



Thomson Medical Group Limited and its Subsidiaries
(Company Registration No: 199908381D)

Condensed Interim Consolidated Financial Statements
For the six months and full year ended 30 June 2024

THOMSON MEDICAL GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No: 199908381D)

Table of Contents	Page
A. Condensed interim consolidated statement of profit or loss and other comprehensive income	2
B. Condensed interim statements of financial position	4
C. Condensed interim consolidated statements of changes in equity	5
D. Condensed interim consolidated statement of cash flows	8
E. Notes to the condensed interim consolidated financial statements	10
F. Other information required by Listing Rule Appendix 7.2	22

THOMSON MEDICAL GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No: 199908381D)

Condensed Interim Consolidated Statement of Profit or Loss

	Note	6 months ended 30 June			12 months ended 30 June		
		2024 \$'000 (Unaudited)	2023 \$'000 (Unaudited)	Change %	2024 \$'000 (Audited)	2023 \$'000 (Audited)	Change %
Revenue	5	183,036	171,770	6.6	351,154	355,769	(1.3)
Other income		28,456	3,299	762.6	31,500	5,635	459.0
Inventories and consumables used		(44,813)	(29,684)	51.0	(75,225)	(59,380)	26.7
Staff costs		(62,160)	(55,393)	12.2	(121,760)	(117,974)	3.2
Depreciation and amortisation expenses		(16,541)	(10,821)	52.9	(27,461)	(21,070)	30.3
Other operating expenses		(40,458)	(42,139)	(4.0)	(83,239)	(80,720)	3.1
Results from operating activities		47,520	37,032	28.3	74,969	82,260	(8.9)
Finance income		2,404	2,448	(1.8)	7,376	3,948	86.8
Finance costs		(30,912)	(16,749)	84.6	(51,551)	(30,512)	69.0
Net finance costs		(28,508)	(14,301)	99.3	(44,175)	(26,564)	66.3
Share of results of a joint venture		(57)	(207)	(72.5)	(192)	(493)	(61.1)
Profit before taxation	6	18,955	22,524	(15.8)	30,602	55,203	(44.6)
Income tax expense	7	(4,392)	(5,746)	(23.6)	(11,110)	(14,147)	(21.5)
Profit for the period/year		14,563	16,778	(13.2)	19,492	41,056	(52.5)
Profit attributable to:							
Owners of the Company		13,417	13,760	(2.5)	15,435	36,555	(57.8)
Non-controlling interest		1,146	3,018	(62.0)	4,057	4,501	(9.9)
Profit for the period/year		14,563	16,778	(13.2)	19,492	41,056	(52.5)
EBITDA		64,061	47,853	33.9	102,430	103,330	(0.9)
Adjusted EBITDA¹		65,602	51,095	28.4	109,792	106,572	3.0

NM – Not meaningful

¹ Adjusted for one-off transactions and non-recurring costs

THOMSON MEDICAL GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No: 199908381D)

Condensed Interim Consolidated Statement of Other Comprehensive Income

	6 months ended 30 June			12 months ended 30 June			
	2024 \$'000	2023 \$'000	Change %	2024 \$'000	2023 \$'000	Change %	
	Note	(Unaudited)	(Unaudited)	(Audited)	(Audited)		
Profit for the period/year		14,563	16,778	(13.2)	19,492	41,056	(52.5)
Other comprehensive income:							
<u>Item that may be reclassified subsequently to profit or loss</u>							
Foreign currency translation		84	(24,499)	N.M.	(4,271)	(42,528)	(90.0)
Net change in fair value of cash flow hedges		32	151	(78.8)	(297)	373	(179.6)
<u>Item that will not be reclassified to profit or loss</u>							
Net change in fair value of financial assets at fair value through other comprehensive income		101	59	71.2	101	(119)	184.9
Other comprehensive income for the period/year, net of tax		217	(24,289)	N.M.	(4,467)	(42,274)	(89.4)
Total comprehensive income for the period/year		14,780	(7,511)	N.M.	15,025	(1,218)	N.M.
Attributable to:							
Owners of the Company		13,450	(11,165)	220.5	11,445	(2,129)	637.6
Non-controlling interests		1,330	3,654	(63.6)	3,580	911	293.0
Total comprehensive income for the period/year		14,780	(7,511)	296.8	15,025	(1,218)	N.M.
Earnings per share for profit for the period/year attributable to the owners of the Company during the period/year (cents)							
Basic ⁽¹⁾		0.051	0.052	(1.9)	0.058	0.138	(58.0)
Diluted ⁽²⁾		0.051	0.052	(1.9)	0.058	0.138	(58.0)

N.M. – Not meaningful

⁽¹⁾ The calculation of basic earnings per share was based on weighted average number of shares in issue of 26,441,066,807 (2023: 26,441,066,807) for Second Half Year and Full Year.

⁽²⁾ The calculation of diluted earnings per share was based on weighted average number of shares in issue of 26,458,912,407 (2023: 26,446,738,285) for Second Half Year and Full Year.

THOMSON MEDICAL GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No: 199908381D)

Condensed Interim Statements of Financial Position

	Note	Group		Company	
		30 June 2024 \$'000 (Audited)	30 June 2023 \$'000 (Audited)	30 June 2024 \$'000 (Audited)	30 June 2023 \$'000 (Audited)
ASSETS					
Non-current assets					
Property and equipment	10	474,154	416,023	266	267
Intangible assets	11	895,499	481,647	–	–
Investment properties	12	103,793	91,314	–	–
Right-of-use assets		14,466	14,528	840	283
Investment in subsidiaries		–	–	2,216,896	2,192,774
Investment in joint venture		–	192	–	–
Deferred tax assets		247	605	–	–
Other investment		2,317	2,216	–	–
Derivative financial instruments		76	373	76	373
		1,490,552	1,006,898	2,218,078	2,193,697
Current assets					
Development property	15	97,390	85,493	–	–
Inventories		8,799	6,326	–	–
Trade and other receivables		43,377	62,474	853,099	617,227
Cash and short-term deposits		167,276	286,591	53,544	207,597
		316,842	440,884	906,643	824,824
Total assets		1,807,394	1,447,782	3,124,721	3,018,521
Current liabilities					
Contract liabilities		6,567	3,642	–	–
Trade and other payables		80,652	83,819	8,480	8,426
Income tax payable		8,833	13,891	888	407
Interest-bearing loans and borrowings	16	189,184	12,129	182,424	7,500
Lease liabilities		6,861	6,556	245	269
		292,097	120,037	192,037	16,602
Net current assets		24,745	320,847	714,606	808,222
Non-current liabilities					
Contract liabilities		328	–	–	–
Deferred tax liabilities		10,674	7,333	–	–
Interest-bearing loans and borrowings	16	917,018	735,629	568,992	652,772
Lease liabilities		8,303	8,478	597	24
Provisions		799	862	35	35
		937,122	752,302	569,624	652,831
Total liabilities		1,229,219	872,339	761,661	669,433
Net assets		578,175	575,443	2,363,060	2,349,088
Equity attributable to owners of the Company					
Share capital	17	2,364,503	2,364,503	2,364,503	2,364,503
Retained earnings/(accumulated losses)		159,719	154,816	(2,241)	(15,963)
Other reserves		(2,023,320)	(2,019,877)	798	548
		500,902	499,442	2,363,060	2,349,088
Non-controlling interests		77,273	76,001	–	–
Total equity		578,175	575,443	2,363,060	2,349,088
Total equity and liabilities		1,807,394	1,447,782	3,124,721	3,018,521

