

OFFER INFORMATION STATEMENT DATED 19 NOVEMBER 2024

(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 19 November 2024)

THIS OFFER INFORMATION STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. BEFORE MAKING ANY INVESTMENT IN THE NIL-PAID RIGHTS OR RIGHTS SHARES (EACH AS DEFINED HEREIN) BEING OFFERED, YOU SHOULD CONSIDER THE INFORMATION PROVIDED IN THIS OFFER INFORMATION STATEMENT CAREFULLY AND CONSIDER WHETHER YOU UNDERSTAND WHAT IS DESCRIBED IN THIS OFFER INFORMATION STATEMENT. YOU SHOULD ALSO CONSIDER WHETHER AN INVESTMENT IN THE NIL-PAID RIGHTS OR RIGHTS SHARES 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 LEGAL, FINANCIAL, TAX OR OTHER PROFESSIONAL ADVISER(S) IMMEDIATELY. YOU ARE RESPONSIBLE FOR YOUR OWN INVESTMENT CHOICES.

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

Companies listed on Catalist may carry higher investment risk when compared with larger or more established companies listed on the Mainboard of the SGX-ST. In particular, companies may list on Catalist without a track record of profitability and there is no assurance that there will be a liquid market in the securities traded on 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 financial adviser.

This offer is made in or accompanied by a copy of this offer information statement (the "Offer Information Statement"), together with a copy of each 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"), which has been lodged with the SGX-ST, acting as agent on behalf of the Authority. Neither the Authority nor the SGX-ST has examined or approved the contents of this Offer Information Statement, the OIS Notification Letter (as defined herein), 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 accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Offer Information Statement. 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 ("SFA"), or any other legal or regulatory requirements, or requirements in the SGX-ST's Listing Manual Section B: Rules of Catalist ("Catalist Rules"), have been complied with.

An application has been made for permission for the Rights Shares to be listed for quotation on Catalist and a listing and quotation notice has been obtained on 25 October 2024 from the SGX-ST for the listing of, and quotation for, the Rights Shares on Catalist, subject to compliance with the SGX-ST's listing requirements. The listing and quotation notice granted by the SGX-ST for the dealing in and the listing of and quotation for the Rights Shares 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 (as defined herein) and/or their securities. The Rights Shares will be admitted to Catalist and official quotation for the Rights Shares 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 ("CDP") have been despatched.

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 and its accompanying documents (including the PAL, the ARE and the ARS) have been prepared solely in relation to the Nil-Paid Rights and 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 to any person or any jurisdiction in which it would not be permissible to make an offer for the Rights Shares, and does not constitute an offer, invitation or solicitation to anyone 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 Nil-Paid Rights and 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 or disseminated to any person. Printed copies of the ARE and the ARS, in the case of Entitled Depositors and Purchasers (each as defined herein), and the PAL, in the case of Entitled Scripholders (as defined herein), and the OIS Notification Letter, will be despatched to Entitled Shareholders (as defined herein). This Offer Information Statement and its accompanying documents may be accessed at the Company's website at the URL <https://clearbridgehealth.com> and is also available on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.

After the expiration of six (6) months from the date of lodgement of this Offer Information Statement, no person shall make an offer of securities, or allot, issue or sell any securities, 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 securities or the allotment, issue or sale of any Rights Shares or securities, on the basis of this Offer Information Statement. Your attention is drawn to the section entitled "Risk Factors" under Appendix I of this Offer Information Statement which you should read carefully.

This Offer Information Statement has been prepared by 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 Catalist Rules. 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 Goh Mei Xian, Director, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.

CLEARBRIDGE HEALTH LIMITED

(Company Registration No.: 201001436C)
(Incorporated in the Republic of Singapore on 19 January 2010)

RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 1,279,125,560 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT AN ISSUE PRICE OF S\$0.002 FOR EACH RIGHTS SHARE, ON THE BASIS OF TWO (2) RIGHTS SHARES FOR EVERY ONE (1) EXISTING ORDINARY SHARE OF THE COMPANY HELD 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	:	Thursday, 28 November 2024 at 5:00 p.m.
Last date and time for acceptance and payment for Rights Shares	:	Wednesday, 4 December 2024 at 5:30 p.m. (or 9:30 p.m. for Electronic Applications through ATM of a Participating Bank or an Accepted Electronic Service) (capitalised terms as defined herein)
Last date and time for renunciation and payment for Rights Shares by Renounees (as defined herein)	:	Wednesday, 4 December 2024 at 5:30 p.m. (or 9:30 p.m. for Electronic Applications through ATM of a Participating Bank or an Accepted Electronic Service)
Last date and time for application and payment for Excess Rights Shares	:	Wednesday, 4 December 2024 at 5:30 p.m. (or 9:30 p.m. for Electronic Applications through ATM of a Participating Bank or an Accepted Electronic Service)

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IMPORTANT NOTES

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

Notification under Section 309B of the SFA: The provisional allotments of the 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).

For Entitled Depositors (which excludes Entitled Scripholders, SRS Members and investors who hold Shares through finance companies and/or Depository Agents) and their Renounees, 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 at any ATM of a Participating Bank or an Accepted Electronic Service.

For Entitled Scripholders and their Renounees, acceptances of the Rights Shares and (if applicable) applications for Excess Rights Shares may be made through the Share Registrar, Tricor Barbinder Share Registration Services at 9 Raffles Place, #26-01 Republic Plaza 1, Singapore 048619.

As the Shares are not registered under the Central Provident Fund Investment Scheme, monies in the Central Provident Fund 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 Members and investors who hold Shares through a finance company and/or Depository Agent should refer to the section entitled “*Important Notice to SRS Members 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 Renounees 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, as the case may be. Such Renounees and 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 (as defined herein). Any acceptance of the Rights Shares made directly through CDP, Electronic Applications at any ATM of a Participating Bank or an Accepted Electronic Service, the Share Registrar and/or the Company will be rejected.

The existing Shares are listed and quoted on Catalist.

Persons wishing to purchase any Nil-Paid Rights and/or subscribe for the Rights Shares offered under this Offer Information Statement should, before deciding whether to so subscribe for the Rights Shares, 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 (as defined herein), including but not limited to, the assets and liabilities, profits and losses, financial position, risk factors, performance and prospects of the Company and the Group, and the rights and liabilities attaching to the Rights Shares and/or the Shares. They should make their own independent enquiries and

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investigations of any bases and assumptions upon which financial projections, if any, are made or based, and carefully consider this Offer Information Statement in light of their personal circumstances (including financial and taxation affairs). **No information in this Offer Information Statement should be considered to be business, financial, legal, investment or tax advice. It is recommended that such persons seek professional advice from their stockbroker, bank manager, legal adviser, accountant, tax adviser or other professional adviser before deciding whether to acquire the Nil-Paid Rights or the Rights Shares, purchase any Shares or invest in the Company.**

Investors should read the section entitled “**Risk Factors**” under Appendix I 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, the provisional allotments of the Rights Shares or the allotment and issuance 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.

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 performance or policies of the Company and/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 of 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 via SGXNet and, if required, lodge a supplementary or replacement Offer Information Statement with the SGX-ST, acting as agent on behalf of the Authority. All Entitled Shareholders and their Renounees and Purchasers should take note of any such announcement and, upon the release of such announcement and/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, the Group nor the Sponsor and/or any of their respective directors, officers, employees, agents, representatives or advisers makes any representation or warranty to any person in this Offer Information Statement regarding the legality of an investment in the Nil-Paid Shares, 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 or tax advice. Each prospective investor should consult his own professional or other adviser(s) for business, financial, legal or tax advice regarding an investment in the Rights Issue, the provisional allotment of Rights Shares, the Nil-Paid Rights, the Rights Shares and/or the Shares.

Neither the Company, the Group nor the Sponsor and/or their respective directors, officers, employees, agents, representatives or advisers makes 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 or the accompanying documents shall be construed as a recommendation to accept and/or purchase the provisional allotments of Rights Shares, the Nil-Paid Rights, the Rights Shares and/or the Shares. Prospective subscribers of the Nil-Paid Rights and the Rights Shares should rely on their own investigation of the financial

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condition and affairs of, and appraisal and determination of the merits of investing in, the Company and 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 Nil-Paid Rights and/or the Rights Shares under the Rights Issue and shall not be relied upon by any person (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 the Rights Shares in accordance with the terms and conditions of the Rights Issue) to whom it is disseminated or despatched by the Company, 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 purpose of, and do not constitute an offer, invitation or solicitation to anyone in any jurisdiction or under any circumstances in which such 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 distribution or electronic dissemination of this Offer Information Statement and/or its accompanying documents (including the OIS Notification Letter, the PAL, the ARE and the ARS), and the purchase, exercise of or subscription for the Nil-Paid Rights and 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, their Renouncees, the Purchasers and/or any other persons having access to or possession of this Offer Information Statement and/or its accompanying documents (including the OIS Notification Letter, the PAL, the ARE and the ARS) are advised by the Company to keep themselves informed of and observe such prohibitions and restrictions at their own expense and without any liability whatsoever on the part of the Company or the Sponsor. Please refer to the section entitled “*Eligibility of Shareholders to Participate in the Rights Issue*” of this Offer Information Statement for further information.

ZICO Capital Pte. Ltd., being the Company’s Sponsor, has given and has not, before the lodgement of this Offer Information Statement, 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 MEMBERS AND INVESTORS WHO HOLD SHARES THROUGH A FINANCE COMPANY AND/OR DEPOSITORY AGENT

Capitalised terms used in this section which are not otherwise defined herein shall have the same meanings as ascribed to them under the section entitled “Definitions” of this Offer Information Statement.

For investors who hold Shares under the SRS, or through finance companies or Depository Agents, acceptances of the Rights Shares and (if applicable) applications for Excess Rights Shares must be done through their relevant SRS Approved Banks, respective finance companies or Depository Agents. Such investors are advised to provide their relevant SRS Approved Banks, respective finance companies 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 acceptance and (if applicable) application on their behalf by the Closing Date.

ANY ACCEPTANCE AND/OR APPLICATION MADE BY THE ABOVEMENTIONED INVESTORS DIRECTLY THROUGH CDP, THE SHARE REGISTRAR, THE COMPANY AND/OR ELECTRONIC APPLICATIONS THROUGH AN ATM OF A PARTICIPATING BANK, WILL BE REJECTED.

The abovementioned investors, where applicable, will receive notification letter(s) from their respective SRS Approved Bank, finance company and/or Depository Agent, as the case may be, and they 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 Bank, finance company and/or Depository Agent, as the case may be.

Use of SRS Funds

For SRS Members who had purchased Shares using SRS Funds (as defined herein), acceptances of the provisional allotment of Rights Shares and (if applicable) Excess Applications can only be made, subject to applicable SRS rules and regulations, using monies standing to the credit of their respective SRS Accounts.

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 their respective SRS Approved Banks with whom they hold their SRS accounts to accept their Nil-Paid Rights or provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf in accordance with this Offer Information Statement.

In the case of insufficient SRS Funds, subject to the SRS contribution cap, SRS Members may deposit cash into their SRS Accounts with their respective SRS Approved Banks before instructing their respective SRS Approved Banks to accept their Nil-Paid Rights or 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 with whom 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 acceptance and (if applicable) application by the Closing Date.

SRS Funds may not, however, be used for the purchase of Nil-Paid Rights or provisional allotments of Rights Shares directly from the market.

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

Holdings through Finance Company and/or Depository Agent

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

Such investors 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 acceptance and (if applicable) application on their behalf by the Closing Date.

