of any information not so contained, except for any liability which cannot by law be excluded; it/he/she has not relied on any information, representation or warranty supplied or made by or on behalf of the Company, the Sponsor, CDP, the Share Registrar, the Participating Bank and the SGX-ST; it/he/she has access to all information it/he/she believes is necessary or appropriate in connection with this subscription of Rights Shares; it/he/she has not relied on any investigation that any of the foregoing persons may have conducted with respect to the Rights Shares or the Company, and none of such persons has made any representation to it/him/her, express or implied, with respect to the Rights Shares or the Company; except for any liability which cannot by law be excluded, it/he/she will not hold any of the foregoing persons responsible for any misstatements or omissions from any publicly available information concerning the Company and none of the foregoing persons owes or accepts any duty, liability or responsibility to it/him/her, whether in contract or in tort (including, without limitation, negligence and breach of statutory duty) or otherwise and shall not be liable in respect of any loss, damage or expense whatsoever in relation to the Rights Issue.

(16) The Applicant should ensure that its/his/her personal particulars as recorded by both CDP and the Participating Bank are correct and identical, otherwise, its/his/her Electronic Application may be liable to be rejected. The Applicant should promptly inform CDP of any change in its/his/her address, failing which the notification letter on successful allotment and/or other correspondence will be sent to its/his/her address last registered with CDP.

(17) The existence of a trust will not be recognised. Any Electronic Application by an Applicant must be made in its/his/her own name and without qualification. The Company will reject any application by any person acting as nominee.

(18) In the event that the Applicant accepts or subscribes for the provisionally allotted Rights Shares or (if applicable) applies for Excess Rights Shares, as the case may be, by way of ARE and/or ARS and/or by way of Electronic Application through any ATM of the Participating Bank or an Accepted Electronic Service, the provisionally allotted Rights Shares and/or Excess Rights Shares will be allotted in such manner as the Company and/or CDP may, in their absolute discretion, deem fit and the amount paid on acceptance and (if applicable) application or the surplus application moneys, as the case may be, will be refunded, without interest or any share of revenue or other benefit arising therefrom, within three (3) Business Days after the commencement of trading of the Rights Shares by any one (1) or a combination of the following:

(a) in such manner as it/he/she may have agreed with CDP for the payment of any cash distributions if it/he/she accepts and (if applicable) applies through CDP; and/or

(b) crediting the Applicant's bank account with the Participating Bank or through an Accepted Electronic Service **AT ITS/HIS/HER OWN RISK** if it/he/she accepts and (if applicable) applies through an ATM of the Participating Bank or through an Accepted Electronic Service, the receipt by such bank being a good discharge to the Company and CDP of their obligations, if any, thereunder.

(19) The Applicant hereby acknowledges that, in determining the total number of Rights Shares represented by the provisional allotment of the Rights Shares which it/he/she can validly accept, the Company and/or CDP are entitled and the Applicant hereby authorises the Company and/or CDP to take into consideration:

(a) the total number of Rights Shares represented by the provisional allotment of the Rights Shares that the Applicant has validly accepted, whether under the ARE(s), the ARS, and/or any other application form (including Electronic Application through an ATM of the Participating Bank) for the Rights Shares and/or Excess Rights Shares;

(b) the total number of Rights Shares represented by the provisional allotment of the Rights Shares standing to the credit of the "Free Balance" of the Applicant's Securities Account which is available for acceptance; and

(c) the total number of Rights Shares represented by the provisional allotment of the Rights Shares which has been disposed of by the Applicant.

The Applicant acknowledges that the Company's and/or CDP's determination shall be conclusive and binding on it/him/her.

(20) The Applicant irrevocably requests and authorises the Company and/or CDP to accept instructions from the Participating Bank through whom the Electronic Application is made in respect of the provisional allotment of the Rights Shares accepted by the Applicant and (if applicable) the Excess Rights Shares which the Applicant has applied for.