THOMSON MEDICAL GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No: 199908381D)

Condensed Interim Statements of Changes in Equity

Group	Attributable to owners of the Company											
	Share capital \$'000	Retained earnings \$'000	Merger reserve \$'000	Foreign currency translation reserve \$'000	Capital reserve \$'000	Fair value reserve \$'000	Share-based payment reserve \$'000	Hedging reserve \$'000	Total other reserves \$'000	Total \$'000	Non-controlling interests \$'000	Total equity \$'000
At 1 July 2023	2,364,503	154,816	(1,842,369)	(131,784)	(47,128)	856	175	373	(2,019,877)	499,442	76,001	575,443
Profit for the year	–	15,435	–	–	–	–	–	–	–	15,435	4,057	19,492
<u>Other comprehensive income</u>												
Foreign currency translation	–	–	–	(3,794)	–	–	–	–	(3,794)	(3,794)	(477)	(4,271)
Net change in fair value of cash flow hedges	–	–	–	–	–	–	–	(297)	(297)	(297)	–	(297)
Net change in fair value of financial assets at fair value through other comprehensive income	–	–	–	–	–	101	–	–	101	101	–	101
Other comprehensive income for the year, net of tax	–	–	–	(3,794)	–	101	–	(297)	(3,990)	(3,990)	(477)	(4,467)
Total comprehensive income for the year	–	15,435	–	(3,794)	–	101	–	(297)	(3,990)	11,445	3,580	15,025
<u>Contributions by and distributions to owners</u>												
Equity-settled share-based payment transactions	–	–	–	–	–	–	547	–	547	547	16	563
Dividends on ordinary shares	–	(10,576)	–	–	–	–	–	–	–	(10,576)	–	(10,576)
Dividends paid to non-controlling interests of subsidiaries	–	–	–	–	–	–	–	–	–	–	(2,280)	(2,280)
Total contributions by and distributions to owners	–	(10,576)	–	–	–	–	547	–	547	(10,029)	(2,264)	(12,293)
<u>Others</u>												
Lapsed employees' share options	–	44	–	–	–	–	–	–	–	44	(44)	–
Total others	–	44	–	–	–	–	–	–	–	44	(44)	–
At 30 June 2024	2,364,503	159,719	(1,842,369)	(135,578)	(47,128)	957	722	76	(2,023,320)	500,902	77,273	578,175

THOMSON MEDICAL GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No: 199908381D)

Condensed Interim Statements of Changes in Equity (cont'd)

Group	Attributable to owners of the Company											
	Share capital \$'000	Retained earnings \$'000	Merger reserve \$'000	Foreign currency translation reserve \$'000	Capital reserve \$'000	Fair value reserve \$'000	Share-based payment reserve \$'000	Hedging reserve \$'000	Total other reserves \$'000	Total \$'000	Non-controlling interests \$'000	Total equity \$'000
At 1 July 2022	2,364,503	148,546	(1,842,369)	(92,846)	(47,128)	975	–	–	(1,981,368)	531,681	76,661	608,342
Profit for the year	–	36,555	–	–	–	–	–	–	–	36,555	4,501	41,056
<u>Other comprehensive income</u>												
Foreign currency translation	–	–	–	(38,938)	–	–	–	–	(38,938)	(38,938)	(3,590)	(42,528)
Net change in fair value of cash flow hedges	–	–	–	–	–	–	–	373	373	373	–	373
Net change in fair value of financial assets at fair value through other comprehensive income	–	–	–	–	–	(119)	–	–	(119)	(119)	–	(119)
Other comprehensive income for the year, net of tax	–	–	–	(38,938)	–	(119)	–	373	(38,684)	(38,684)	(3,590)	(42,274)
Total comprehensive income for the year	–	36,555	–	(38,938)	–	(119)	–	373	(38,684)	(2,129)	911	(1,218)
<u>Contributions by and distributions to owners</u>												
Equity-settled share-based payment transactions	–	–	–	–	–	–	175	–	175	175	37	212
Dividends on ordinary shares	–	(30,407)	–	–	–	–	–	–	–	(30,407)	–	(30,407)
Dividends paid to non-controlling interests of subsidiaries	–	–	–	–	–	–	–	–	–	–	(1,486)	(1,486)
Total contributions by and distributions to owners	–	(30,407)	–	–	–	–	175	–	175	(30,232)	(1,449)	(31,681)
<u>Others</u>												
Lapsed employees' share options	–	122	–	–	–	–	–	–	–	122	(122)	–
Total others	–	122	–	–	–	–	–	–	–	122	(122)	–
At 30 June 2023	2,364,503	154,816	(1,842,369)	(131,784)	(47,128)	856	175	373	(2,019,877)	499,442	76,001	575,443

THOMSON MEDICAL GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No: 199908381D)

Condensed Interim Statements of Changes in Equity

Company	Share capital \$'000	Accumulated losses \$'000	Share-based payment reserve \$'000	Hedging reserve \$'000	Total other reserve \$'000	Total equity \$'000
At 1 July 2023	2,364,503	(15,963)	175	373	548	2,349,088
Profit for the period, representing total comprehensive income for the period	–	24,298	–	–	–	24,298
<u>Other comprehensive income</u>						
Net change in fair value of cash flow hedges	–	–	–	(297)	(297)	(297)
<u>Contributions by and distributions to owners</u>						
Equity-settled share-based payment transactions	–	–	547	–	547	547
Dividends on ordinary shares	–	(10,576)	–	–	–	(10,576)
	–	(10,576)	547	–	547	(10,029)
At 30 June 2024	2,364,503	(2,241)	722	76	798	2,363,060
At 1 July 2022	2,364,503	(14,631)	–	–	–	2,349,872
Profit for the period, representing total comprehensive income for the period	–	29,075	–	–	–	29,075
<u>Other comprehensive income</u>						
Net change in fair value of cash flow hedges	–	–	–	373	373	373
<u>Contributions by and distributions to owners</u>						
Equity-settled share-based payment transactions	–	–	175	–	175	175
Dividends on ordinary shares	–	(30,407)	–	–	–	(30,407)
	–	(30,407)	175	–	175	(30,232)
At 30 June 2023	2,364,503	(15,963)	175	373	548	2,349,088