CORPORATE INFORMATION

BOARD OF DIRECTORS	: Mr Chen Johnson (Non-Executive Non-Independent Chairman) Mr Yee Pinh Jeremy (Executive Director and Chief Executive Officer) Mr Andrew John Lord (Non-Executive and Lead Independent Director) Mr Mark Benedict Ryan (Non-Executive and Independent Director) Mr Mah How Soon (Ma Haoshun) (Non-Executive and Independent Director)
COMPANY SECRETARIES	: Ms Lin Moi Heyang Ms Tang Pei Chan
REGISTERED OFFICE OF THE COMPANY	: 37 Jalan Pemimpin #08-05 Mapex Singapore 577177
SHARE REGISTRAR	: Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.) 9 Raffles Place #26-01 Republic Plaza 1 Singapore 048619
SPONSOR	: ZICO Capital Pte. Ltd. 77 Robinson Road #06-03 Robinson 77 Singapore 068896
LEGAL ADVISER TO THE COMPANY ON THE RIGHTS ISSUE	: Aquinas Law Alliance LLP 16 Raffles Quay #17-03 Hong Leong Building Singapore 048581

DEFINITIONS

For the purposes of this Offer Information Statement, the PAL, the ARE and the ARS, the following definitions apply throughout unless the context otherwise requires or is otherwise stated:

“9M2023”	:	Nine-month period ended 30 September 2023.
“9M2024”	:	Nine-month period ended 30 September 2024.
“Accepted Electronic Service”	:	An accepted electronic payment service (such as PayNow) or electronic service delivery networks.
“ACRA”	:	Accounting and Corporate Regulatory Authority of Singapore.
“Adjusted Conversion Price”	:	Has the meaning ascribed to it in paragraph 8(g) of part 4 of the section entitled “ <i>Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018</i> ”.
“ARE”	:	The application and acceptance form for Rights Shares and Excess Rights Shares to be issued to Entitled Depositors in respect of the provisional allotments of Rights Shares of such Entitled Depositors under the Rights Issue.
“ARS”	:	The application and acceptance form for Rights Shares to be issued to Purchasers in respect of the provisional allotments of Rights Shares under the Rights Issue traded on the Catalist through the book-entry (scripless) settlement system.
“ATM(s)”	:	Automated teller machine(s).
“Authority” or “MAS”	:	Monetary Authority of Singapore.
“Biolidics”	:	Biolidics Limited.
“Biolidics Assignees” or “Biolidics Assignee”	:	Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled “ <i>Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018</i> ”.

DEFINITIONS

- “Biolidics Deeds of Assignment”** : Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled **“Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018”**.
- “Biolidics First Amendment Deed”** : Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled **“Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018”**.
- “Biolidics First Partial Settlement Deed”** : Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled **“Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018”**.
- “Biolidics Group”** : Biolidics Limited and its Subsidiaries.
- “Biolidics Investor”** : Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled **“Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018”**.
- “Biolidics Nil-Paid Rights” or “Biolidic Nil-Paid Right”** : Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled **“Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018”**.
- “Biolidics Outstanding Debt”** : Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled **“Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018”**.
- “Biolidics Second Amendment Deed”** : Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled **“Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018”**.

DEFINITIONS

- “Biolidics Second Partial Settlement Deed”** : Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled **“*Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018*”**.
- “Biolidics Shares”** : Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled **“*Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018*”**.
- “Biolidics Share Charge”** : Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled **“*Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018*”**.
- “Biolidics SPA”** : Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled **“*Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018*”**.
- “Biolidics Third Amendment Deed”** : Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled **“*Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018*”**.
- “Biolidics Transaction Documents”** : Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled **“*Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018*”**.
- “BLPL”** : Biomedics Laboratory Pte. Ltd..
- “BLPL Shares”** : Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled **“*Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018*”**.

DEFINITIONS

“Bonds”	:	The unlisted, unsecured, redeemable and convertible bonds issued by the Company with a principal amount of S\$9,500,000 on 8 March 2019 and with a principal amount of S\$1,500,000 on 17 May 2019.
“Bondholders”	:	The holders of the Bonds.
“Catalist”	:	The Catalist board of the SGX-ST.
“Catalist Rules”	:	The SGX-ST Listing Manual Section B: Rules of Catalist, as may be amended, modified or supplemented from time to time.
“CBA”	:	Clearbridge Australia Pty. Ltd..
“CBBP”	:	Clearbridge Biophotonics Pte. Ltd..
“CBBP Disposal”	:	Has the meaning ascribed to it in paragraph 8(h) of part 4 of the section entitled “ <i>Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018</i> ”.
“CBDPL”	:	Clearbridge Distribution Pte. Ltd..
“CBMA”	:	Clearbridge Medical Asia Pte. Ltd..
“CBMA/SAM Disposal”	:	Has the meaning ascribed to it in paragraph 8(h) of part 4 of the section entitled “ <i>Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018</i> ”.
“CBMG”	:	Clearbridge Medical Group Pte. Ltd..
“CBSA”	:	Clearbridge BSA Pte. Ltd..
“CDP”	:	The Central Depository (Pte) Limited.
“CJ”	:	Mr Chen Johnson.
“CJ Entitled Rights Shares”	:	Has the meaning ascribed to it in the section entitled “ <i>Irrevocable Undertakings</i> ”.
“CJ Irrevocable Undertaking”	:	Has the meaning ascribed to it in the section entitled “ <i>Irrevocable Undertakings</i> ”.

DEFINITIONS

“CJ Loan”	:	Has the meaning ascribed to it in the section entitled <i>“Irrevocable Undertakings”</i> .
“CJ Loan Agreement”	:	Has the meaning ascribed to it in the section entitled <i>“Irrevocable Undertakings”</i> .
“CJ Shareholding”	:	Has the meaning ascribed to it in the section entitled <i>“Irrevocable Undertakings”</i> .
“Closing Date”	:	(a) 5:30 p.m. on 4 December 2024 (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 for the Rights Shares and (if applicable) application and payment for the Excess Rights Shares, under the Rights Issue through CDP or the Share Registrar; or (b) 9:30 p.m. on 4 December 2024 (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 for the Rights Shares and (if applicable) application and payment for the Excess Rights Shares, under the Rights Issue through an ATM of a Participating Bank.
“CMPL”	:	Clearbridge Medicentre Private Limited.
“Company”	:	Clearbridge Health Limited.
“Companies Act”	:	Companies Act 1967 of Singapore, as may be amended, modified or supplemented from time to time.
“Constitution”	:	The constitution of the Company, as amended from time to time.
“Control”	:	The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company.
“Controlling Interest”	:	The interest of the Controlling Shareholder.
“Controlling Shareholder”	:	A person who: (a) holds directly or indirectly fifteen per cent (15%) or more of the nominal amount of all voting Shares. The SGX-ST may determine that a person who satisfies the above is not a Controlling Shareholder; or (b) in fact exercises Control over the Company.

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- “Conversion Price”** : Has the meaning ascribed to it in paragraph 8(g) of part 4 of the section entitled ***“Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018”***.
- “Conversion Shares”** : Has the meaning ascribed to it in paragraph 8(g) of part 4 of the section entitled ***“Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018”***.
- “Deferred Consideration”** : Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled ***“Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018”***.
- “Director(s)”** : The director(s) of the Company as at the date of this Offer Information Statement.
- “Disposed Groups”** : Has the meaning ascribed to it in paragraph 4 of part 5 of the section entitled ***“Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018”***.
- “Documents”** : The Offer information Statement, the OIS Notification Letter, the PAL, the ARE and the ARS.
- “Electronic Applications”** : Acceptance of the Rights Shares and (if applicable) application for the Excess Rights Shares made via SGX Investor Portal, or through an ATM of a Participating Bank (as the case may be) in accordance with the terms and conditions of this Offer Information Statement and as set out on the SGX Investor Portal or on the screen of the ATM of a Participating Bank.
- “Entitled Depositors”** : Shareholders with Shares standing to the credit of their Securities Accounts and whose registered address 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 notice and documents.

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“Entitled Scripholders”	:	Shareholders whose share certificates are not deposited with CDP or who have tendered to the Share Registrar valid transfer of their Shares and the certificates relating thereto for registration up to 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”	:	The Entitled Depositors and Entitled Scripholders collectively.
“EGM”	:	Extraordinary General Meeting.
“EPS”	:	Earnings per Share.
“Excess Applications”	:	Applications by Entitled Shareholders of Rights Shares in excess of their provisional allotments of Rights Shares.
“Excess Rights Shares”	:	Rights Shares which are not taken up by Entitled Shareholders as at the close of the Rights Issue, and which may be applied for by the Entitled Shareholders, which are in excess of the number of Rights Shares provisionally allotted to such Entitled Shareholders.
“Exchange Consideration”	:	Has the meaning ascribed to it in paragraph 8(g) of part 4 of the section entitled “ <i>Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018</i> ”.
“Exchange Option”	:	Has the meaning ascribed to it in paragraph 8(g) of part 4 of the section entitled “ <i>Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018</i> ”.
“Foreign Purchasers”	:	Purchasers whose registered addresses with CDP are outside Singapore at the time of purchase and who have not provided CDP with an address in Singapore for the service of notices and documents at least three (3) Market Days prior to the Record Date.

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“Foreign Shareholders”	:	Shareholders whose registered addresses are outside Singapore as at the Record Date and who have 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 and documents.
“FVTPL”	:	Fair value loss on other investment at fair value through profit or loss.
“FY”	:	Financial year ended or ending 31 December, as the case may be.
“FY2022 AGM Extension”	:	Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled “ <i>Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018</i> ”.
“FY2022 Financial Statements”	:	Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled “ <i>Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018</i> ”.
“FY2022 Financial Statements Extension”	:	Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled “ <i>Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018</i> ”.
“GBPL”	:	Golden Bridge Pte. Ltd..
“Group”	:	The Company and its Subsidiaries.
“IDR”	:	Indonesian Rupiah, being the lawful currency of the Republic of Indonesia.
“IGM Labs”	:	PT Indo Genesis Medika.
“Initial Subscription Price Per Preference Share”	:	Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled “ <i>Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018</i> ”.

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“Initial Waiver Application”	:	Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled “ <i>Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018</i> ”.
“Irrevocable Undertakings”	:	The irrevocable undertakings given by LSHL, CJ and YPJ respectively to the Company in respect of the Rights Issue, each an “ Irrevocable Undertaking ”.
“Issue Price”	:	S\$0.002 for each Rights Share.
“Jakarta High Court Decision”	:	Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled “ <i>Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018</i> ”.
“KPN”	:	PT Kreasi Putra Nusantara.
“Latest Practicable Date”	:	14 November 2024, being the latest practicable date prior to the lodgement of this Offer Information Statement.
“LSHL”	:	Ms Lee Su Hui Lena.
“LSHL Entitled Rights Shares”	:	Has the meaning ascribed to it in the section entitled “ <i>Irrevocable Undertakings</i> ”.
“LSHL Excess Rights Shares”	:	Has the meaning ascribed to it in the section entitled “ <i>Irrevocable Undertakings</i> ”.
“LSHL Irrevocable Undertaking”	:	Has the meaning ascribed to it in the section entitled “ <i>Irrevocable Undertakings</i> ”.
“LSHL Shareholding”	:	Has the meaning ascribed to it in the section entitled “ <i>Irrevocable Undertakings</i> ”.
“Lunadorii”	:	Lunadorii Inc..
“Lunadorii Bonds”	:	Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled “ <i>Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018</i> ”.

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- “Mapex Property”** : The property located at 37 Jalan Pemimpin, #04-13, Mapex, Singapore 577177.
- “Market Day”** : A day on which the SGX-ST is open for trading in securities.
- “Maturity Date”** : Has the meaning ascribed to it in paragraph 8(g) of part 4 of the section entitled “***Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018***”.
- “Maximum Subscription Scenario”** : Based on the Company’s issued and paid-up share capital of the Company (excluding Treasury Shares and Subsidiary Holdings) of 619,741,352 Shares as at the Latest Practicable Date, and assuming, for illustrative purposes only, that:
- (a) the Outstanding Bonds are converted in full prior to the Record Date, save for the Bonds held by CJ and YPJ amounting to an aggregate principal amount of S\$750,000, resulting in the allotment and issuance of 19,821,428 Conversion Shares;
 - (b) save for the conversion of the Outstanding Bonds in accordance with sub-paragraph (a) above, no new Shares are allotted and issued by the Company from the date of the Rights Issue Announcement up to the Record Date; and
 - (c) all Shareholders subscribe for their respective *pro-rata* entitlement to the Rights Shares under the Rights Issue,
- in which an aggregate of 1,279,125,560 Rights Shares will be allotted and issued under the Rights Issue.
- “Medic International”** : Medic International (Singapore) Pte Ltd.
- “Minimum Subscription Scenario”** : Based on the Company’s issued and paid-up share capital of the Company (excluding Treasury Shares and Subsidiary Holdings) of 619,741,352 Shares as at the Latest Practicable Date, and assuming, for illustrative purposes only, that:
- (a) no new Shares are allotted and issued by the Company from the date of the Rights Issue Announcement up to the Record Date;

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- (b) apart from the Undertaking Shareholders who will fully or partially subscribe for their respective *pro-rata* entitlement to the Rights Shares as stipulated under their respective Irrevocable Undertakings, none of the Entitled Shareholders subscribe for their respective *pro-rata* entitlement to the Rights Shares under the Rights Issue; and
- (c) LSHL makes an application for the LSHL Excess Rights Shares in accordance with the LSHL Irrevocable Undertaking,

in which an aggregate of 382,385,254 Rights Shares will be allotted and issued under the Rights Issue.