(21) With regard to any acceptance, application and/or payment which does not conform strictly to the instructions set out under this Offer Information Statement, the PAL, the ARE, the ARS, (if applicable) the Constitution of the Company and/or other application form for the Rights Shares in relation to the Rights Issue or which does not comply with the instructions for Electronic Application or with the terms and conditions of this Offer Information Statement, or in the case of an application by the PAL, the ARE, the ARS and/or any other application form for the Rights Shares in relation to the Rights Issue which is illegible, incomplete, incorrectly completed or which is accompanied by an improperly or insufficiently drawn remittance, or where the “Free Balance” of the Applicant’s Securities Account is not credited with, or is credited with less than the relevant number of Rights Shares subscribed as at the Closing Date, the Company and/or CDP may, at their absolute discretion, reject or treat as invalid any such acceptance, application, payment and/or other processes all remittances at any time after receipt in such manner as it may deem fit.

(22) The Company and/or CDP shall be entitled to process each Electronic Application submitted for the acceptance of Rights Shares, and where applicable, application of Excess Rights Shares in relation to the Rights Issue and the payment received in relation thereto, pursuant to such application, by an Applicant, on its own, without regard to any other application and payment that may be submitted by the same Applicant. For the avoidance of doubt, insufficient payment for an application may render the application invalid; evidence of payment (or overpayment) in other applications shall not constitute, or be construed as, an affirmation of such invalid application submitted for the acceptance of Rights Shares and (if applicable) application for Excess Rights Shares.

APPENDIX C – PROCEDURES FOR ACCEPTANCE, SPLITTING, RENUNCIATION, EXCESS APPLICATION AND PAYMENT BY ENTITLED SCRIPHOLDERS

1. INTRODUCTION

Acceptances of the provisional allotment of and any Excess Application for the Rights Shares must be made on the appropriate form(s) accompanying and forming part of this Offer Information Statement.

Entitled Scripholders are entitled to access and download this Offer Information Statement electronically and receive the OIS Notification Letter together with the PAL comprising the following documents which are deemed to constitute a part of this Offer Information Statement:

Renounceable PAL incorporating:

Form of Acceptance	Form A
Request for Splitting	Form B
Form of Renunciation	Form C
Form of Nomination	Form D
Excess Rights Shares Application Form	Form E

The provisional allotments of the Rights Shares and application for Excess Rights Shares are governed by the terms and conditions of this Offer Information Statement, (if applicable) the Constitution of the Company and the instructions contained in the PAL. The number of Rights Shares provisionally allotted to Entitled Scripholders is indicated in the PAL (fractional entitlement(s), if any, having been disregarded). Entitled Scripholders may accept their provisional allotments of Rights Shares, in full or in part, and are eligible to apply for Rights Shares in excess of their entitlements under the Rights Issue. Full instructions for the acceptance of and payment for the Rights Shares provisionally allotted to Entitled Scripholders and the procedures to be adopted should they wish to renounce, transfer or split all or part of their provisional allotments are set out in the PAL.

THE FULL AMOUNT PAYABLE FOR THE RELEVANT NUMBER OF RIGHTS SHARES ACCEPTED/APPLIED FOR WILL BE ROUNDED UP TO THE NEAREST WHOLE CENT, IF APPLICABLE.

Where any acceptance, application and/or payment does not conform strictly to the instructions set out under this Offer Information Statement, the PAL, the ARE, the ARS, (if applicable) the Constitution of the Company and/or any other application form for the Rights Shares and/or Excess Rights Shares, or is illegible, incomplete, incorrectly completed or which is accompanied by an improperly or insufficiently drawn remittance, the Company and/or the Share Registrar may, at its absolute discretion, reject or treat as invalid any such acceptance, application, payment and/or other processes of remittances at any time after receipt in such manner as they/it may deem fit.

The Company and the Share Registrar shall be entitled to process each application submitted for the acceptance of Rights Shares, and where applicable, application of Excess Rights Shares in relation to the Rights Issue and the payment received in relation thereto, pursuant to such application, by an Entitled Scripholder or a renouncee, on its own, without regard to any other application and payment that may be submitted by the same Entitled Scripholder or renouncee. For the avoidance of doubt, insufficient payment for an application may render the application invalid; evidence of payment (or overpayment) in other applications shall not constitute, or be construed as, an affirmation of such invalid application of Rights Shares and (if applicable) application for Excess Rights Shares.