THOMSON MEDICAL GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No: 199908381D)

Condensed Interim Consolidated Statement of Cash Flows

	12 months ended 30 June	
	2024	2023
	\$'000	\$'000
	(Audited)	(Audited)
Operating activities		
Profit before taxation	30,602	55,203
<u>Adjustments for:</u>		
Allowance for expected credit losses on trade receivables, net	72	1,395
Amortisation of financing fees on borrowings	838	644
Depreciation of property and equipment and investment properties	17,486	13,157
Depreciation of right-of-use assets	7,761	6,867
Amortisation of intangible assets	2,214	1,046
Loss on disposal of property and equipment	107	142
Property and equipment written off	33	11
Inventories written off	38	207
Gain on derecognition of leases	(15)	(4)
Finance income	(7,376)	(3,948)
Finance costs	50,713	29,868
Share of results of a joint venture	192	493
Unrealised exchange loss	37	364
Equity-settled share-based payment transactions	563	212
Reversal of impairment loss on development property	(12,432)	–
Reversal of impairment loss on investment property	(13,101)	–
Total adjustments	47,130	50,454
Operating cash flows before changes in working capital	77,732	105,657
<u>Changes in working capital:</u>		
Decrease/(increase) in inventories	668	(1,264)
Decrease/(increase) in trade and other receivables	25,628	(4,603)
(Decrease)/increase in trade and other payables and contract liabilities	(14,305)	378
Total changes in working capital	11,991	(5,489)
Cash flows from operations	89,723	100,168
Interest income received	8,133	3,203
Income taxes paid	(14,506)	(14,777)
Net cash flows from operating activities	83,350	88,594
Investing activities		
Purchase of property and equipment	(26,863)	(11,205)
Purchase of intangible assets	(3,497)	(1,584)
Proceeds from disposal of property and equipment	338	86
Investment in a joint venture	–	(685)
Acquisition of a subsidiary, net of cash acquired	(459,968)	–
Net cash flows used in investing activities	(489,990)	(13,388)

THOMSON MEDICAL GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No: 199908381D)

Condensed Interim Consolidated Statement of Cash Flows (cont'd)

	12 months ended 30 June	
	2024	2023
	\$'000	\$'000
	(Audited)	(Audited)
Financing activities		
Repayment of interest-bearing loans and borrowings	(199,090)	(242,567)
Proceeds from interest-bearing loans and borrowings	557,094	366,097
Changes in pledged deposits	(6,604)	257
Dividends paid on ordinary shares	(10,576)	(30,407)
Dividends paid to non-controlling interests of subsidiaries	(2,280)	(1,486)
Payment of principal portion of lease liabilities	(7,488)	(6,572)
Interest paid	(49,731)	(31,105)
Net cash flows generated from financing activities	281,325	54,217
Net (decrease)/increase in cash and cash equivalents	(125,315)	129,423
Effect of exchange rate changes on cash and cash equivalents	(604)	(4,166)
Cash and cash equivalents at 1 July	276,156	150,899
Cash and cash equivalents at 30 June	150,237	276,156

Note:

Cash at banks and on hand	70,132	78,018
Short-term deposits	97,144	208,573
Total cash and short-term deposits	167,276	286,591
Less: Pledge deposits	(17,039)	(10,435)
Cash and cash equivalents at 30 June	150,237	276,156

Notes to the Condensed Interim Consolidated Financial Statements

1. Corporate information

Thomson Medical Group Limited (the Company) is a limited liability company incorporated and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited (SGX-ST).

The registered office and principal place of business of the Company is located at 101 Thomson Road, #20-04/05, United Square, Singapore 307591.

The principal activities of the Company are those of investments, investment holding and strategic investments and other related activities. The principal activities of the subsidiaries are principally engaged in operating hospital and clinics and provision of healthcare services.

2. Basis of preparation

The condensed interim consolidated financial statements for the six months and full year ended 30 June 2024 have been prepared in accordance with SFRS(I) 1-34 *Interim Financial Reporting* issued by the Accounting Standards Council Singapore. The condensed interim consolidated financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance of the Group since the interim consolidated financial statements for the period ended 31 December 2023.

The accounting policies adopted are consistent with those of the previous financial year which were prepared in accordance with SFRS(I)s, except for the adoption of new and amended standards as set out in Note 2.1.

The condensed interim consolidated financial statements are presented in Singapore Dollars (\$) or SGD) and all values in the tables are rounded to the nearest thousand (\$'000), except when otherwise indicated.

2.1 New and amended standards adopted by the Group

A number of amendments to Standards have become applicable for the current reporting period. The Group did not have to change its accounting policies or make retrospective adjustments as a result of adopting those standards.

2.2 Significant accounting judgements and estimates

The preparation of the condensed interim consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each reporting period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

In preparing the condensed interim consolidated financial statements, the key assumptions concerning the future and other key sources of estimation uncertainty are consistent with that applied to the consolidated financial statements as at and for the year ended 30 June 2023.

Key sources of estimation uncertainty

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment to the carrying amounts of assets within the next financial period are included in the following notes:

- (a) Note 11 - Impairment testing of goodwill
- (b) Note 10 - Impairment testing of property and equipment attributable to BB Waterfront Sdn Bhd
- (c) Note 12 and Note 15 - Valuation of investment properties and development property

THOMSON MEDICAL GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No: 199908381D)

3. Seasonal operations

The Group's businesses are not affected significantly by seasonal or cyclical factors during the financial period.

4. Segment information

The Group has previously reported its financial performance based on the business segments of Hospital services, Specialised services, and Investment holdings respectively. Over the past years, the Group has expanded its existing operations, developed new businesses, and made new acquisition. Management has conducted a review of its businesses and determined that the previous segments are no longer representative of its enlarged group offerings as well as the manner in which financial performance is assessed and decisions on resource allocation made. To present a clearer view of the Group's businesses, the management has redefined its business segments. With effect from FY2024, the Group will be reporting its financial performance based on (i) the hospital and healthcare services (comprising both hospital and specialised services) in different regions and (ii) investment holdings. Investment holdings are those relating to investment properties and development property. The Group's significant reportable segments comprise:

- Singapore
- Malaysia
- Vietnam
- Investment holdings

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain respects, as explained in the table below, is measured differently from operating profit or loss in the consolidated financial statements.