“MLPL/MSPL Disposal”	:	Has the meaning ascribed to it in paragraph 8(c) of part 4 of <i>“Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018”</i> .
“MLPL”	:	Medic Laser Private Limited.
“MSPL”	:	Medic Surgical Private Limited.
“NAV”	:	Net asset value.
“Net Proceeds”	:	The estimated net proceeds from the Rights Issue after deducting expenses for the Rights Issue.
“Nil-Paid Rights”	:	The “nil-paid” provisional entitlements to subscribe for the Rights Shares under the Rights Issue.
“Offer Information Statement”	:	This offer information statement and, where the context requires, the OIS Notification Letter, 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 dated 20 November 2024 issued to Entitled Shareholders and Purchasers containing, among others, instructions relating to access to the electronic version of this Offer Information Statement.

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“Outstanding Bonds”	:	Has the meaning ascribed to it in paragraph 8(g) of part 4 of the section entitled <i>“Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018”</i> .
“PAL”	:	The provisional allotment letter issued to an Entitled Scripholder, setting out the provisional allotment of Rights Shares of such Entitled Scripholder under the Rights Issue.
“Partial Early Redemption”	:	Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled <i>“Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018”</i> .
“Participating Banks”	:	DBS Bank Ltd. (including POSB) and Oversea-Chinese Banking Corporation Limited.
“Preference Investors”	:	Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled <i>“Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018”</i> .
“Preference Shares” or “Preference Share”	:	Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled <i>“Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018”</i> .
“Purchasers”	:	Persons purchasing the provisional allotment of Rights Shares through the book-entry (scripless) settlement system.
“RDHPL”	:	Renum Distribution Holdings Pte. Ltd..
“Record Date”	:	5:00 p.m. on 15 November 2024, being the time and date at and on which the Register of Members and the share transfer books of the Company were closed to determine the provisional allotment of Rights Shares to Entitled Shareholders under the Rights Issue.
“Register of Members”	:	Register of members of the Company.

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“Relevant Persons”	:	The Participating Banks, the Share Registrar, the Securities Clearing and Computer Services (Pte) Limited, CDP, the SGX-ST, the Sponsor and the Company.
“Renouncee”	:	A person to whom an Entitled Shareholder renounces all or part of his provisional allotment of Rights Shares under the Rights Issue.
“Rights Issue”	:	The renounceable non-underwritten rights issue of up to 1,279,125,560 Rights Shares at the Issue Price for each Rights Share, on the basis of two (2) Rights Shares for every one (1) existing Share held by Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded.
“Rights Issue Announcement”	:	The Company’s announcement dated 27 September 2024 in relation to, <i>inter alia</i> , the Rights Issue.
“Rights Shares” or “Rights Securities”	:	Up to 1,279,125,560 new Shares to be allotted and issued by the Company pursuant to the Rights Issue, each a “Rights Share” or “Rights Security”.
“RMB”	:	Renminbi, being the lawful currency of the Republic of China.
“SAM”	:	SAM Laboratory Pte. Ltd..
“Securities Accounts”	:	The securities accounts maintained by Depositors with CDP, but not including the securities accounts maintained with a Depository Agent.
“Securities and Futures Act” or “SFA”	:	Securities and Futures Act 2001 of Singapore, as may be amended, modified or supplemented from time to time.
“Securities and Futures Regulations” or “SFR”	:	Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 of Singapore, as may be amended, modified, or supplemented from time to time.
“Seed Capital”	:	Has the meaning ascribed to it in paragraph 4 of part 5 of the section entitled “ <i>Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018</i> ”.
“SGX-ST”	:	Singapore Exchange Securities Trading Limited.

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“SGXNet”	:	The SGXNet Corporate Announcement System, being a system network used by listed companies to send information and announcements to the SGX-ST or any other system networks prescribed by the SGX-ST.
“Shares”	:	Ordinary shares in the capital of the Company.
“Shareholders”	:	Registered holder(s) of Shares in the register of members of the Company, except where the registered holder is CDP, in which case the term “ Shareholders ” shall, in relation to such Shares, mean the Depositors who have Shares entered against their name in the Depository Register of CDP. Any reference to Shares held by or shareholdings of Shareholders shall include Shares standing to the credit of their respective Securities Accounts.
“Share Registrar”	:	Tricor Barbinder Share Registration Services.
“SIAMH”	:	Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled “ Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 ”.
“SIAMH Shares” or “SIAMH Share”	:	Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled “ Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 ”.
“SIC”	:	Securities Industry Council of Singapore.
“Singapore”	:	The Republic of Singapore.
“Sinopharm COVID-19 Vaccine”	:	Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled “ Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 ”.
“Sponsor”	:	The Company’s sponsor, ZICO Capital Pte. Ltd..
“SRS”	:	Supplementary Retirement Scheme.

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“SRS Approved Banks”	:	The approved banks in which SRS Investors hold their accounts under the SRS.
“SRS Funds”	:	The monies standing to the credit of the respective SRS accounts of SRS Investors under the SRS.
“SRS Investors” or “SRS Members”	:	Shareholders who as at the Record Date were holding Shares which were subscribe for or purchased under the SRS using their SRS Funds.
“Subscription Agreement”	:	Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled “ <i>Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018</i> ”.
“Subsidiaries”	:	Has the meaning ascribed to it in Section 5 of the Companies Act, and “ Subsidiary ” shall be construed accordingly.
“Subsidiary Holdings”	:	Shares held by a Subsidiary in accordance with the Companies Act.
“Substantial Shareholder”	:	A person (including a corporation) who holds (directly or indirectly) not less than five per cent (5%) of the total votes attached to all the voting Shares of the Company.
“S\$” and “cents”	:	Singapore Dollars and cents, respectively, being the lawful currency of Singapore.
“Take-over Code”	:	The Singapore Code on Take-overs and Mergers, as may be amended, modified or supplemented from time to time.
“TMJ”	:	PT Tirta Medika Jaya.
“TMJ Former Directors”	:	Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled “ <i>Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018</i> ”.
“TMJ Suit”	:	Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled “ <i>Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018</i> ”.

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“TMN”	:	PT Tirta Medika Nusantara.
“TMN Suit”	:	Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled “ <i>Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018</i> ”.
“Treasury Shares”	:	The shares held in treasury by the Company.
“Undertaking Shareholders”	:	LSHL, CJ and YPJ, each an “Undertaking Shareholder”.
“Unit Share Market”	:	The unit share market of the SGX-ST.
“US\$”	:	United States Dollars, being the lawful currency of the United States of America.
“VWAP”	:	Volume weighted average price.
“YPJ”	:	Mr Yee Pinh Jeremy.
“YPJ Entitled Rights Shares”	:	Has the meaning ascribed to it in the section entitled “ <i>Irrevocable Undertakings</i> ”.
“YPJ Irrevocable Undertaking”	:	Has the meaning ascribed to it in the section entitled “ <i>Irrevocable Undertakings</i> ”.
“YPJ Loan”	:	Has the meaning ascribed to it in the section entitled “ <i>Irrevocable Undertakings</i> ”.
“YPJ Loan Agreement”	:	Has the meaning ascribed to it in the section entitled “ <i>Irrevocable Undertakings</i> ”.
“YPJ Shareholding”	:	Has the meaning ascribed to it in the section entitled “ <i>Irrevocable Undertakings</i> ”.
“YPJ Suit”	:	Has the meaning ascribed to it in paragraph 8(c) of part 4 of the section entitled “ <i>Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018</i> ”.
“%” or “per cent”	:	Per centum or percentage.

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Unless the context otherwise requires:

- (a) references to “**we**”, “**our**” and “**us**” mean, as the context requires, Clearbridge Health Limited on an unconsolidated basis or Clearbridge Health Limited and its Subsidiaries on a consolidated basis. References to “**you**”, “**your**” and “**yours**” in this document are, as the context so determines, to Shareholders;
- (b) the terms “**depositor**”, “**depository register**” and “**depository agent**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA and the term “**Subsidiary**” shall have the meaning ascribed to it in Section 5 of the Companies Act;
- (c) the terms “**associate**” and “**associated company**” shall have the meanings ascribed to them in the section entitled “**Definitions and Interpretation**” of the Catalist Rules, where relevant;
- (d) 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. Unless the context otherwise requires, any references to persons shall include individuals, corporate bodies (wherever incorporated), unincorporated associations and partnerships;
- (e) any reference to any agreement or document shall include such agreement or document as amended, modified, varied, novated, supplemented or replaced from time to time;
- (f) any reference in this Offer Information Statement, the PAL, the ARE and the ARS to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the SFA, the SFR, the Code or the Catalist Rules or any modification thereof and not otherwise defined in this Offer Information Statement, the PAL, the ARE and the ARS shall, where applicable, have the same meaning ascribed to it under the Companies Act, the SFA, the SFR, the Code or the Catalist Rules or such modification thereof, as the case may be, unless the context otherwise requires;
- (g) any reference to a date or time of a day in this Offer Information Statement, the PAL, the ARE and the ARS shall be a reference to Singapore time unless otherwise stated;
- (h) any reference to a date or time of day in this Offer Information Statement, the OIS Notification Letter, the PAL, the ARE and the ARS in relation to the Rights Issue (including but not limited to the Closing Date and the last dates and times for acceptance and payment, renunciation and payment, and excess application and payment) shall include such other date(s) and/or time(s) as may be announced from time to time by or on behalf of the Company;
- (i) any discrepancies between the figures 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;
- (j) the terms “**written**” or “**in writing**” include any means of visible reproduction;

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- (k) any discrepancies between the figures listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them;
- (l) any reference to an “**announcement**” of or by the Company in this Offer Information Statement shall include announcements by the Company posted on the SGX-ST’s website at the URL <https://www.sgx.com>; and
- (m) the headings in this Offer Information Statement, the OIS Notification Letter, the PAL, the ARE and the ARS are inserted for convenience only and shall be ignored in construing this Offer Information Statement, the OIS Notification Letter, the PAL, the ARE and the ARS.

SUMMARY OF THE 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 elsewhere in this Offer Information Statement.

Number of Rights Shares : Up to 1,279,125,560 Rights Shares to be allotted and issued on a renounceable non-underwritten basis (assuming Maximum Subscription Scenario).

Allotment Ratio : The Rights Issue will be made on a renounceable non-underwritten basis to all Entitled Shareholders on the basis of two (2) Rights Shares for every one (1) existing Share held by Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded.

Issue Price of the Rights Shares : S\$0.002 per Rights Share.

Discount : The Issue Price represents:

- (a) a discount of approximately 53.49% to the theoretical ex-rights price of approximately S\$0.0043 per Share based on the last traded price of S\$0.009 per Share for Shares traded on the Catalist on 27 September 2024, being the last Market Day immediately preceding the date of the proposed Rights Issue Announcement on which Shares were traded on the Catalist; and
- (b) a discount of approximately 77.78% to the volume weighted average price of S\$0.009 per Share for Shares traded on the Catalist on 27 September 2024, being the last Market Day immediately preceding the date of the proposed Rights Issue Announcement on which Shares were traded on the Catalist.

In determining the Issue Price and such discount, the Directors have taken into account, *inter alia*, the historical financial performance of the Group, historical prices of the Company's shares in the past twelve (12) months, the size of the Rights Issue and the Group's fundraising needs.

SUMMARY OF THE PRINCIPAL TERMS OF THE RIGHTS ISSUE

- Non-Underwritten Basis** : The Rights Issue will not be underwritten.
- The Directors are of the opinion that there is no minimum amount that must be raised from the Rights Issue. Accordingly, the Company has decided to undertake the Rights Issue on a non-underwritten basis in view of the Irrevocable Undertakings and cost savings that it anticipates it will enjoy as a result of not having to bear any underwriting fees and commissions.
- The Rights Issue will not be withdrawn after the commencement of ex-rights trading pursuant to Rule 820(1) of the Catalist Rules.
- Status of the Rights Shares** : The Rights Shares will be payable in full upon acceptance and/or application. The Rights Shares will, upon allotment and issuance, rank *pari passu* in all respects with the then existing Shares, except that they will not rank for any dividends, rights, allotments or other distributions that may be declared or paid for which the record date falls before the date of issue of the Rights Shares.
- Eligibility of Entitled Shareholders 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 entitled “**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.
- Acceptances, Excess Application and Payment Procedures** : The procedures for acceptance, payment and Excess Application by Entitled Shareholders are set out in Appendices II, III and IV to this Offer Information Statement and in the PAL, the ARE and the ARS (as the case may be).
- Listing of the Rights Shares** : The Company has on 25 October 2024 obtained the listing and quotation notice from the SGX-ST for the listing of and quotation for the Rights Shares on the Catalist, subject to, among others, compliance with the SGX-ST’s listing requirements.
- The listing and quotation notice from the SGX-ST is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Company, its Subsidiaries and their securities.
- 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.

