

Meta Health Limited

(formerly known as Metal Component Engineering Limited)
(Incorporated in the Republic of Singapore)
(Company Registration 198804700N)

PROPOSED ACQUISITION OF REMAINING SHARES IN GAINHEALTH PTE. LTD. - ALLOTMENT AND ISSUANCE OF 12,000,000 CONSIDERATION SHARES; AND - COMPLETION OF THE PROPOSED ACQUISITION

The board of directors (the “**Board**”) of Meta Health Limited (the “**Company**”) refers to the Company’s announcements (the “**Announcements**”) on (i) 12 July 2022, in relation to the proposed acquisition of the remaining shares in Gainhealth Pte. Ltd.; and (ii) 10 August 2022, in relation to the receipt of the listing and quotation notice.

Unless otherwise defined herein, capitalised terms used herein shall bear the same meaning ascribed to them in the Announcements.

(A) ALLOTMENT AND ISSUANCE OF 12,000,000 CONSIDERATION SHARES

The Board wishes to announce that the Company had, on 16 August 2022, allotted and issued an aggregate of 12,000,000 Consideration Shares to JPS as partial satisfaction of the Consideration.

The Consideration Shares rank *pari passu* in all respects with the existing issued Shares, save that they shall not rank for any dividends, rights, allotments, distribution or entitlement, the record date of which falls on or prior to the date of allotment and issuance of the Consideration Shares.

Consequent to the allotment and issuance of 12,000,000 Consideration Shares, the total number of issued Shares had increased to 542,551,517 Shares.

The Consideration Shares are expected to be listed and quoted on the Catalist board of the SGX-ST on or around 18 August 2022 and trading of the Consideration Shares will commence with effect from 9.00 a.m. on 18 August 2022.

(B) COMPLETION OF THE PROPOSED ACQUISITION

On 17 August 2022, the Sale Shares, representing 14.93% of the total issued and paid-up share capital of Gainhealth, were transferred to 5Digital, and accordingly, 5Digital has completed the Proposed Acquisition on the same day in accordance with the terms and conditions of the SPA.

Following the completion of the Proposed Acquisition, Gainhealth has become a 100%-owned subsidiary of 5Digital and the Company.

Pursuant to the terms of the SPA, the balance of the Consideration, being the Cash Consideration, will be paid to JPS within 12 months from the date of completion of the Proposed Acquisition.

By Order of the Board

Lee Wei Hsiung
Company Secretary
17 August 2022

*This announcement has been prepared by Meta Health Limited (the “**Company**”) and its contents have been reviewed by the Company’s sponsor, ZICO Capital Pte. Ltd. (the “**Sponsor**”), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalyst.*

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

The contact person for the Sponsor is Mr Alex Tan, Chief Executive Officer, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.