4.1 Reportable segments

	Singapore	Malaysia	Vietnam	Investment holdings	Note	Consolidated
12 months ended 30 June 2024	\$'000	\$'000	\$'000	\$'000		\$'000
Revenue:						
External customers	200,242	100,133	50,407	372		351,154
Total revenue	200,242	100,133	50,407	372		351,154
Results:						
Finance income	55	1,570	73	5,678		7,376
Finance costs	(2,590)	(2,945)	(265)	(45,751)		(51,551)
Depreciation and amortisation	(13,665)	(8,168)	(5,114)	(514)		(27,461)
Share of result of a joint venture	–	–	–	(192)		(192)
Reversal of impairment loss on development property	–	–	–	12,432		12,432
Reversal of impairment loss on investment property	–	–	–	13,101		13,101
Segment profit/(loss)	28,562	11,536	4,069	(24,675)		19,492
Assets:						
Additions to non-current assets	21,769	9,500	3,643	863	A	35,775
Segment assets	654,471	393,916	489,343	269,664		1,807,394
Segment liabilities	108,751	88,097	17,539	1,014,832		1,229,219

THOMSON MEDICAL GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No: 199908381D)

4. Segment information (cont'd)

4.1 Reportable segments (cont'd)

12 months ended 30 June 2023	Singapore \$'000	Malaysia \$'000	Investment holdings \$'000	Note	Consolidated \$'000
Revenue:					
External customers	260,414	94,950	405		355,769
Total revenue	260,414	94,950	405		355,769
Results:					
Finance income	34	984	2,930		3,948
Finance costs	(1,488)	(2,848)	(26,176)		(30,512)
Depreciation and amortisation	(12,280)	(8,123)	(667)		(21,070)
Share of result of a joint venture	-	-	(493)		(493)
Segment profit/(loss)	60,152	11,655	(30,751)		41,056
Assets:					
Additions to non-current assets	13,934	7,141	17	A	21,092
Investment in a joint venture	-	-	192		192
Segment assets	664,336	392,927	390,519		1,447,782
Segment liabilities	109,980	92,608	669,751		872,339

Notes

A Additions to non-current assets consist of additions to property and equipment, intangible assets, investment properties, right-of-use assets and other investment.

Geographical information

Revenue and non-current assets information based on the geographical location of customers and assets respectively are as follows:

	Revenue		Non-current assets	
	12 months ended 30 June		30 June	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Singapore	200,242	260,414	603,478	595,957
Malaysia	100,505	95,355	421,642	410,941
Vietnam	50,407	-	465,432	-
	351,154	355,769	1,490,552	1,006,898

Non-current assets information presented above mainly consist of property and equipment, intangible assets, investment properties, right-of-use assets as presented in the consolidated statement of financial position.

THOMSON MEDICAL GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No: 199908381D)

4. Segment information (cont'd)

4.2 A breakdown of sales

	Group		
	30 June 2024	30 June 2023	Change
	\$'000	\$'000	%
(a) Sales reported for the first half year	168,118	183,999	(8.6)
(b) Operating profit after tax before deducting non-controlling interests reported for first half year	4,929	24,278	(79.7)
(c) Sales reported for the second half year	183,036	171,770	6.6
(d) Operating profit after tax before deducting non-controlling interests reported for second half year	14,563	16,778	(13.2)

5 Disaggregation of revenue

	Group			
	6 months ended 30 June		12 months ended 30 June	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
<u>Major product or service lines</u>				
Rendering of services, including sale of goods	181,436	169,872	347,914	351,998
Rental income	1,600	1,898	3,240	3,771
	183,036	171,770	351,154	355,769
<u>Timing of revenue recognition</u>				
At a point in time	177,024	167,859	341,703	347,828
Over time	6,012	3,911	9,451	7,941
	183,036	171,770	351,154	355,769

6. Profit before taxation

The following items have been included in arriving at profit before taxation:

	Group			
	6 months ended 30 June		12 months ended 30 June	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
(Reversal of allowance)/allowance for expected credit losses on trade receivables, net	(79)	1,266	72	1,395
Depreciation of property and equipment, investment properties and right-of-use assets	15,052	10,193	25,247	20,024
Amortisation of intangible assets	1,489	628	2,214	1,046
Net loss on disposal of property and equipment	95	85	107	142
Property and equipment written off	22	7	33	11
Reversal of impairment loss on development property	(12,432)	–	(12,432)	–
Reversal of impairment loss on investment property	(13,101)	–	(13,101)	–
Inventories written off	13	24	38	207

THOMSON MEDICAL GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No: 199908381D)

7. Income tax expense

The Group calculates the period income tax expense using the tax rate that would be applicable to the expected total annual earnings. The major components of income tax expense in the consolidated statement profit or loss are:

	Group			
	6 months ended 30 June		12 months ended 30 June	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Current income tax				
- current income taxation	4,537	6,479	8,786	13,498
- over provision in respect of previous years	(527)	(13)	(528)	(12)
	4,010	6,466	8,258	13,486
Deferred income tax				
- origination and reversal of temporary differences	711	(903)	3,181	478
- (over)/under provision in respect of previous years	(329)	183	(329)	183
	382	(720)	2,852	661
Income tax expense	4,392	5,746	11,110	14,147

8. Related party transactions

In addition to those related party information disclosed elsewhere in the financial statements, the following are the significant related party transactions entered into by the Group in the ordinary course of business on terms agreed between the parties during the financial period/year:

	Group			
	6 months ended 30 June		12 months ended 30 June	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
<u>With affiliates</u>				
Purchase of services	265	219	1,204	219

9. Net asset value

	Group		Company	
	2024	2023	2024	2023
Net asset value per ordinary share (cents)	2.19	2.18	8.94	8.88

The calculation of net asset value per ordinary share was based on 26,441,066,807 shares as at 30 June 2024 (2023: 26,441,066,807).

THOMSON MEDICAL GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No: 199908381D)

10. Property and equipment

During the year ended 30 June 2024, the Group acquired assets amounting to \$28,893,000 (30 June 2023: \$11,205,000) and disposed of assets with a net book value amounting to \$478,000 (30 June 2023: \$239,000).

Impairment testing of property and equipment attributable to BB Waterfront Sdn Bhd (BBWF)

The property and equipment attributable to BBWF comprises mainly freehold land located within the Iskandar Development Region, Johor Bahru, Malaysia, and is carried at cost less accumulated depreciation and any accumulated impairment loss. The recoverable amount of the CGU to which these assets are attributable to is determined based on BBWF's value-in-use calculation. The value-in-use calculation is based on a discounted cash flow model. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes. The key assumptions applied in the determination of the value-in-use including a sensitivity analysis, are disclosed and further explained in Note 11 to the interim consolidated financial statements in conjunction with the impairment of goodwill allocated to BBWF.

As at 30 June 2024, the carrying value of BBWF's property and equipment amounted to \$79,687,000 (2023: \$79,999,000).