SUMMARY OF THE PRINCIPAL TERMS OF THE RIGHTS ISSUE

Odd Lots : For the purposes of trading on the Catalist, each board lot of Shares will comprise 100 Shares. Following the Rights Issue, 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 on the 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 SRS Funds : SRS Investors who wish to accept their provisional allotments of Rights Shares and apply for Excess Rights Shares (if applicable) can only do so, subject to applicable SRS rules and regulations as well as terms and conditions that may be imposed by the respective SRS Approved Banks, using monies standing to the credit of their respective SRS accounts.

Such SRS Investors who wish to accept their provisional allotments of Rights Shares and apply for Excess Rights Shares (if applicable) using SRS monies must instruct their respective SRS Approved Banks in which they hold their respective SRS accounts, to accept their provisional allotments of Rights Shares and apply for Excess Rights Shares (if applicable) on their behalf. For the avoidance of doubt, SRS Funds may not be used for the purchase of the provisional allotments of Rights Shares directly from the market. Notwithstanding the foregoing, SRS Investors should consult their respective SRS Approved Banks for information and directions as to the use of monies.

Net Proceeds : The Company expects to receive Net Proceeds of approximately S\$515,000 under the Minimum Subscription Scenario and approximately S\$2,308,000 under the Maximum Subscription Scenario, after deducting estimated costs and expenses from the Rights Issue of approximately S\$250,000. An aggregate amount of S\$264,770.51 will be set off from the outstanding amount of the CJ Loan and YPJ Loan, as set out in the section entitled "***Irrevocable Undertakings***", and the balance of the Net Proceeds will be received in cash by the Company.

SUMMARY OF THE PRINCIPAL TERMS OF THE RIGHTS ISSUE

- Use of Proceeds** : Please refer to paragraph 3 of part 4 in the section entitled “*Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018*” of this Offer Information Statement for further details of the use of proceeds.
- Scaling Provisions** : Depending on the level of subscription for the Rights Issue, the Company may, if necessary, scale down the Rights Shares and/or applications for the Excess Rights Shares subscribed by any Shareholder to:
- (a) avoid placing such Shareholder and/or parties acting in concert with it (as defined in the Take-over Code) in the position of incurring an obligation to make a mandatory general offer under the Take-over Code as a result of other Entitled Shareholders not taking up, whether partly or in full, their provisional allotments of the Rights Shares; and/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.
- Governing Law** : Laws of the Republic of Singapore.

INDICATIVE TIMETABLE OF KEY EVENTS

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

Shares trade ex-rights	:	14 November 2024 from 9:00 a.m.
Record Date	:	15 November 2024 at 5:00 p.m.
Despatch (or dissemination in accordance with such laws or regulations as may be applicable) of the OIS Notification Letter, the ARE and the PAL (as the case may be) to the Entitled Shareholders	:	20 November 2024
Commencement of trading of Nil-Paid Rights	:	20 November 2024 from 9:00 a.m.
First date and time for acceptance of and payment for Rights Shares and application of and payment for Excess Rights Shares	:	20 November 2024 from 9:00 a.m.
Last date and time for splitting, trading of Nil-Paid Rights and sale of Nil-Paid Rights of Foreign Shareholders	:	28 November 2024 at 5:00 p.m.
Last date and time for acceptance of and payment for the Rights Shares and application of and payment for Excess Rights Shares ⁽¹⁾	:	4 December 2024 at 5:30 p.m. (or 9:30 p.m. for Electronic Applications through ATMs of a Participating Bank)
Last date and time for acceptance of and payment for the Rights Shares by Renouncees ⁽¹⁾	:	4 December 2024 at 5:30 p.m. (or 9:30 p.m. for Electronic Applications through ATMs of a Participating Bank)
Expected date for allotment, issuance and crediting of the Rights Shares	:	12 December 2024
Expected date for refund of unsuccessful or invalid applications (if made through CDP)	:	12 December 2024
Expected date and time for listing and commencement of trading of Rights Shares	:	12 December 2024

INDICATIVE TIMETABLE OF KEY EVENTS

Note:

- (1) This does not apply to SRS Members and investors who hold Shares through a finance company and/or Depository Agent. SRS Members and investors who hold Shares through a finance company and/or Depository Agent should refer to the section entitled “**Important Notice to SRS Members and Investors who hold Shares through a Finance Company and/or Depository Agent**” of this Offer Information Statement. Any acceptance and (if applicable) application made by these persons directly through CDP, the Share Registrar, the Company and/or Electronic Applications will be rejected. Such persons, where applicable, will receive notification letter(s) from their respective SRS Approved Bank, 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 SRS Approved Bank, finance company and/or Depository Agent, as the case may be.

Pursuant to Rule 820(1) of the Catalist Rules, the Rights Issue cannot be withdrawn after the Shares have commenced ex-rights trading. Based on the above timetable, the Shares have commenced ex-rights trading on 14 November 2024 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, upon consultation with its advisers, and with the approval of the SGX-ST, the Sponsor and/or CDP, modify the timetable subject to any limitations under any applicable laws, rules or regulations. In such an event, the Company will publicly announce any modification to the above timetable through a SGXNet announcement to be posted via the SGXNet on the SGX-ST’s website at the URL: <https://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 the OIS Notification Letter, this Offer Information Statement or its accompanying documents (including the PAL, ARE and the ARS) or make an invitation under the Rights Issue.

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/or eligibility (including time of receipt) of any PAL, ARE or ARS are determined by the Company in its sole discretion. The Company's determination of whether a person is an Eligible Shareholder, whether or when a PAL, ARE or ARS is received, whether a PAL, ARE or ARS is duly completed or signed in original, or whether any acceptance is validly revoked shall be final and binding.

Entitled Shareholders are entitled to participate in the Rights Issue and to receive the OIS Notification Letter together with:

- (a) for the Entitled Depositors: the ARE, being the application and acceptance form for Rights Shares and the Excess Rights Shares in respect of their provisional allotments of Rights Shares under the Rights Issue; or
- (b) for the Entitled Scripholders: the PAL, being the provisional allotment letter in respect of their provisional allotments of Rights Shares under the Rights Issue,

and other accompanying documents at their respective Singapore addresses as 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 the URL: <https://clearbridgehealth.com> and is also available on the SGX-ST's website at the URL: <https://www.sgx.com/securities/company-announcements>.

Entitled Depositors who do not receive the AREs may obtain them from CDP during the period up to the Closing Date. Entitled Scripholders who do not receive the PALs may obtain them from the Share Registrar during the period up to the Closing Date.

Entitled Shareholders will be provisionally allotted the Rights Shares under the Rights Issue on the basis of their shareholdings as at the Record Date, fractional entitlements (if any) being disregarded. Entitled Shareholders are at liberty to accept (in full or in part), decline, renounce or in the case of Entitled Depositors only, trade their provisional allotments of Rights Shares on Catalist during the rights trading period prescribed by the SGX-ST and are eligible to apply for Excess Rights Shares in excess of their provisional allotments under the Rights Issue. For the avoidance of doubt, only Entitled Shareholders (and not the Purchasers or the Renounees) shall be entitled to apply for Excess Rights Shares in excess of their provisional allotments.

All dealings in, and transactions of, the provisional allotments of Rights Shares through 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 Catalist.

ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

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

Entitled Scripholders should note that all correspondences and notices will be sent to their last registered addresses with the Company as at the Record Date. Entitled Scripholders are reminded that any request to the Company to update their records or to effect any change in address must reach Clearbridge Health Limited, c/o the Share Registrar, Tricor Barbinder Share Registration Services at 9 Raffles Place, #26-01 Republic Plaza 1, Singapore 048619, not later than 5.00 p.m. on a date being three (3) Market Days prior to the Record Date.

Entitled Scripholders are encouraged to open Securities Accounts with CDP if they have not already done so and 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 provisional allotments of Rights Shares. 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.

Entitled Depositors who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares may only do so through CDP or by way of Electronic Applications. 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.

For Entitled Shareholders who hold Shares through finance companies or Depository Agents, acceptances and subscriptions of the Rights Shares and (if applicable) applications for Excess Rights Shares must be done through the respective finance companies or Depository Agents. Any acceptances and/or applications by such investors to accept the provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares made directly to CDP, the Share Registrar, the Company or by way of Electronic Applications will be rejected.

SRS Members, subject to applicable SRS rules and regulations, may use their SRS Funds to pay for the acceptance of their provisional allotments of the Rights Shares and (if applicable) application for Excess Rights Shares. SRS Members must instruct the relevant SRS Approved Banks 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. In the case of insufficient SRS Funds, subject to the SRS contribution cap, SRS Members may 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. SRS Members are advised to provide their respective SRS Approved Banks 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 acceptance and (if applicable) application on their behalf by the Closing Date. SRS Funds may not, however, be used for the purchase of the provisional allotments of the Rights Shares directly from the market. Any acceptance of the provisional allotments of Rights Shares and (if applicable) application for Excess Rights Shares directly to CDP, the Share Registrar, the Company, or by way of Electronic Applications will be rejected.

ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

Fractional entitlements to the Rights Shares will be disregarded in arriving at the Entitled Shareholders' provisional allotments of 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 allotted to satisfy excess applications (if any), or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company.

In the allotment of any Excess Rights Shares, preference will be given to Shareholders for the rounding of odd lots, and the Directors and the Substantial Shareholders (including the Undertaking Shareholder) who have Control or influence 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 will rank last in priority for the rounding of odd lots and allotment of Excess Rights Shares. The Company will also not make any allotment and issuance of any Excess Rights Shares that will result in a transfer of Controlling Interest in the Company unless otherwise approved by Shareholders in a general meeting.

The procedures for, and the terms and conditions applicable to, acceptances, renunciation and/or sales of the provisional allotments of Rights Shares and the applications for Excess Rights Shares, including the different modes of acceptance or application and payment, are contained in Appendices II, III and IV to this Offer Information Statement and in the PAL, the ARE and the ARS (as the case may be).

2. Foreign Shareholders

This Offer Information Statement and its accompanying documents relating to the Rights Issue have not been and will not be lodged, registered or filed in any jurisdiction other than in Singapore. The distribution of this Offer Information Statement and its accompanying documents 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 jurisdictions other than Singapore, the Rights Shares will **NOT** be offered to Foreign Shareholders and this Offer Information Statement and its accompanying documents have not been and will **NOT** be despatched or disseminated to Foreign Shareholders, or lodged, registered or filed in any jurisdictions outside Singapore.

ACCORDINGLY, FOREIGN SHAREHOLDERS WILL NOT BE ENTITLED TO PARTICIPATE IN THE RIGHTS ISSUE. NO PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES HAS BEEN MADE OR WILL BE MADE TO FOREIGN SHAREHOLDERS AND NO PURPORTED ACCEPTANCE THEREOF OR APPLICATION THEREFOR BY ANY FOREIGN SHAREHOLDER WILL BE VALID.

This Offer Information Statement and its accompanying documents will also **NOT** be despatched or disseminated to Foreign Purchasers. Foreign Purchasers who wish to accept the Nil-Paid Rights and the provisional allotments of the Rights Shares credited to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore. The comments set out in this section are intended as a general guide only and any Foreign Shareholder who is in doubt as to his position should consult his 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 him.

ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

The Company further reserves the right to reject any acceptances of the Rights Shares and (if applicable) any application for Excess Rights Shares where it believes, or has reason to believe, that such acceptance or application may violate the applicable legislation of any jurisdiction. The Company reserves the right to treat as invalid any ARE, ARS or PAL which (i) appears to the Company or its agents to have been executed in a jurisdiction outside Singapore which may violate the applicable legislation of such jurisdiction, (ii) provides an address outside Singapore for the receipt of the share certificate(s) of the Rights Shares or which requires the Company to despatch the share certificate(s) to an address in any jurisdiction outside Singapore, or (iii) purports to exclude any deemed representation or warranty required by the terms of the Offer Information Statement, PAL, ARE and ARS.