Entitled Scripholders who intend to trade any part of their provisional allotments of Rights Shares should note that all dealings in and transactions of the provisional allotments of Rights Shares through the Catalist will be effected under the book-entry (scripless) settlement system. Accordingly, the PALs will not be valid for delivery pursuant to trades done on the Catalist.

Unless expressly provided to the contrary in this Offer Information Statement and/or the PAL, a person who is not a party to any contracts made pursuant to this PAL and/or this Offer Information Statement has no right under the Contracts (Rights of Third Parties) Act 2001 of Singapore to enforce any term of such contracts.

Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

(a) Form of Acceptance (FORM A)

Entitled Scripholders who wish to accept their entire provisional allotment of Rights Shares or to accept any part of it and decline the balance should complete and sign the Form of Acceptance (Form A) for the number of Rights Shares which they wish to accept and forward the PAL at the sender's own risk, in its entirety, duly completed and signed, together with a single remittance for the payment in the prescribed manner to **MEDI LIFESTYLE LIMITED C/O THE SHARE REGISTRAR, BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD., 1 HARBOURFRONT AVENUE, KEPPEL BAY TOWER #14-07, SINGAPORE 098632**, so as to arrive not later than **5.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

(b) Insufficient Payment

If:

(i) no remittance is attached or the remittance attached is less than the full amount payable for the provisional allotment of Rights Shares accepted by the Entitled Scripholder and (if applicable) the Excess Rights Shares applied for by the Entitled Scripholder; or

(ii) the remittance submitted together with the PAL is less than the full amount that is payable for the provisional allotment of Rights Shares accepted by the Entitled Scripholder and (if applicable) the Excess Rights Shares applied for by the Entitled Scripholder,

the attention of the Entitled Scripholder is drawn to paragraph (c) of this Appendix C which sets out the circumstances and manner in which the Company and the Share Registrar shall be entitled to determine the number of Rights Shares which the Entitled Scripholder has given instructions to accept.

(c) Appropriation

An Entitled Scripholder should note that by accepting its/his/her provisional allotment of Rights Shares, it/he/she acknowledges that, the Company and the Share Registrar, in determining the number of Rights Shares which the Entitled Scripholder has given instructions to accept, shall be authorised and entitled to have regard to the aggregate amount of payment received for the acceptance of Rights Shares, whether by way of cashier's order or banker's draft drawn on a bank in Singapore to be applied towards the payment of its/his/her acceptance of Rights Shares.

(d) Request for Splitting Form (FORM B) and Form of Renunciation (FORM C)

Entitled Scripholders who wish to accept a portion of their provisional allotments of Rights Shares and renounce the balance of their provisional allotments of Rights Shares, or who wish to renounce all or part of their provisional allotments of Rights Shares in favour of more than one (1) person, should first, using the Request for Splitting (Form B), request to have their provisional allotments of Rights Shares under the PAL split into separate PALs ("**Split Letters**") according to their requirements. The duly completed Form B together with the PAL, in its entirety, duly completed and signed, should be returned by post in the self-addressed envelope provided, at the sender's own risk, to reach **MEDI LIFESTYLE LIMITED C/O THE SHARE REGISTRAR, BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD., 1 HARBOURFRONT AVENUE, KEPPEL BAY TOWER #14-07, SINGAPORE 098632**, not later than **5.00 P.M. ON 23 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). Split Letters will then be issued to Entitled Scripholders in accordance with their request. No Split Letters will be issued to Entitled Scripholders if Form B (together with the PAL in its entirety) is received after **5.00 P.M. ON 23 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

The Company reserves the right to reject any request for Split Letters if, in the opinion of the Directors, the Rights Shares requested for in the Split Letters are in unreasonable denominations. The surrender of the PAL purported to be signed by an Entitled Scripholder shall be conclusive evidence in favour of the Company, the Share Registrar and any other person involved in the Rights Issue of the title of the person(s) lodging it, or on whose behalf it is lodged, to deal with the same and to receive Split Letter(s) and to have credited to that person's Securities Account with CDP the Rights Shares allotted to it/him/her or, if relevant, to receive physical share certificate(s) and/or to receive any statement from CDP and/or refund of acceptance or application moneys. Instructions relating to acceptance, payment, renunciation, nomination and consolidation set out in the PAL shall apply to the Split Letters received consequent upon the original provisional allotment of Rights Shares being split.