11. Intangible assets

	Goodwill	Computer software	Software development-in-progress	Brand name	Customer relationship	Non-compete agreements	Hospital management	Total
Group	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
At 30 June 2023								
Cost	474,927	9,407	245	200	2,812	–	698	488,289
Accumulated amortisation and impairment	(146)	(2,786)	–	(200)	(2,812)	–	(698)	(6,642)
Net carrying amount	474,781	6,621	245	–	–	–	–	481,647
Cost								
At 1 July 2023	474,927	9,407	245	200	2,812	–	698	488,289
Additions	406,372	3,095	402	–	–	–	–	409,869
Acquisition of subsidiaries (Note 13)	–	682	–	4,123	1,420	12	–	6,237
Reclassification	–	817	(3)	–	–	–	–	814
Exchange differences	(623)	(191)	–	(100)	(38)	(1)	–	(953)
At 30 June 2024	880,676	13,810	644	4,223	4,194	11	698	904,256
Accumulated amortisation and impairment								
At 1 July 2023	146	2,786	–	200	2,812	–	698	6,642
Amortisation	–	2,027	–	112	70	5	–	2,214
Reclassification	–	64	–	–	–	–	–	64
Exchange differences	–	(147)	–	(10)	(6)	–	–	(163)
At 30 June 2024	146	4,730	–	302	2,876	5	698	8,757
Net carrying amount								
At 30 June 2024	880,530	9,080	644	3,921	1,318	6	–	895,499

THOMSON MEDICAL GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No: 199908381D)

11. Intangible assets (cont'd)

Impairment testing of goodwill

Goodwill is derived from the excess of purchase consideration over the fair value of the identifiable net assets acquired. Goodwill arising from business combinations has been allocated to the following cash-generating units (CGUs) for impairment testing:

	Group	
	2024	2023
	\$'000	\$'000
Thomson Medical Pte Ltd (TMPL)	379,788	379,788
TMC Life Sciences Berhad (TMCLS)	38,812	39,068
BB Waterfront Sdn Bhd (BBWF)	55,558	55,925
Far East Medical Vietnam Limited (FEMVN)	406,372	–
	880,530	474,781

The recoverable amounts of the CGUs have been determined based on value-in-use calculations using cash flow projections from financial budgets approved by management covering a five-year period, except for BBWF and TMCLS. BBWF is a fully owned subsidiary of TMCLS that owns Thomson Iskandar, a medical hub project under construction and development in Malaysia. The cash flow projections used in the value-in-use calculations for BBWF were based on financial budgets approved by management covering a fourteen-year period which comprises a four-year period of construction and development, followed by a ten-year period of medical hub operations and an imputed terminal growth thereafter.

The discount rates applied to the cash flow projections and the forecasted growth rates used to extrapolate cash flow beyond the forecasted period are as follows:

	Terminal growth rates (%)		Discount rates (%)	
	2024	2023	2024	2023
TMPL	2.5	2.5	7.2	8.1
TMCLS	3.0	3.0	9.2	9.5
BBWF	3.0	3.0	9.6	10.2

Key assumptions used in the value-in-use calculations

The calculations of value-in-use for the CGUs are most sensitive to the following assumptions:

Terminal growth rates – The growth rates indicated are estimated by management based on published industry research and do not exceed the long-term average growth rate for the industries relevant to the CGUs.

Pre-tax discount rates – Discount rates reflect management's estimate of risks specific to each CGU.

As at 30 June 2024, purchase price allocation for the acquisition of FEMVN was not completed, goodwill was accounted for on a provisional basis (Note 13), and no indicators of impairment were noted.

Sensitivity to changes in assumptions

With regards to the assessment of value-in-use for the CGUs, management believes that no reasonably possible changes in any of the above key assumptions would cause the carrying amounts of the CGUs to materially exceed their recoverable amounts.

THOMSON MEDICAL GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No: 199908381D)

12. Investment properties

Group	Freehold land \$'000	Building \$'000	Total \$'000
At 30 June 2023			
Cost	143,839	1,587	145,426
Accumulated depreciation and impairment	(53,745)	(367)	(54,112)
Net carrying amount	90,094	1,220	91,314
Cost			
At 1 July 2023			
Exchange differences	(943)	(10)	(953)
At 30 June 2024			
Accumulated depreciation and impairment			
At 1 July 2023			
Charge for the year	–	51	51
Reversal of impairment	(13,101)	–	(13,101)
Exchange differences	(380)	(2)	(382)
At 30 June 2024			
Net carrying amount			
At 30 June 2024			
	102,632	1,161	103,793

The investment properties include a piece of freehold land located within the Iskandar Development Region, Johor Bahru, Malaysia.

Asset not measured at fair value, for which fair value is disclosed

The fair value of the freehold land included in investment properties as at the end of the reporting period is based on market values, being the estimated amount for which a property could be exchanged on the date of the valuation between a willing buyer and a willing seller in an arm's length transaction. The valuation is determined by an independent professional valuer, using the direct comparison method. The direct comparison method involves the analysis and study of recent sales evidence of similar properties in comparable developments in the subject/comparable vicinities. The significant unobservable input used in the direct comparison method is the price per square foot of MYR700 (2023: MYR610). Significant increases/decreases in price per square foot would result in a significantly higher/lower fair value measurement.

13. Acquisition of subsidiary

On 21 December 2023, the Group acquired 100% equity interest in Far East Medical Vietnam Limited ("FEMVN"), an operator of a range of healthcare facilities in Vietnam including a multi-disciplinary hospital and a chain of clinics. Upon the acquisition, FEMVN became a wholly-owned subsidiary of the Group.

Fair values measured on a provisional basis

As at 30 June 2024, purchase price allocation for the acquisition of FEMVN was not completed. Hence, the fair values of identifiable assets acquired and liabilities assumed at the date of acquisition were determined and the resultant goodwill was accounted for on a provisional basis. Identification and valuation of intangible assets acquired is still in progress as at the date of the financial statements. If new information is obtained within one year from the date of acquisition about facts and circumstances that existed at the date of acquisition, adjustments will be identified to the above amounts and revised accordingly.