Foreign Shareholders who wish to participate in the Rights Issue may provide an address in Singapore for the service of notices and documents by notifying in writing, as the case may be, to (i) CDP at 4 Shenton Way, #02-01, SGX Centre 2, Singapore 068807 or (ii) Clearbridge Health Limited c/o Tricor Barbinder Share Registration Services at 9 Raffles Place, #26-01 Republic Plaza 1, Singapore 048619, at least three (3) Market Days prior to the Record Date.

If it is practicable to do so, arrangements may, at the discretion of the Company, be made for the Nil-Paid Rights and/or provisional allotments of Rights Shares which would otherwise have been provisionally allotted to Foreign Shareholders, to be sold “nil-paid” on Catalist as soon as practicable after dealings in the provisional allotment of Rights Shares commence. 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.

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 standing to the credit of their respective Securities Accounts as at the Record Date and sent to them by means of a crossed cheque **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 to be distributed to any single Foreign Shareholder is less than S\$10.00, the Company shall be entitled to retain or deal with such net proceeds as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder or persons acting to the account or benefit of any such persons shall have any claim whatsoever against the Company, the Directors, the Sponsor, CDP, the Share Registrar and/or their respective officers in connection therewith.

Where the provisional allotments of Rights Shares are sold “nil-paid” on Catalist, they will be sold at such price or prices as the Company may, in its absolute discretion, decide and no Foreign Shareholder or persons acting to the account or benefit of any such persons shall have any claim whatsoever against the Company, the Directors, the Sponsor, CDP, the Share Registrar and/or their respective officers in connection therewith. If such provisional allotments of Rights Shares cannot be sold or are not sold on 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 aggregated and allotted to satisfy applications for Excess Rights Shares (if any) or disposed of or otherwise 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 or persons acting to the account or benefit of any such persons shall have any claim whatsoever against the Company, the Directors, the Sponsor, CDP, the Share Registrar and/or their respective officers in connection therewith.

ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

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

Notwithstanding the above, Shareholders and any other person having possession of this Offer Information Statement and 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, 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 violating any regulation or legal requirements in those territories.

This Offer Information Statement and/or its accompanying documents are not intended for distribution outside of Singapore.

Depositors should note that all correspondences and notices will be sent to their last registered addresses with CDP.

OFFERING, SELLING AND TRANSFER RESTRICTIONS

No action has been taken or will be taken to permit a public offering of the Nil-Paid 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 Nil-Paid 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 Nil-Paid 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 Nil-Paid 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 Nil-Paid Rights, applying for Excess Rights Shares or making any offer, sale, resale, pledge or other transfer of the Nil-Paid Rights or the Rights Shares.

This Offer Information Statement and/or 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.

General

The distribution (or dissemination in accordance with applicable laws or regulations) of this Offer Information Statement and/or its accompanying documents may be prohibited or restricted by law (either absolutely or subject to various relevant 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 Nil-Paid Rights unless such offer, invitation or solicitation could lawfully be made without violating any regulation or legal requirements in such territory.

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 Nil-Paid 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 Nil-Paid Rights or the Rights Shares in any jurisdiction other than Singapore where action for that purpose is required.

Accordingly, Entitled Shareholders, Renounees and Purchasers of Nil-Paid Rights and/or Rights Shares may not offer or sell, directly or indirectly, any Rights Shares or Nil-Paid Rights and may not distribute or publish this Offer Information Statement, its accompanying documents or any other offering material or advertisements in connection with the Nil-Paid 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.

TRADING

1. Listing and Quotation of Rights Shares

The Company announced on 28 October 2024 that it has received the listing and quotation notice from the SGX-ST for the dealing in, listing of and quotation for the Rights Shares on Catalist, subject to, *inter alia*, compliance with the SGX-ST's listing requirements.

The listing and quotation notice from the SGX-ST is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Company, its Subsidiaries and their securities.

The listing of the Rights Shares on Catalist will commence after all conditions imposed by the SGX-ST are satisfied, all certificates relating thereto have been issued and the allotment notification letters from CDP have been despatched. Upon listing and quotation on Catalist, the Rights Shares will be traded under the book-entry (scripless) settlement system. For the purposes of trading on Catalist, each board lot of Shares will comprise 100 Shares. All dealings in, and transactions (including transfers) of, the Rights Shares effected through the SGX-ST and/or CDP shall be made in accordance with CDP's "*Terms and Conditions for Operation of Securities Accounts 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.

2. Arrangements for Scripless Trading

To facilitate scripless trading, Entitled Scripholders and their Renounees who wish to accept the Rights Shares provisionally allotted to them and (in the case of Entitled Scripholders only) apply for Excess Rights Shares, and who wish to trade the Rights Shares issued to them on 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 Renounees who wish to accept their provisional allotment of Rights Shares and/or (in the case of Entitled Scripholders only) apply for Excess Rights Shares and have their Rights Shares credited by CDP 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 Renounees who fail to fill in their Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) or who have provided 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 the Securities Accounts currently maintained with CDP, will be issued physical share certificates for the Rights Shares allotted to them in their own names and (if applicable) the Excess Rights Shares allotted to them. Physical share certificates, if issued, will be forwarded to Entitled Scripholders by ordinary post at their own risk but will not be valid for delivery pursuant to trades done on Catalist under the book-entry (scripless) settlement system, although they will continue to be *prima facie* evidence of legal title.

Entitled Scripholders should note that all correspondences and notices will be sent to their last registered addresses with CDP.

TRADING

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

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

3. Trading 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 the Rights Shares (i.e. less than 100 Shares) and who wish to trade in odd lots on Catalist will be able to do so on the Unit Share Market of the SGX-ST. The market for trading of such odd lots of Shares may be illiquid. Shareholders who hold odd lots of the Rights Shares (i.e. less than 100 Shares) and who wish to trade in odd lots on the Catalist should note that they may have difficulty and/or have to bear disproportionate transaction costs in realising the fair market price of such Shares.

There is no assurance that they can acquire such number of Shares, as the case may be, to make up one board lot of 100 Shares, or to dispose of their odd lots (whether in part or in whole) on Catalist.

4. Trading of Shares of Companies listed on Catalist

Companies listed on Catalist may carry higher investment risk when compared with larger or more established companies listed on the Mainboard of the SGX-ST. In particular, companies may list on Catalist without track record of profitability and there is no assurance that there will be a liquid market in the securities traded on 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 financial 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 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 “anticipate”, “believe”, “could”, “estimate”, “expect”, “forecast”, “if”, “intend”, “may”, “plan”, “possible”, “probable”, “project”, “should”, “will” and “would” or similar words. However, these words are not the exclusive means of identifying forward-looking statements. All statements regarding the Group’s expected financial position, operating results, business strategy, plans and future prospects of the Group’s industry are forward-looking statements.

These forward-looking statements, *inter alia*, statements as to the Group’s revenue and profitability, prospects, future plans 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 and/or future 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 (both known and unknown), 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 discussed in those forward-looking statements.

Further, the Company and its Directors, officers 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, subject to compliance with any applicable laws and regulations and/or rules of the SGX-ST and/or any regulatory or supervisory body or agency. Where such developments, events or circumstances occur after the lodgement of this Offer Information Statement with the SGX-ST, acting as agent on behalf of the Authority 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 on the 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 Take-over Code regulates, *inter alia*, the acquisition of ordinary shares of corporations with a primary listing on Catalist, including the Company. Pursuant to the Take-over Code, except with the consent of the SIC, where:

- (a) 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 him) carry 30.0% or more of the voting rights of the Company; or
- (b) any person who, together with parties acting in concert with him, holds not less than 30.0% but not more than 50.0% of the voting rights and such person, or any party acting in concert with him, 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 general offer immediately to the shareholders of the Company for the remaining Shares in the Company in accordance with the provisions of the Take-over Code. In addition to such person, each of the principal members of the group of persons acting in concert with him 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 Take-over Code as a result of any acquisition of Rights Shares pursuant to the Rights Issue or the acceptance of the provisional allotment of Rights Shares or the application for Excess Rights Shares, should consult the SIC and/or their professional advisers immediately.

Depending on the level of subscription for the Rights Shares, the Company will, if necessary, and upon the approval of the SGX-ST, scale down a Shareholder's application to subscribe for the Rights Issue to avoid placing the relevant Shareholder and parties acting in concert with it in the position of incurring a mandatory obligation under the Take-over Code as a result of other Shareholders not taking up their Rights Shares entitlements fully.

IRREVOCABLE UNDERTAKINGS

The Company has received irrevocable undertakings from each of the following Shareholders to demonstrate their commitment and vote of confidence in the prospects of the Company and the Group, and to show their support for the Rights Issue (each, an “**Undertaking Shareholder**”, and collectively, the “**Undertaking Shareholders**”):

- (a) Ms Lee Su Hui Lena (“**LSHL**”), a Shareholder of the Company;
- (b) Mr Chen Johnson (“**CJ**”), the Non-Executive Non-Independent Chairman of the Company; and
- (c) Mr Yee Pinh Jeremy (“**YPJ**”), the Executive Director and Chief Executive Officer of the Company,

(collectively, the “**Irrevocable Undertakings**”, and each an “**Irrevocable Undertaking**”).

As at the Latest Practicable Date:

- (a) LSHL, a Shareholder, holds an aggregate of 5,000 Shares (“**LSHL Shareholding**”), representing 0.000807% of the existing issued and paid-up share capital of the Company¹ and accordingly, will be entitled to subscribe for an aggregate of 10,000 Rights Shares;
- (b) CJ, the Non-Executive Non-Independent Chairman of the Company, holds an aggregate of 77,055,100 Shares (“**CJ Shareholding**”), representing 12.43% of the existing issued and paid-up share capital of the Company² and accordingly, will be entitled to subscribe for an aggregate of 154,110,200 Rights Shares; and
- (c) YPJ, the Executive Director and Chief Executive Officer of the Company, holds an aggregate of 27,665,077 Shares (“**YPJ Shareholding**”), representing 4.46% of the existing issued and paid-up share capital of the Company³ and accordingly, will be entitled to subscribe for an aggregate of 55,330,154 Rights Shares.

Pursuant to the Irrevocable Undertaking dated 20 September 2024 (the “**LSHL Irrevocable Undertaking**”) and additional Irrevocable Undertaking dated 15 October 2024 (the “**LSHL Additional Irrevocable Undertaking**”) given by LSHL to the Company, LSHL has provided, *inter alia*, the following undertakings to the Company:

- (a) to fully subscribe and/or procure the full subscription for her *pro-rata* Rights Shares entitlement, which amounts to 10,000 Rights Shares (the “**LSHL Entitled Rights Shares**”), and 249,990,000 Excess Rights Shares (the “**LSHL Excess Rights Shares**”);
- (b) to not sell or otherwise dispose of any or all of the LSHL Shareholding from the date of the LSHL Irrevocable Undertaking until the issue of the Rights Shares;
- (c) to abstain, and to procure her associates to abstain, from voting at the EGM held on 23 October 2024 on Ordinary Resolution 1 approving the Rights Issue and also refrain from accepting nomination as proxy or otherwise vote at the EGM in respect of Ordinary Resolution 1 unless Shareholders appointing her as proxy give specific instructions in the relevant Proxy Forms on the manner in which they wish their votes to be cast for the said resolution; and

¹ Please note that this percentage is calculated based on a total number of 619,741,352 Shares.

² Please note that this percentage is calculated based on a total number of 619,741,352 Shares.

³ Please note that this percentage is calculated based on a total number of 619,741,352 Shares.

IRREVOCABLE UNDERTAKINGS

- (d) to do or procure the doing of all such acts, provide all such information, confirmations, undertakings and certificates and execute or procure the execution of all such documents which are within her power to do or provide and as may be necessary and/or pursuant to any requirements of the SGX-ST, the MAS, and/or any other regulatory authorities in Singapore in relation to the Rights Issue and all matters set out in the LSHL Irrevocable Undertaking.