The Split Letters representing the number of Rights Shares which Entitled Scripholders intend to renounce, may be renounced by completing the Form for Renunciation (Form C) before delivery to the renouncee(s). Entitled Scripholders should complete Form A of the Split Letter(s) representing that part of their provisional allotments of Rights Shares they intend to accept, if any, and forward the said Split Letter(s) together with remittance for the payment in the prescribed manner to **MEDI LIFESTYLE LIMITED C/O THE SHARE REGISTRAR, BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD., 1 HARBOURFRONT AVENUE, KEPPEL BAY TOWER #14-07, SINGAPORE 098632**, so as to arrive not later than **5.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

Entitled Scripholders who wish to renounce their entire provisional allotments of Rights Shares in favour of one (1) person, or renounce any part of it in favour of one person and decline the balance, should complete Form C for the number of provisional allotments of Rights Shares which they wish to renounce and deliver the PAL in its entirety to the renouncee(s).

The surrender of the PAL purported to be signed by an Entitled Scripholder shall be conclusive evidence in favour of the Company, the Share Registrar and any other person involved in the Rights Issue of the title of the renouncee to deal with it and (if applicable) to receive Split Letters and to have credited to the renouncee's Securities Account with CDP the Rights Shares renounced to it/him/her or, if relevant, to receive physical share certificate(s) for the Rights Shares and/or to receive any statement from CDP and/or return or refund of surplus acceptance moneys.

(e) Form of Nomination (with Consolidated Listing Form) (Form D)

Each Entitled Scripholder may consolidate the Rights Shares provisionally allotted in the PAL together with those comprised in any PALs and/or Split Letters renounced in its/his/her favour by completing and signing Form A (Form of Acceptance) and the Consolidated Listing Form in Form D (Form of Nomination) of the PAL and attaching thereto all the said renounced PALs and/or Split Letters, each duly completed and signed and with the serial number of the Principal PAL (as hereinafter defined) stated on each of them. A renouncee who is not an Entitled Scripholder and who wishes to consolidate the provisional allotments of Rights Shares comprised in several renounced PALs and/or Split Letters in one name only or in the name of a joint Securities Account should complete the Consolidated Listing Form in Form D of only one PAL or Split Letter (the "**Principal PAL**") by entering therein details of the renounced PALs and/or Split Letters and attaching thereto all the said renounced PALs and/or Split Letters, each duly completed and signed, and with the serial number of the Principal PAL stated on each of them. **ALL THE RENOUNCED PALS AND SPLIT LETTERS, EACH DULY COMPLETED AND SIGNED, MUST BE ATTACHED TO FORM A OR FORM D (AS THE CASE MAY BE)**. All duly completed and signed Form Ds, together with the PAL in its entirety, together with payment in the prescribed manner, are to reach **MEDI LIFESTYLE LIMITED C/O THE SHARE REGISTRAR, BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD., 1 HARBOURFRONT AVENUE, KEPPEL BAY TOWER #14-07, SINGAPORE 098632**, not later than **5.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

(f) Payment

Payment of the full amount due on acceptance and/or application in relation to the PALs must be made in Singapore currency in the form of a Cashier's Order or Banker's Draft drawn on a bank in Singapore and made payable to "**MEDI LIFESTYLE LIMITED**" and crossed "**NOT NEGOTIABLE, A/C PAYEE ONLY"** with the name and address of the Entitled Scripholder or accepting party clearly written in block letters on the reverse side of the Banker's Draft or Cashier's Order. The completed PAL and remittance should be addressed and forwarded, by post in the self-addressed envelope provided at the sender's own risk, to **MEDI LIFESTYLE LIMITED C/O THE SHARE REGISTRAR, BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD., 1 HARBOURFRONT AVENUE, KEPPEL BAY TOWER #14-07, SINGAPORE 098632**, so as to arrive not later than **5.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). **NO OTHER FORM OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.**