THOMSON MEDICAL GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No: 199908381D)

13. Acquisition of subsidiary (cont'd)

Fair values measured on a provisional basis (cont'd)

The provisional fair value of the identifiable assets and liabilities of FEMVN as at the acquisition date were:

	<u>\$'000</u>
<u>Assets</u>	
Property and equipment	50,345
Intangible assets	6,237
Right-of-use assets	5,110
Inventories	3,276
Trade and other receivables	7,846
Cash and short-term deposits	9,103
Deferred tax assets	109
	<u>82,026</u>
<u>Liabilities</u>	
Contract liabilities	2,255
Trade and other payables	9,489
Lease liabilities	5,063
Income tax payable	1,409
Deferred tax liabilities	1,111
	<u>19,327</u>
Total identifiable net assets at fair value	62,699
Provisional goodwill arising from acquisition	406,372
	<u>469,071</u>
<u>Consideration transferred for the acquisition of FEMVN</u>	
Cash paid	<u>469,071</u>
<u>Effect of acquisition of FEMVN on cashflows</u>	
Total consideration settled in cash	469,071
Less: Cash and cash equivalents of subsidiary acquired	(9,103)
Net cash outflow on acquisition	<u>459,968</u>

From the acquisition date till 30 June 2024, FEMVN contributed revenue and profit after tax of approximately \$50,407,000 and \$4,069,000 to the Group's result respectively. If the business combination had taken place at the beginning of the financial year, management estimated that the Group's revenue and profit after tax would have increased by approximately \$55,128,000 and \$6,059,000 respectively.

Contingent consideration arrangement

As part of the sale and purchase agreement with the previous owners of FEMVN (the "Vendors"), a contingent consideration has been agreed. Additional maximum consideration of United State Dollars 21.8 million shall be payable to the Vendors if FEMVN achieved certain EBITDA target for the 12-month ended 31 December 2023 ("2023 EBITDA"). As at the acquisition date, the fair value of the contingent consideration was estimated at Nil. As of 30 June 2024, the 2023 EBITDA target of FEMVN was not achieved and hence no adjustment was made to the fair value of the contingent consideration.

14. Financial assets at fair value through other comprehensive income

14.1 Measurement of fair value

(a) *Fair value hierarchy*

The Group categorises fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

Level 1 – Quoted prices (unadjusted) in active market for identical assets or liabilities that the Group can access at the measurement date,

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and

Level 3 – Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety at the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

(b) *Assets measured at fair value*

The following table shows an analysis of the assets measured at fair value at the end of the reporting period:

	Group			Carrying amount S\$'000
	Fair value measurements at the end of the reporting period using			
	Quoted prices in active markets for identical instruments (Level 1) S\$'000	Significant observable inputs other than quoted prices (Level 2) S\$'000	Significant unobservable inputs (Level 3) S\$'000	
2024				
<u>Equity instrument designated at fair value through OCI:</u>				
Non-listed equity investment	–	–	2,317	2,317
<u>Derivatives designated at fair value through OCI:</u>				
Interest rate swap – cash flow hedge	–	76	–	76
	–	76	2,317	2,393
2023				
<u>Equity instrument designated at fair value through OCI:</u>				
Non-listed equity investment	–	–	2,216	2,216
<u>Derivatives designated at fair value through OCI:</u>				
Interest rate swap – cash flow hedge	–	373	–	373
	–	373	2,216	2,589

THOMSON MEDICAL GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No: 199908381D)

14. Financial assets at fair value through other comprehensive income (cont'd)

14.1 Measurement of fair value (cont'd)

(b) *Assets measured at fair value (cont'd)*

Level 2 fair value measurements

The interest rate swap contracts are classified within Level 2 as the fair value of these contracts are obtained from reputable financial institution by reference to current interest rates for contracts with similar maturity profiles.

Information about significant unobservable inputs used in Level 3 fair value measurements

The equity investment is not traded in an active market. The fair value of the Group's equity investment as at is measured using option pricing method. As the fair value of the equity investment is determined based on unobservable inputs, the fair value is classified as a Level 3 measurement.

15. Development property

	Group	
	2024	2023
	\$'000	\$'000
Cost	134,926	135,817
Accumulated impairment losses	(37,536)	(50,324)
Carrying amount	97,390	85,493

The development property held by the Group relates to the land under development within the Iskandar Development Region, Johor Bahru, Malaysia.

Based on the valuation performed by an independent valuer, the recoverable amount of the development property increased in the financial year ended 30 June 2024 due to an uplift in market value and a positive market outlook. Accordingly, an impairment loss of \$12,432,000 (2023: \$Nil) was reversed.

16. Interest-bearing loans and borrowings

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Current:				
Secured bank loans	14,260	12,129	7,500	7,500
Medium-term notes	174,924	–	174,924	–
	189,184	12,129	182,424	7,500
Non-current:				
Secured bank loans	612,018	440,857	263,992	358,000
Medium-term notes	305,000	294,772	305,000	294,772
	917,018	735,629	568,992	652,772
Total interest-bearing loans and borrowings	1,106,202	747,758	751,416	660,272

16. Interest-bearing loans and borrowings (cont'd)

Secured bank loans

Bank loans of the Company are secured by a charge over certain shares and property of the subsidiaries and cross guarantees provided by the Company and subsidiaries of the Company.

Bank loans of the subsidiaries amounting to \$354,786,000 (2023: \$87,467,000) are secured by a charge over certain shares and assets of the subsidiaries and corporate guarantee provided by the Company and subsidiaries of the Company.

Medium-term notes

The Company established a \$500 million multicurrency debt issuance programme ("MTN programme") on 28 June 2019. In January 2020, the Company issued the 5-year S\$175 million 4.05% notes due January 2025 ("Series 2 Notes").

On 21 April 2023, the Company updated and upsized the MTN programme from \$500 million to \$1 billion. On 31 May 2023, the Company issued the 5-year \$120 million 5.5% notes due May 2028 ("Series 3 Tranche 1 Notes"). In July 2023, the Company issued the 5-year \$30 million 5.5% notes due May 2028 (the "Series 3 Tranche 2 Notes" and, together with the Series 3 Tranche 1 Notes, the "Series 3 Notes"). On 13 May 2024, the Company issued the 3-year \$155 million 5.25% notes due May 2027 ("Series 4 Tranche 1 Notes").

The interest is payable semi-annually. The Series 2 Notes are secured by a charge over interest reserve accounts which are equal to 6 months' interest payable on the Series 2 Notes.

17. Share capital

	Group and Company			
	2024		2023	
	No. of shares '000	\$'000	No. of shares '000	\$'000
Issued and fully paid ordinary shares:				
At beginning and end of the year	26,441,067	2,364,503	26,441,067	2,364,503

The Company does not hold any treasury shares as at 30 June 2024 and 30 June 2023.

The Company's subsidiaries did not hold any shares in the Company as at 30 June 2024 and 30 June 2023.

18. Subsequent events

On 15 July 2024, the Company issued \$25 million 5.5% notes due 2028 (the "Series 3 Tranche 3 Notes" and, together with the existing Series 3 Notes, the "Series 3 Notes") and \$20 million 5.25% notes due 2027 (the "Series 4 Tranche 2 Notes" and, together with the Series 4 Tranche 1 Notes, the "Series 4 Notes") pursuant to the MTN Programme.