Pursuant to the Irrevocable Undertaking dated 27 September 2024 given by CJ to the Company (the “**CJ Irrevocable Undertaking**”), CJ has provided, among others, the following undertakings to the Company:

- (a) to subscribe and/or procure the subscription for fifty per cent (50%) of his *pro-rata* Rights Shares entitlement, which amounts to 77,055,100 Rights Shares (the “**CJ Entitled Rights Shares**”);
- (b) to not sell or otherwise dispose of any or all of the CJ Shareholding from the date of the CJ Irrevocable Undertaking until the issue of the Rights Shares;
- (c) to vote in favour of the Rights Issue at the EGM held on 23 October 2024, including the allotment and issuance of the Rights Shares; and
- (d) to do or procure the doing of all such acts, provide all such information, confirmations, undertakings and certificates and execute or procure the execution of all such documents which are within his power to do or provide and as may be necessary and/or pursuant to any requirements of the SGX-ST, the MAS, and/or any other regulatory authorities in Singapore in relation to the Rights Issue and all matters set out in the CJ Irrevocable Undertaking.

Pursuant to the Irrevocable Undertaking dated 27 September 2024 given by YPJ to the Company (the “**YPJ Irrevocable Undertaking**”), YPJ has provided, among others, the following undertakings to the Company:

- (a) to fully subscribe and/or procure the full subscription for his *pro-rata* Rights Shares entitlement, which amounts to 55,330,154 Rights Shares (“**YPJ Entitled Rights Shares**”);
- (b) to not sell or otherwise dispose of any or all of the YPJ Shareholding from the date of the YPJ Irrevocable Undertaking until the issue of the Rights Shares;
- (c) to vote in favour of the Rights Issue, including the allotment and issuance of the Rights Shares, at the EGM held on 23 October 2024 in connection with the Rights Issue; and
- (d) to do or procure the doing of all such acts, provide all such information, confirmations, undertakings and certificates and execute or procure the execution of all such documents which are within his power to do or provide and as may be necessary and/or pursuant to any requirements of the SGX-ST, the MAS, and/or any other regulatory authorities in Singapore in relation to the Rights Issue and all matters set out in the YPJ Irrevocable Undertaking.

The respective Irrevocable Undertakings will be conditional upon, *inter alia*, the receipt of the listing and quotation notice from the SGX-ST for the dealing in, listing of and quotation for the Rights Shares on the Catalist, such approval not having been withdrawn or revoked as at the date of completion of the Rights Issue, and if such approval is granted subject to conditions, such conditions being acceptable to the Company.

No commission or fee will be paid to the Undertaking Shareholders in connection with the provision or execution of their respective Irrevocable Undertaking.

IRREVOCABLE UNDERTAKINGS

LSHL has provided a confirmation of financial resources in connection with the LSHL Irrevocable Undertaking, confirming that LSHL has sufficient financial resources to fulfil the LSHL Irrevocable Undertaking.

In relation to the subscription of the CJ Entitled Rights Shares by CJ:

- (a) pursuant to a loan agreement dated 27 September 2024 entered into between the Company and CJ (the “**CJ Loan Agreement**”), CJ had agreed to provide the Company with an interest-free loan of S\$154,110.20 for the Company’s use as its working capital and/or for the purpose of the corporate action(s) to be undertaken by the Company (the “**CJ Loan**”), in which the CJ Loan has been disbursed to the Company as of the Latest Practicable Date; and
- (b) the Company and CJ have agreed that the subscription amount for the CJ Entitled Rights Shares shall be set off from the outstanding amount of the CJ Loan owed by the Company to CJ under the CJ Loan Agreement.

In relation to the subscription of the YPJ Entitled Rights Shares by YPJ:

- (a) pursuant to a loan agreement dated 27 September 2024 entered into between the Company and YPJ (the “**YPJ Loan Agreement**”), YPJ had agreed to provide the Company with an interest-free loan of S\$110,660.31 for the Company’s use as its working capital and/or for the purpose of the corporate action(s) to be undertaken by the Company (the “**YPJ Loan**”), in which the YPJ Loan has been disbursed to the Company as of the Latest Practicable Date; and
- (b) the Company and YPJ have agreed that the subscription amount for the YPJ Entitled Rights Shares shall be set off from the outstanding amount of the YPJ Loan owed by the Company to YPJ under the YPJ Loan Agreement.

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

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 relevant entity.

Name of Directors	Designation	Addresses
Chen Johnson	Non-Executive Non-Independent Chairman	c/o 37 Jalan Pemimpin, #08-05 Mapex, Singapore 577177
Yee Pinh Jeremy	Executive Director and Chief Executive Officer	c/o 37 Jalan Pemimpin, #08-05 Mapex, Singapore 577177
Andrew John Lord	Non-Executive and Lead Independent Director	c/o 37 Jalan Pemimpin, #08-05 Mapex, Singapore 577177
Mark Benedict Ryan	Non-Executive and Independent Director	c/o 37 Jalan Pemimpin, #08-05 Mapex, Singapore 577177
Mah How Soon (Ma Haoshun)	Non-Executive and Independent Director	c/o 37 Jalan Pemimpin, #08-05 Mapex, Singapore 577177

ADVISORS

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.

Manager of the Rights Issue	:	Not applicable, as there are no managers to the Rights Issue.
Underwriter to the Rights Issue	:	Not applicable, as the Rights Issue is not underwritten.
Legal Adviser to the Company in relation to the Rights Issue	:	Aquinas Law Alliance LLP 16 Raffles Quay #17-03 Hong Leong Building Singapore 048581

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

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.
-

Share Registrar	:	Tricor Barbinder Share Registration Services 9 Raffles Place #26-01 Republic Plaza 1 Singapore 048619
Receiving Banker	:	United Overseas Bank Limited 80 Raffles Place UOB Plaza Singapore 048624

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

PART 3 – OFFER STATISTICS AND TIMETABLE

OFFER STATISTICS

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

Method of Offer	:	Renounceable and non-underwritten Rights Issue
Basis of Allotment	:	Two (2) Rights Shares for every one (1) existing Share held by Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded
Number of Rights Shares	:	Up to 1,279,125,560 Rights Shares to be allotted and issued pursuant to the Rights Issue

METHOD AND TIMETABLE

- 2. Provide the information mentioned 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 refer to paragraphs 3 to 7 of part 3 of the section entitled “*Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018*” of this Offer Information Statement.

- 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 must be made public.**
-

Please refer to the section entitled “*Indicative Timetable of Key Events*” of this Offer Information Statement.

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

As at the Latest Practicable Date, the Company does not expect the timetable under the section entitled “**Indicative 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 any such modification to the timetable through an announcement to be posted via SGXNet on the SGX-ST’s website at the URL: <https://www.sgx.com>.

The detailed procedures for, and the terms and conditions applicable to, acceptance, renunciation and/or sale of the provisional allotment of Rights Shares and the application for Excess Rights Shares, including the different modes of acceptance or application and payment, are contained in Appendices II, III and IV to this Offer Information Statement and in the PAL, the ARE and the ARS (as the case may be).

It is not anticipated that the period for which the acceptance, renunciation and/or sale of the provisional allotments of Rights Shares and the application for Excess Rights Shares will be kept open will be extended or shortened. An announcement will be made via SGXNet if there are any such changes to such period.

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 are payable in full upon acceptance and/or application.

Please refer to details on the procedures for acceptance and/or application of, and payment for, the Rights Shares and Excess Rights Shares contained in Appendices II, III and IV to this Offer Information Statement and in the PAL, the ARE and the ARS (as the case may be).

Please refer to the section entitled “**Indicative Timetable of Key Events**” of this Offer Information Statement for the last date and time for payment for the Rights Shares and (if applicable) the Excess Rights Shares.

In relation to the subscription of the CJ Entitled Rights Shares by CJ, the Company and CJ have agreed that the subscription amount for the CJ Entitled Rights Shares shall be set off from the outstanding amount of the CJ Loan owed by the Company to CJ under the CJ Loan Agreement.

In relation to the subscription of the YPJ Entitled Rights Shares by YPJ, the Company and YPJ have agreed that the subscription amount for the YPJ Entitled Rights Shares shall be set off from the outstanding amount of the YPJ Loan owed by the Company to YPJ under the YPJ Loan Agreement.

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

5. State, where applicable, the methods of and time limits for –
- (a) the delivery of the documents evidencing titles to the securities or securities-based derivatives contracts being offered (including temporary documents of title, if applicable) to subscribers or purchasers; and
 - (b) the book-entry transfers of the securities or securities-based derivatives contracts being offered in favour of subscribers or purchasers.
-

The Rights Shares will be provisionally allotted to Entitled Shareholders on or about 19 November 2024 by crediting the provisional allotments to the Securities Accounts of respective Entitled Depositors or through the despatch of the relevant PALs to Entitled Scripholders, based on their respective shareholdings of the Company as at the Record Date.

In the case of Entitled Scripholders and their Renounees with valid acceptances for the Rights Shares and/or (if applicable) successful applications of the 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 by ordinary 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 Renounees (who have furnished valid Securities Account numbers in the relevant form(s) comprised in the PAL) with valid acceptances and/or (if applicable) successful applications for Excess Rights Shares, share certificate(s) 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 to the relevant subscribers, at their own risk, to their mailing addresses in Singapore in the records of CDP, a notification letter stating the number of Rights Shares credited to their Securities Accounts.

Please refer to Appendices II, III and IV to this Offer Information Statement, the PAL, the ARE and the ARS (as the case may be) for more information.

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6. In the case of any pre-emptive rights to subscribe for or purchase the securities or securities-based derivative contracts 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.
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Not applicable. No pre-emptive rights have been offered.

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

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).**
-

Results of the Rights Issue

The Company will announce, amongst others, the results of the allotment or the allocation of the Rights Shares as soon as practicable after the Closing Date, through a SGXNet announcement to be posted on the SGX-ST's website at the URL: <https://www.sgx.com>.

Manner of Refund

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 Excess Rights Shares allotted to that Entitled Shareholder is less than the number applied for, the amount paid on acceptance and (if applicable) application, or the surplus application monies, as the case may be, will be refunded to the relevant Entitled Shareholder, Purchaser or their Renounees by the Company (in the case of Entitled Scripholders) or CDP (in the case of Entitled Depositors and Purchasers) on behalf of the Company 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, where the acceptance and (if applicable) application had been made through Electronic Application through an ATM of a Participating Bank or an Accepted Electronic Service, by crediting the relevant applicants' bank accounts with the relevant Participating Bank, at their own risk, with the appropriate amount within three (3) Business Days after the commencement of trading of the Rights Shares, the receipt by such bank being a good discharge by the Company and CDP of their obligations, if any;
- (b) in respect of Entitled Depositors, where the acceptance and (if applicable) application had been made through CDP, by crediting their designated bank accounts via CDP's Direct Crediting Service, at their own risk. In the event they are not subscribed to CDP's Direct Crediting Service, any monies to be paid shall be credited to 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 as defined therein), as the case may be, (in each case), at their own risk, or in such other manner as they may have agreed with CDP for the payment of any cash distributions, within three (3) Business Days after the commencement of trading of the Rights Shares; or

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

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

The details of refunding excess amounts paid by applicants are set out in Appendices II, III and IV to this Offer Information Statement and in the PAL, the ARE and the ARS (as the case may be).

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

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.
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Please refer to 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) (called in this paragraph and paragraph 3 of this Part 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.
-

The Company expects to receive Net Proceeds of approximately S\$515,000 under the Minimum Subscription Scenario and approximately S\$2,308,000 under the Maximum Subscription Scenario, after deducting estimated costs and expenses from the Rights Issue of approximately S\$250,000. An aggregate amount of S\$264,770.51 will be set off from the outstanding amount of the CJ Loan and YPJ Loan, in accordance with the section entitled “*Irrevocable Undertakings*” of the Offer Information Statement, and the balance of the Net Proceeds will be received in cash by the Company.

All the Net Proceeds under both the Maximum Subscription Scenario and the Minimum Subscription Scenario will go to the Company and will be utilised in the manner set out in paragraph 3 of part 4 of the section entitled “*Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018*” of this Offer Information Statement.

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.
-

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

The Company intends to use the Net Proceeds under both the Maximum Subscription Scenario and the Minimum Subscription Scenario for the following purposes:

Maximum Subscription Scenario

Use of Net Proceeds	Amount (S\$'000)	Percentage of Net Proceeds (%)
General working capital requirements of the Group	2,308	100
Total	2,308	100

Minimum Subscription Scenario

Use of Net Proceeds	Amount (S\$'000)	Percentage of Net Proceeds (%)
General working capital requirements of the Group	515	100
Total	515	100

For the avoidance of doubt, an aggregate amount of S\$264,770.51 will be set off from the outstanding amount of the CJ Loan and YPJ Loan, as set out in the section entitled “**Irrevocable Undertakings**” of the Offer Information Statement, and the balance of the Net Proceeds will be received in cash by the Company. Accordingly, the Company expects to receive Net Proceeds in cash of approximately S\$250,000 under the Minimum Subscription Scenario and approximately S\$2,043,000 under the Maximum Subscription Scenario.