If acceptance and payment in the prescribed manner as set out in the PAL is not received by **5.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), the provisional allotments of Rights Shares shall be deemed to have been declined and shall forthwith lapse and become void and such provisional allotments not so accepted will be used to satisfy Excess Applications, if any, or disposed of or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. The Company will return all unsuccessful application moneys received in connection therewith **BY ORDINARY POST** and at the risk of the Entitled Scripholders or their renouncee(s), as the case may be, without interest or share of revenue or benefit arising therefrom within 14 days after the Closing Date.

(g) Excess Rights Shares Application Form (Form E)

Entitled Scripholders who wish to apply for Excess Rights Shares in addition to those which have been provisionally allotted to them may do so by completing and signing the form for the application for Excess Rights Shares Application Form (Form E) and forwarding it with a **SEPARATE REMITTANCE** for the full amount payable in respect of the Excess Rights Shares applied for in the form and manner set out above, by post in the self-addressed envelope provided at their own risk, to **MEDI LIFESTYLE LIMITED C/O THE SHARE REGISTRAR, BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD., 1 HARBOURFRONT AVENUE, KEPPEL BAY TOWER #14-07, SINGAPORE 098632**, so as to arrive not later than **5.30 P.M. ON 29 JUNE 2026** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). **NO OTHER FORM OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED**.

FORM E IS NOT TRANSFERABLE AND MAY ONLY BE USED BY THE ENTITLED SCRIPHOLDERS NAMED HEREIN.

The Excess Rights Shares are available for application subject to the terms and conditions contained in this Offer Information Statement, (if applicable) the Constitution of the Company and instructions contained in the PAL (including Form E). Applications for Excess Rights Shares will, at the Directors' absolute discretion, be satisfied from such Rights Shares as are not validly taken up by the Entitled Shareholders or their respective renouncee(s) or the Purchaser(s) of the provisional allotments of Rights Shares, the unsold "nil-paid" provisional allotment of Rights Shares (if any) of Foreign Shareholders and any Rights Shares that are otherwise not allotted for whatever reason in accordance with the terms and conditions contained in this Offer Information Statement, (if applicable) the Constitution of the Company and instructions contained in the PAL (including Form E) and/or any other application form for the Rights Shares.

In the event that applications are received by the Company for more Excess Rights Shares than are available, the Excess Rights Shares available will be allotted in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. In the allotment of Excess Rights Shares, preference will be given to the rounding of odd lots. Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation on the Board (whether direct or through a nominee) shall rank last in priority. The Company reserves the right to allot the Excess Rights Shares applied for under Form E in any manner as the Directors may deem fit and to refuse, in whole or in part, any application for Excess Rights Shares without assigning any reason whatsoever.

In the event that the number of the Excess Rights Shares allotted to Entitled Scripholders is less than the number of Excess Rights Shares applied for, Entitled Scripholders shall be deemed to have accepted the number of Excess Rights Shares actually allotted to them.

If no Excess Rights Shares are allotted to Entitled Scripholders or if the number of Excess Rights Shares allotted to them is less than that applied for, it is expected that the amount paid on application or the surplus of the application moneys for Excess Rights Shares received by the Company, as the case may be, will be refunded to them by the Company without interest or any share of revenue or other benefit arising therefrom within 14 days after the Closing Date, by means of a crossed cheque drawn on a bank in Singapore and sent **BY ORDINARY POST** at **ITS/HIS/HER OWN RISK** to their mailing addresses as maintained with the Share Registrar.

(h) General

No acknowledgements or receipts will be issued in respect of any acceptances, remittances or applications.

Entitled Scripholders or renouncees (as the case may be) who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor, accountant or other professional adviser(s) immediately.