Other Information Required by Listing Rule Appendix 7.2

1. Where the figures have been audit or reviewed, the auditors' report (including any qualifications or emphasis of a matter).

The consolidated statement of profit or loss, consolidated statement of other comprehensive income and consolidated statement of cash flows of the Group for the financial year ended 30 June 2024 and statement of financial position of the Group and Company as at 30 June 2024 have been audited in accordance with Singapore Standards on Auditing.

2. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following: -

- (a) Any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and**
- (b) Any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.**

2H2024 compared with 2H2023

The Group's revenue increased by 6.6% to \$183.0 million for the six-month period ended 30 June 2024 ("2H2024") compared to the same period last year of \$171.8 million. The increase was mainly due to the revenue contribution from Vietnam following the acquisition of Far East Medical Vietnam Limited ("FEMVN") in December 2023. The increase is partially offset by the cessation of project-related services, such as managing the vaccination centres and the Transitional Care Facilities ("TCF") in Singapore in December 2023, as well as lower patient loads and case intensity, termination of certain customer contracts and discounts given to customers in Malaysia.

Other income was higher at \$28.5 million during 2H2024. The increase was mainly due to the reversal of impairment losses on investment property and development property that were recognised previously.

Other operating expenses were higher at \$40.5 million during 2H2024. The increase was mainly due to the recognition of operating expenses incurred by FEMVN following the acquisition. Staff costs during 2H2024 were higher by 12.2% compared to the same period last year, mainly attributable to the increase in headcounts in Malaysia resulting from the increased operating capacity at Thomson Hospital Kota Damansara ("THKD"), as well as the recognition of staff costs at FEMVN. The increase is partially offset by the decrease in headcounts resulting from the cessation of vaccination centres and TCFs in December 2023.

The Group's EBITDA increased by 33.9% from \$47.9 million to \$64.1 million during 2H2024. The increase was mainly attributable to the higher revenue contribution from Malaysia, revenue contribution from Vietnam which commenced in 2H2024, and the reversal of impairment losses on investment property and development property that were recognised previously. This was partially offset by lower income received from project-related services in Singapore.

Depreciation and amortisation expenses increased by \$5.7 million as compared to 2H2023. The increase was mainly attributed to the addition of property and equipment, intangible assets and right-of-use assets, as well as the acquisition of FEMVN in December 2023.

Net finance costs were higher by \$14.2 million mainly due to the interest expenses arising from the additional loans drawdown to fund the acquisition of FEMVN, which is partially offset by the higher interest income from short-term deposits.

Income tax expense was lower mainly due to lower taxable profits.

As a result of the above, the Group recorded a net profit after tax of \$14.6 million in 2H2024 compared to \$16.8 million for the same period last year.

FY2024 compared with FY2023

Revenue for FY2024 decreased by 1.3% or \$4.6 million from \$355.8 million in FY2023 to \$351.2 million. Revenue from Singapore decreased by 23.1% whereas Malaysia grew by 5.5%. The decrease in revenue from Singapore was mainly attributed to the lower income received from project-related services, such as managing vaccination centres and transitional care facilities, which was partially offset by the increasing revenue intensity in Singapore. On the other hand, the revenue growth in Malaysia was mainly attributed to the increased operating capacity at THKD, which was

THOMSON MEDICAL GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No: 199908381D)

partially offset by termination of certain customer contracts and discounts given to customers. Additionally, the increase was also driven by the revenue contribution from Vietnam following the acquisition of FEMVN.

Other income was higher at \$31.5 million during FY2024. The increase was mainly due to the reversal of impairment losses on investment property and development property that were recognised previously.

Other operating expenses were higher at \$83.2 million during FY2024. The increase was mainly due to the transaction costs and foreign exchange loss incurred in relation to the acquisition of FEMVN, as well as the recognition of operating expenses incurred by FEMVN following the acquisition. Staff costs were higher by 3.2% compared to last year. This is mainly attributable to the increase in headcounts in Malaysia resulting from the increased operating capacity at THKD, along with the recognition of staff costs incurred at FEMVN. The increase was partially offset by the decrease in headcounts in relation to managing the vaccination centres and TCFs.

The Group's EBITDA decreased by 0.9% from \$103.3 million to \$102.4 million in FY2024. The decrease was mainly due to lower income received from project-related services in Singapore, as well as the one-off transaction costs and foreign exchange loss incurred in relation to the acquisition of FEMVN. The decrease was partially offset by the higher revenue contribution from Malaysia, revenue contribution from Vietnam which commenced in 2H2024, and the reversal of impairment losses on investment property and development property that were recognised previously.

Depreciation and amortisation expenses increased by \$6.4 million as compared to FY2023 mainly due to the addition of property and equipment, intangible assets and right-of-use assets, as well as the acquisition of FEMVN in December 2023.

Net finance costs were higher by \$17.6 million mainly due to the interest expenses arising from the additional loans drawdown to fund the acquisition of FEMVN, which is partially offset by the higher interest income from short-term deposits.

Income tax expense was lower mainly due to the lower taxable profit.

As a result of the above, the Group recorded a net profit after tax of \$19.5 million in FY2024 compared to \$41.1 million last year.

REVIEW OF STATEMENT OF FINANCIAL POSITION

Total assets of the Group of \$1.81 billion as at 30 June 2024 were higher compared to \$1.45 billion as at 30 June 2023. The increase was mainly attributed to the completion of the acquisition of FEMVN in December 2023 and the purchase of property and equipment in Singapore and Malaysia. The increase is partially offset by the dividends paid to the shareholders of the Company and the payment of principals and interests on loans during FY2024.

Total liabilities of the Group of \$1.23 billion as at 30 June 2024 were higher compared to \$872.3 million as at 30 June 2023. The increase was mainly due to the loans drawdown to fund the acquisition of FEMVN, which was partially offset by the payment of loan principals during FY2024.

Total equity of the Group was at \$578.2 million as at 30 June 2024 compared to \$575.4 million as at 30 June 2023. The increase was mainly due to the net profit generated during the period, which was partially offset by the movement in foreign currency translation reserve as a result of the depreciation of Ringgit Malaysia and Vietnamese Dong against Singapore Dollar, as well as the dividends paid to shareholders of the Company.

REVIEW OF STATEMENT OF CASH FLOWS

The Group recorded a net decrease in cash and cash equivalents during FY2024 of \$125.3 million. The net decrease was mainly due to the net cash flow used in the acquisition of FEMVN amounting to \$460.0 million, purchase of property and equipment amounting to \$26.9 million, payments of loan principals and interests and lease liabilities amounting to \$256.3 million, and dividends paid to shareholders of the Company of \$10.6 million. The decrease was partially offset by the increase in net cash flows from operation of \$83.4 million and additional loan drawdown of \$557.1 million in FY2024.

3. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results

No forecast was previously disclosed by the Group.

4. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the Group operates and any known factors or events that may affect the Group in the next operating period and the next 12 months

The economic outlook is volatile due to rising costs, unemployment risks and recession concerns, but the healthcare sector remains resilient due to demographic shifts and evolving needs. Singapore, a top destination for high-end medical services, faces increasing competition from Malaysia and Thailand and will focus on complex procedures to attract developed-market patients¹. Malaysia's healthcare spending is set to grow rapidly with RM41.2 billion allocated in the 2024 budget², while Vietnam's spending is projected to reach U\$23.3 billion by 2025 and U\$33.8 billion by 2030 due to demographic changes and rising demand for long-term care³.

The Group is well-positioned to leverage these opportunities and become a leading regional player in ASEAN. It is expanding its doctor network, enhancing digital patient engagement, and focusing on human capital development, alongside cross-learning and sharing clinical expertise across its markets. The Group will also reinforce its leadership in fertility and deepen its oncology expertise by establishing specialised centers of excellence.

In Singapore, following the introduction of new regulations on elective egg freezing in July 2023, the Group has capitalised on its strong reputation in maternity and fertility to expand into the egg freezing sector. It has completed one of the highest numbers of cases in the private healthcare space and is also recognised for integrating Eastern and Western medicine to provide complementary support for fertility treatments. Additionally, the Group continues to build its expertise in various fields through its specialist center strategy, with a focus on establishing centers of excellence.

Similarly, in Malaysia, the Group will continue to strengthen its market leadership in the fertility sector while deepening its focus on specialist care services, positioning itself as a center of excellence across various medical specialties, including oncology and others.

FV Hospital, in alignment with the Group's strategy to enhance specialist services in Vietnam, has recently announced the launch of the region's first thoracic surgery center. This center will serve the Cambodia, Vietnam, Laos, and Myanmar ("CVLM") region, supporting the Group's overarching goal of broadening service offerings and patient care.

¹ **Thailand leads Singapore in attracting medical tourists: DBS**
<https://www.businesstimes.com.sg/international/asean/thailand-leads-singapore-attracting-medical-tourists-dbs>

² **Prioritise investing in healthcare, pharmaceuticals for ageing nation, says Anwar**
<https://www.freemalaysiatoday.com/category/nation/2024/06/04/prioritise-investing-in-healthcare-pharmaceuticals-for-ageing-nation-says-anwar/>

³ **Vietnam health expenditure to reach \$33.8 bln in 2030: analysts**
<https://theinvestor.vn/vietnam-health-expenditure-to-reach-338-bln-in-2030-analysts-d8561.html>

THOMSON MEDICAL GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No: 199908381D)

5. Dividend Information

(a) Current Financial Period Reported on

Any dividend recommended for the current financial period reported on?

No.

(b) Corresponding Period of the Immediate Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year?

Yes.

Name of Dividend	Final Tax Exempt Dividend
Dividend Type	Cash
Dividend Amount per Share (in cents)	0.040 cent per ordinary share
Tax rate	Tax-exempt one-tier

(c) Date payable

Not applicable.

(d) Book Closure Date

Not applicable.

If no dividend has been declared (recommended), a statement to that effect and the reason(s) for the decision.

No dividend has been declared or recommended for the current financial year as the Group intends to conserve cash for its working capital needs and to fund any potential growth opportunities.

6. Interested person transactions

The Company did not obtain a general mandate from shareholders for IPTs. The Company and its subsidiaries had the following Interested Persons Transactions during the financial year ended 30 June 2024:

Name of interested person	Nature of relationship	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to <u>Rule 920</u>)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to <u>Rule 920</u> (excluding transactions less than \$100,000)
RSP Architects Planners & Engineers (Pte) Ltd ("RSP Architects") ⁽¹⁾	RSP Architects is indirectly wholly owned by the Company's controlling shareholder, Mr Lim Eng Hock, who is an immediate family member of Mr Lim Wee Kiat, a director of the Company. Mr Lim Wee Kiat is also a director of RSP Architects.	\$4,143,000	Nil

⁽¹⁾ Provision of design consultancy and build services.

7. Update on use of exercise proceeds from Warrants Issue

The Company has utilised the remaining balance of the proceeds from Bonus Warrants Exercise of \$19.5 million and the proceeds from Piggyback Warrants Exercise of \$5,500 towards the partial purchase consideration and related transaction costs for the acquisition of 100% of the issued charter capital of Far East Medical Vietnam Limited. The use of proceeds is in accordance with the intended use as disclosed in the Company's Circular dated 28 February 2018.

8. Confirmation pursuant to Rule 720(1) of the Listing Manual

The Company confirms that it has procured undertakings from all its directors and executive officers in the format set out in Appendix 7.7 under Rule 720(1) of the Listing Manual.

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9. Disclosure of persons occupying managerial positions who are related to a director, CEO or substantial shareholder

Name	Age	Family relationship with any director and/or substantial shareholder	Current position and duties, and the year the position was held	Details of changes in duties and position held, if any, during the year
Lim Wee Kiat	31	Son of substantial shareholder, Mr Lim Eng Hock	<u>1 January 2022 to current</u> Position: Executive Vice-Chairman Duties: Responsible for overall growth strategies for the Group and work with the Board to grow the Group's business through mergers and acquisitions, particularly for core hospital services in fast-growing economies in Southeast Asia.	No change

10. Additional information required pursuant to Rule 706A

The Company has acquired/incorporated the following subsidiaries during FY2024:

No.	Name of entity	Principal activities
1.	Far East Medical Vietnam Limited ("FEMVN")	Operator of healthcare facilities in Vietnam
2.	Asia Fertility Holdings Pte. Ltd.	Investment holding
3.	TMC Fertility Holdings Sdn. Bhd.	Investment holding
4.	TMC Fertility (Ipoh) Sdn. Bhd.	Operator of fertility centre and providing related services
5.	TMC Fertility (Penang) Sdn. Bhd.	Operator of fertility centre and providing related services
6.	Thomson Specialist Clinics (Kepong) Sdn. Bhd.	Operator of specialist medical clinic
7.	TMC Fertility South Sdn. Bhd.	Operator of fertility centre and providing related services

Please refer to the announcement dated 21 December 2023 for further information on the acquisition of FEMVN. Except for FEMVN, the other entities are newly incorporated and funded entirely through internal resources.

On 6 February 2024, TMC Biotech Sdn Bhd, a company that was partially owned by the Group, has been dissolved from the Companies Commission of Malaysia.

BY ORDER OF THE BOARD

Dr Heng Jun Li Melvin
Executive Director and Group Chief Executive Officer

26 August 2024