Pending the deployment of the Net Proceeds for the abovementioned uses, the proceeds (or part thereof) may be deposited with financial institutions, invested in short-term money markets instruments, debt instruments and/or marketable securities, and/or used for any other purposes on a short-term basis as the Directors may, in their absolute discretion, deem appropriate in the interests of the Group.

The Company will make periodic announcements on the utilisation of the Net Proceeds as and when such proceeds are materially disbursed, and on whether such disbursements are in accordance with the stated use of proceeds. In addition, the Company will subsequently provide a status report on the use of such proceeds in its interim and full year financial results announcements and annual reports, until such time as the proceeds have been fully utilised. Where there is any material deviation from the use of proceeds described above, the Company will announce the reasons for such deviation. Where the proceeds have been used for general corporate and/or working capital purposes, the Company will provide a breakdown with specific details on how the proceeds have been applied in the Company’s announcements and annual reports.

The Rights Issue will not be underwritten. The Directors are of the opinion that there is no minimum amount that must be raised from the Rights Issue. Accordingly, the Company has decided to undertake the Rights Issue on a non-underwritten basis in view of the Irrevocable Undertakings and cost savings that it anticipates it will enjoy as a result of not having to bear any underwriting fees and commissions.

As at the date of this Offer Information Statement, the Directors are of the reasonable opinion that, barring unforeseen circumstances and after taking into consideration the Group’s present internal resources, operating cash flows, and cost-cutting measures, the working capital available to the Group is sufficient to meet its present requirements for the next 12 months.

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

Notwithstanding the aforesaid, the Directors are of the opinion, after taking into consideration the rationale and benefits, as well as the terms and conditions of the Rights Issue, that the Rights Issue is beneficial for and in the best interests of the Company.

In particular, the Rights Issue will strengthen the Group's financial position and provide the Group with financial flexibility in fulfilling its working capital requirements. In the event that there are any business opportunities that arise, the Group would also be in a better position to seize these opportunities in a timely manner, so as to secure the Group's competitiveness in its operating environment. The Company is also of the view that the Rights Issue provides an opportunity for Shareholders who are confident in the future prospects of the Group to subscribe for additional Shares.

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.

The estimated Net Proceeds under the Maximum Subscription Scenario will be approximately S\$2,308,000, and under the Minimum Subscription Scenario will be approximately S\$515,000, after deducting estimated costs and expenses of approximately S\$250,000 to be incurred in connection with the Rights Issue.

The Company intends to use the proceeds raised from the Rights Issue in the following manner:

Description/ Use of Proceeds	Maximum Subscription Scenario			Minimum Subscription Scenario		
	Estimated amount (S\$'000)	Estimated amount for each dollar of gross proceeds raised from the Rights Issue (S\$)	As a percentage of gross proceeds raised from the Rights Issue (%)	Estimated amount (S\$'000)	Estimated amount for each dollar of gross proceeds raised from the Rights Issue (S\$)	As a percentage of gross proceeds raised from the Rights Issue (%)
Gross Proceeds	2,558	1.00	100	765	1.00	100
Estimated costs and expenses incurred in connection with the Rights Issue	250	0.0977	9.77	250	0.3268	32.68
Net Proceeds	2,308	0.9023	90.23	515	0.6732	67.32
General working capital requirements of the Group	2,308	0.9023	90.23	515	0.6732	67.32

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

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 any 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.
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As described in paragraph 3 of part 4 of this Offer Information Statement, the Net Proceeds raised will be applied towards the expansion and/or the working capital requirements of the Group.

As at the Latest Practicable Date, the Company has not identified any specific asset, business or entity which the Company intends to, directly or indirectly, acquire or refinance using the Net Proceeds.

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.
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As disclosed in the section entitled "*Principal Terms of the Rights Issue*", an aggregate amount of S\$264,770.51 will be set off from the outstanding amount of the CJ Loan and YPJ Loan, and the balance of the Net Proceeds will be received in cash by the Company.

Saved as disclosed above, as at the Latest Practicable Date, no portion of the Net Proceeds has been earmarked for the purposes of discharging, reducing or retiring the indebtedness of all present loans and facilities of the Group.

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

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

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;**

Address of registered office and principal place of business	:	37 Jalan Pemimpin #08-05 Mapex Singapore 577177
Telephone	:	(65) 6251 0136
Facsimile	:	(65) 6251 0132
Email address	:	contactus@clearbridgehealth.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;**

As at the Latest Practicable Date, the Group's principal activities are investment holding, operation of clinics and provision of other general medical services, management consultancy for healthcare organisations, wholesale of medicinal and pharmaceutical products, distribution of medical devices and related services, and the provision of dental and ancillary services.

As at the Latest Practicable Date, the Subsidiaries of the Company and their principal activities are as follows:

Name of Subsidiary	Principal Activities	Country of Incorporation	Effective equity held by parent (%)
<u>Held by Clearbridge Health Limited</u>			
Clearbridge BSA Pte. Ltd.	Investment holding	Singapore	100
Clearbridge Assays Pte. Ltd.	Investment holding	Singapore	100
Clearbridge Medical Group Pte. Ltd.	Clinics/centres and other general medical services	Singapore	80.20
<u>Held by Clearbridge Medical Group Pte. Ltd.</u>			
Clearbridge Medical Hong Kong Corporation Limited	Biotechnology and life sciences	Hong Kong	100
Clearbridge Health (Philippines) Inc.	Clinics/centres and other general medical services	Philippines	99.99

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

Name of Subsidiary	Principal Activities	Country of Incorporation	Effective equity held by parent (%)
Clearbridge Medica Sdn. Bhd.	Clinics/centres and other general medical services	Singapore	100
Clearbridge Lifestyle Pte. Ltd.	Management consultancy for healthcare organisation	Singapore	100
Clearbridge Distribution Pte. Ltd.	Wholesale of medicinal and pharmaceutical products	Singapore	100
Clearbridge Australia Pty Ltd.	Dormant	Australia	100
<u>Held by Clearbridge Health (Philippines) Inc.</u>			
Clearbridge Medical Philippines, Inc	Clinics/centres and other general medical services	Philippines	65
<u>Held by Clearbridge Medical Hong Kong Corporation Limited</u>			
Shanghai Kai Zhun Health Management Co. Ltd. (上海凯准健康管理有限公司)	Distribution of medical devices and related services	China	100
<u>Held by Clearbridge Lifestyle Pte. Ltd.</u>			
Clearbridge Dental Holdings Pte. Ltd.	Investment holding	Singapore	51
<u>Held by Shanghai Kai Zhun Health Management Co. Ltd.</u>			
Red Dot Health Technology (Shanghai) Co. Ltd.	Distribution of medical and lifestyle products	China	100
<u>Held by Clearbridge Assays Pte. Ltd.</u>			
Renum Distribution Holdings Pte. Ltd.	Wholesale of medicinal and pharmaceutical products	Singapore	100
PT Clearbridge Health Indonesia	Dormant	Indonesia	5
<u>Held by Renum Distribution Holdings Pte. Ltd.</u>			
PT Clearbridge Health Indonesia	Dormant	Indonesia	95

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

Name of Subsidiary	Principal Activities	Country of Incorporation	Effective equity held by parent (%)
<u>Held by Clearbridge Distribution Pte. Ltd.</u>			
Golden Bridge Pte. Ltd.	Management consultancy services for healthcare organisations	Singapore	100
<u>Held by PT Clearbridge Health Indonesia</u>			
PT Clearbridge Medical Indonesia	Dormant	Indonesia	49
<u>Held by Clearbridge Dental Holdings Pte. Ltd.</u>			
Dental Town (AMK) Pte. Ltd.	Provision of dental and ancillary services	Singapore	100
LKDS (Hougang Green) Pte. Ltd.	Provision of dental and ancillary services	Singapore	100
LKDS (Simei) Pte. Ltd.	Provision of dental and ancillary services	Singapore	100
LKDS (Yishun) Pte. Ltd.	Provision of dental and ancillary services	Singapore	100
Urban Dental (SG) Pte. Ltd.	Provision of dental and ancillary services	Singapore	100
Dental Focus (Bendemeer) Pte. Ltd.	Provision of dental and ancillary services	Singapore	100
Dental Focus (Pioneer) Pte. Ltd.	Provision of dental and ancillary services	Singapore	100
Dentalfamily (Pioneer) Pte. Ltd.	Provision of dental and ancillary services	Singapore	100
Dental Focus (People's Park) Pte. Ltd.	Provision of dental and ancillary services	Singapore	100

(c) the general development of the business from beginning of the period comprising the three (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 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;**

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

The general developments of the business of the Group from beginning of the period comprising the three (3) most recent completed financial years ended 31 December to the Latest Practicable Date are set out in chronological order below. The significant developments included in this section have been extracted from the relevant announcements released by the Company via SGXNet on the SGX-ST's website and the information presented herein is correct as at the date of each of the relevant announcements. Prospective investors and Shareholders are advised to refer to the public announcements released by the Company via SGXNet on the SGX-ST's website for further details on these developments.

General Developments in FY2021 (1 January 2021 to 31 December 2021)

On 6 January 2021, the Company and YPJ entered into a supplemental deed to his service agreement dated 20 November 2017 in relation to the extension of his services until 31 December 2022. The Company further announced that Mr Liao Yen San, Jonathan, the Chief Commercial Officer of the Company as at the time would also be re-designated to Chief Operating Officer with effect from 6 January 2021. As the Chief Operating Officer, Mr Liao would be responsible for overseeing commercial strategy, new products/services initiatives, general development and management responsibilities of the Group with a view to strategise, streamline and improve operating performance.

On 7 January 2021, the Company granted share awards to YPJ pursuant to the Clearbridge Health Performance Share Plan, in which 4,810,000 Shares were comprised in the awards granted, and the awards were vested on the same date.

On 26 February 2021, the Company announced that SAM Laboratory Pte. Ltd. (namely "**SAM**"), a wholly-owned Subsidiary of the Company, had entered into a letter agreement with KPN to redeem the redeemable exchangeable bond issued by PT Kreasi Putra Nusantara (namely "**KPN**") to SAM on 24 June 2019 pursuant to the redeemable exchangeable bond subscription agreement entered into between SAM and KPN on 3 April 2019 (as amended and supplemented by supplemental deeds on 24 June 2019, 22 June 2020 and 30 September 2020). Pursuant to the letter agreement, KPN would redeem the redeemable exchangeable bond on 6 October 2020, in which the redemption amount would be satisfied by (a) the payment in cash of IDR 3.4 billion, and (b) the novation of outstanding shareholders' loan in an aggregate principal amount of IDR 18.6 billion based on the financial statements of PT Indo Genesis Medika (namely "**IGM Labs**"), a Subsidiary of the Company, as at 31 July 2020 which had been extended by KPN to IGM Labs, from KPN to SAM.

On 26 February 2021, the Company announced that SAM had entered into an exchangeable bond subscription agreement with KPN pursuant to which SAM would subscribe for an exchangeable bond to be issued by KPN at an issue price of IDR 12.1 billion. The aforementioned exchangeable bond subscription was duly completed on 13 October 2020.

On 12 March 2021, the Company, together with its wholly-owned Subsidiary, CBMG, entered into a subscription agreement dated 12 March 2021 (the "**Subscription Agreement**") with various investors ("**Preference Investors**"), in which CBMG shall issue and allot an aggregate of 166,017,035 new convertible preference shares in the share capital of CBMG (the "**Preference Shares**", each a "**Preference Share**") at the price of S\$0.06927 per Preference Share ("**Initial Subscription Price Per Preference Share**") to the Preference Investors in consideration for an aggregate amount of S\$11,500,000, in accordance with the terms and conditions of the Subscription Agreement.

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

On 16 March 2021, the Company announced that CBMG had, following fulfilment of the conditions precedent under the Subscription Agreement, allotted and issued 166,017,035 Preference Shares to the Preference Investors on 16 March 2021.