Upon listing and quotation of the Rights Shares on the Catalist, any trading of the Rights Shares on the Catalist will be via the book-entry (scripless) settlement system. All dealings in, and transactions (including transfers) of the Rights Shares effected through SGX-ST and/or CDP shall be made in accordance with CDP's "**Terms and Conditions for Operation of Securities Accounts with CDP**", as the same may be amended from time to time. Copies of the above are available from CDP.

To facilitate scripless trading, Entitled Scripholders and their renouncees who wish to accept the Rights Shares provisionally allotted to them and (if applicable) apply for Excess Rights Shares and who wish to trade the Rights Shares issued to them on the SGX-ST under the book-entry (scripless) settlement system, should open and maintain Securities Accounts with CDP in their own names (if they do not already maintain such Securities Accounts) before accepting any Rights Shares or applying for any Excess Rights Shares in order that the number of Rights Shares and, if applicable, the Excess Rights Shares that may be allotted to them may be credited by CDP into their Securities Accounts. Entitled Scripholders and their renouncees who wish to accept and/or apply for the provisional allotments of the Rights Shares and (if applicable) apply for the Excess Rights Shares must fill in their Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) in the relevant forms comprised in the PAL. Entitled Scripholders and their renouncees who fail to do so or whose particulars are incorrect or invalid or whose particulars as provided differ from those particulars in their Securities Accounts currently maintained with CDP will be issued physical share certificates in their own names for the Rights Shares allotted to them and if applicable, the Excess Rights Shares allotted to them. Such physical share certificates, if issued, will be sent BY ORDINARY POST to the person(s) entitled thereto at its/his/her OWN RISK. Physical share certificates will not be valid for delivery pursuant to trades done on the SGX-ST under the book-entry (scripless) settlement system, although they will continue to be *prima facie* evidence of legal title.

If the Entitled Scripholders' addresses stated in the PALs are different from their addresses registered with CDP, they must inform CDP of their updated addresses promptly, failing which the notification letters on successful allotments will be sent to their addresses last registered with CDP. A holder of physical share certificate(s), or an Entitled Scripholder who has not deposited its/his/her share certificate(s) with CDP but who wishes to trade on the Catalist, must deposit with CDP its/his/her existing share certificate(s), together with the duly stamped and executed instrument(s) of transfer in favour of CDP, pay the applicable fees and have its/his/her Securities Account credited with the number of Rights Shares or existing Shares, as the case may be, before it/he/she can effect the desired trade.

THE FINAL TIME AND DATE FOR ACCEPTANCES AND/OR APPLICATIONS AND PAYMENT FOR THE RIGHTS SHARES UNDER THE RIGHTS ISSUE IS 5.30 P.M. ON 29 JUNE 2026 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY).

(i) Personal Data Privacy

By completing and delivering the PAL, an Entitled Scripholder or a renouncee (i) consents to the collection, use and disclosure of its/his/her personal data by the Company, the Sponsor, the Share Registrar, CDP and the SGX-ST for the purpose of facilitating its/his/her application for the Rights Shares, and in order for the aforesaid persons to comply with any applicable laws, listing rules, regulations and/or guidelines; (ii) warrants that where it/he/she discloses the personal data of another person, such disclosure is in compliance with the applicable laws; and (iii) agrees that it/he/she will indemnify the Company, the Sponsor, the Share Registrar, CDP and the SGX-ST in respect of any penalties, liabilities, claims, demands, losses and damages as a result of its/his/her breach of warranty.

This Offer Information Statement is dated this 11 June 2026.

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Offer Information Statement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Offer Information Statement constitutes full and true disclosure of all material facts about the Rights Issue, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Offer Information Statement misleading. Where information in this Offer Information Statement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Offer Information Statement in its proper form and context.

For and on behalf of **MEDI LIFESTYLE LIMITED**

Yong Thiam Fook (Alan)
(Non-Independent Non-Executive Chairman)

Tan Lee Seng
(Executive Director)

Ng Lee Eng (Gillian)
(Lead Independent Director)

Wang Xiaolan
(Independent Director)