On 7 April 2021, the Company and its wholly-owned Subsidiary, CBSA entered into a conditional share purchase agreement with, among others, CellaVision AB (publ) in relation to the disposal by the Company and CBSA of their aggregate shareholding interest in CBBP, a Subsidiary of the Company (the “**CBBP Disposal**”). Pursuant to the conditional share purchase agreement, the Company and CBSA would dispose an aggregate of 171,610 ordinary shares in the capital of CBBP. The aggregate consideration payable by CellaVision AB (publ) for the 171,610 ordinary shares amounts to US\$829,004.76, in which US\$198,983.35 shall be paid to the Company whereas US\$630,021.41 shall be paid to CBSA.

CBBP was in the business of manufacturing optical instruments and photographic equipment and was the holder, and sub-licensor, of licensed rights to a patent estate in the field of Fourier Ptychographic Microscopy. CBBP’s Subsidiaries were or had been mainly engaged in the practical application of Fourier Ptychographic Microscopy within medical and biological imaging.

On 21 April 2021, the Company announced that it completed the CBBP Disposal on 20 April 2021, and that CBBP has accordingly ceased to be a Subsidiary of the Company as of 20 April 2021.

On 28 April 2021, the Company granted share awards to YPJ (“**Share Awards**”) pursuant to the Clearbridge Health Performance Share Plan, in which 2,985,476 Shares were comprised in the Share Awards granted. The Share Awards shall be vested in three tranches, in which (a) approximately 1/3 of the awards shall vest on 28 April 2022, (b) approximately 1/3 of the awards shall vest on 28 April 2023 and (c) approximately 1/3 of the awards shall vest on 28 April 2024.

On 12 May 2021, the Company announced that it would cease the provision of voluntary quarterly trading updates with immediate effect.

On 8 June 2021, the Company announced that the North Jakarta District Court has, at the hearing held on 7 June 2021, dismissed the civil suit filed by TMN, an existing shareholder of TMJ, against, among others, CBMA and TMJ (Case No. 227/Pdt.G/2020/PN.JKT.UTR) (the “**TMN Suit**”). The North Jakarta District Court had dismissed the civil suit based on the reason that pursuant to the shareholders agreement among TMJ’s shareholders dated 23 April 2018, the North Jakarta District Court does not have the jurisdiction to hear the TMN Suit. The Company also noted that TMN may submit an appeal within 14 days after 7 June 2021.

On 6 August 2021, the Company announced that the Bailiff of the North Jakarta District court and the Bailiff Central Jakarta District Court had, on 5 August 2021, served on TMJ and CBMA respectively, among others, the official notification of appeal submitted by TMN in the TMN Suit.

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On 9 August 2021, the Company announced that CBMG, a Subsidiary of the Company, had entered into a purchase contract with, among others, China National Biotec Group Company Limited and Beijing Institute of Biological Product Co., Ltd, to purchase the SARS-CoV-2 Vaccine (Vero Cell), Inactivated, or COVID-19 Vaccine (Vero Cell), Inactivated, also known as the COVID-19 Vaccine BIBP (the “**Sinopharm COVID-19 Vaccine**”), for use in Singapore.

The Company further announced that MSPL, a Subsidiary of the Company, which operates Medic Surgical & Laser Clinic, had been granted approval under the Health Sciences Authority of Singapore’s Special Access Route scheme to import and supply the Sinopharm COVID-19 Vaccine in Singapore, in which such approval would be valid for a period of six months from 6 July 2021, unless subsequently renewed.

On 13 August 2021, the Company announced, *inter alia*, that it had, on 25 March 2021, incorporated a wholly-owned Subsidiary in Singapore, CBDPL and CBDPL had, on the same day incorporated a Subsidiary in Singapore, GBPL. CBDPL’s principal activity is in investment holding, whereas GBPL’s principal activity is consultancy services for healthcare organisations. The Company further announced that it had transferred all its shares in CBDPL to CBMG on 30 July 2021 for S\$5,349.12, which is equivalent to the net assets value of CBDPL as at 30 June 2021.

On 28 August 2021, the Company announced that CBMG had received the first batch of the Sinopharm COVID-19 Vaccine in Singapore.

On 17 September 2021, the Company issued notice to the Bondholders that it would partially redeem the Bonds with an aggregate principal amount of S\$3,525,000 on a *pro-rata* basis on 8 October 2021 in accordance with the terms and conditions of the Bonds (the “**Partial Early Redemption**”). Pursuant to an amendment deed entered into between the Company and the Bondholders dated 17 September 2021, the Maturity Date was also extended by a further two (2) years, subject to completion of the Partial Early Redemption.

On 22 September 2021, the Company announced that CMBG had received the second batch of the Sinopharm COVID-19 Vaccine in Singapore.

On 15 October 2021, the Company announced that the Group was proposing to expand its business to include a new business of investing into companies within the global healthcare sector and growing such companies with a view towards exit (the “**Proposed Expansion**”). The Company further announced that it would be seeking Shareholders’ approval for the Proposed Expansion at an EGM to be convened.

On 21 October 2021, the Company issued its notice of EGM, proxy form and circular in connection with the EGM to be convened to seek Shareholders’ approval for the Proposed Expansion.

On 24 December 2021, the Company announced that SAM and Biolidics Limited entered into a deed of amendment on 24 December 2021 (the “**Biolidics First Amendment Deed**”) to modify, amend and vary the terms of the (a) sale and purchase agreement dated 27 March 2020 entered into between SAM and Biolidics for the acquisition by Biolidics of the entire issued and paid-up share capital of BLPL (the “**BLPL Shares**”) (the “**Biolidics SPA**”), and (b) the deed of share charge dated 27 March 2020 entered into between SAM and Biolidics, in which Biolidics shall grant a charge in favour of SAM (or any entity within the Group) in

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respect of the BLPL Shares as security for payment for the BLPL Shares (the “**Biolidics Share Charge**”). Pursuant to the Biolidics First Amendment Deed, SAM and Biolidics agreed that the remaining consideration payable for the BLPL Shares, amounting to the sum of S\$3,600,000 shall be paid in two instalments, in which (a) S\$300,000 shall be payable upon execution of the Biolidics First Amendment Deed; and (b) the remaining S\$3,300,000 shall be payable no later than 25 May 2023 (“**Deferred Consideration**”). SAM and Biolidics also agreed that the Biolidics Share Charge shall continue to be in effect until the Deferred Consideration has been paid in full.

General Developments in FY2022 (1 January 2022 to 31 December 2022)

On 26 January 2022, the Company announced that Labnovation Technologies, Inc.’s COVID-19 Antigen Rapid Test Kit (“**Labnovation’s COVID-19 ART Test Kits**”), which is imported by the Company and registered for use in the Philippines, has been recently approved by the Food and Drug Administration of the Philippines for self-testing.

On 28 February 2022, the Company announced that its wholly-owned Subsidiary, Clearbridge Assays Pte. Ltd. had incorporated a wholly-owned Subsidiary in Singapore, RDHPL. RDHPL’s principal activity is investment holding.

On 9 March 2022, the Company provided an update regarding the legal proceedings commenced by TMJ (the “**TMJ Suit**”) in the District Court of South Jakarta against its former directors Sam Pranoto, Andreas Kuntjoro Mukri and David Sahputra Hadiwibowo (the “**TMJ Former Directors**”). The Company announced that a hearing was held on 8 March 2022 in relation to the TMJ Suit, in which the District Court of South Jakarta gave oral judgment in favour of TMJ for the reasons that it has been proven that the former directors have committed an unlawful act due to their failure to carry out their fiduciary duties in their management of TMJ.

On 11 April 2022, the Company announced that Biolidics, an associated company of the Group listed on the Catalist, had released an announcement on 11 April 2022 disclosing that the independent external auditors of the Biolidics Group had issued a disclaimer of opinion in their independent auditors’ report on the consolidated financial statements of the Biolidics Group for the financial year ended 31 December 2021.

On 28 April 2022, the Company allotted and issued 995,160 new Shares pursuant to the awards vested under the Clearbridge Health Performance Share Plan.

On 24 June 2022, the Company announced that Ms Lim Sim Ving has resigned as the company secretary with effect from 24 June 2022, and that Ms Cheok Hui Yee (ACIS) and Ms Kong Wei Fung (ACIS) have been appointed as secretaries of the Company in place of Ms Lim Sim Ving, with effect from 24 June 2022.

On 24 June 2022, the Company announced that SAM and Biolidics entered into a second deed of amendment on 24 June 2022 (the “**Biolidics Second Amendment Deed**”) to further modify, amend and vary the Biolidics SPA and the Biolidics Share Charge. Pursuant to the Biolidics Second Amendment Deed, SAM and Biolidics agreed that the Deferred Consideration be payable no later than 25 August 2023.

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On 4 August 2022, the Company announced that the Jakarta High Court gave judgment in favour of TMN in the TMN Suit for the reason that it has proven that the North Jakarta District Court had in fact jurisdiction to hear the TMN Suit (the “**Jakarta High Court Decision**”).

On 14 August 2022, the Company announced that its Subsidiary, CBMG, had incorporated a wholly-owned Subsidiary in Australia on 10 February 2022, CBA. The principal activity of CBA is the distribution of healthcare services, products and medical services. The Company further announced that CBMG had completed a capital reduction exercise on 11 May 2022 by reducing the issued and paid-up share capital of CBMG from S\$12,003,000.00 to S\$1,573,156.76 without cancelling a corresponding number of the issued shares of the capital pursuant to Sections 78A, 78B and 78E of the Companies Act. The Company also announced that CBDPL had purchased 4,990 preference shares of GBPL for a cash consideration of S\$4,990.00 on 31 May 2022.

On 16 August 2022, the Company announced that CBMA had filed a notice of appeal to the Indonesia Supreme Court on 16 August 2022 to appeal against the whole of the Jakarta High Court Decision.

On 22 August 2022, the Company announced that the Bailiff of the District Court of South Jakarta has, on 19 August 2022, served on TMJ the official notification of appeal by the TMJ Former Directors in the TMJ Suit.

On 15 September 2022, the Company announced that Ms Fexlicia Lee Pei Yue, the financial controller of the Company, had resigned as the financial controller of the Company, in which the effective date of cessation would be on 30 September 2022. The Company further announced that Mr Tan Wei Chee would be appointed as the financial controller of the Company with effect from 3 October 2022.

On 23 September 2022, the Company announced that SAM and Biolidics entered into a third deed of amendment on 23 September 2022 (the “**Biolidics Third Amendment Deed**”) to further modify, amend and vary the Biolidics SPA and the Biolidics Share Charge. Pursuant to the Biolidics Third Amendment Deed, it was agreed that the Deferred Consideration shall be payable no later than 25 November 2023.

On 29 September 2022, the Company announced that SAM, CBSA and Biolidics had on 29 September 2022, entered into a deed of assignment (the “**Biolidics Deed of Assignment**”) in relation to the Biolidics SPA, the Biolidics Share Charge, the Biolidics First Amendment Deed, the Biolidics Second Amendment Deed, and the Biolidics Third Amendment Deed (the “**Biolidics Transaction Documents**”). Pursuant to the Biolidics Deed of Assignment, (a) Biolidics shall assign absolutely and without recourse to CBSA all of its rights, title and interest (whether present or future) and any and all rights, benefits, remedies and powers accrued and that would accrue to Biolidics under the Biolidics Transaction Documents, and the proceeds of any payments which may at any time be received by or payable to Biolidics under or in connection with the Biolidics Transaction Documents, and (b) CBSA shall have the benefit of the Biolidics Transaction Documents and all rights, title and interests arising from the Biolidics Transaction Documents (including any rights against third parties).

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On 7 October 2022, the Company and RDHPL entered into two (2) share purchase agreements with Lunadorii Inc. (namely, "**Lunadorii**") in relation to the disposal by the Company and RDHPL of their respective 100.00% shareholding interests in SAM and CBMA ("**CBMA/SAM Disposal**"). As consideration for the CBMA/SAM Disposal, Lunadorii had issued to the Company a convertible exchangeable bond of principal value of S\$8,630,000 to the Company in relation to the disposal of SAM and a convertible exchangeable bond of principal value of S\$2,370,000 to RDHPL in relation to the disposal of CBMA (the "**Lunadorii Bonds**"). The CBMA/SAM Disposal was duly completed on 7 October 2022.

On 26 October 2022, the Company announced that CBSA had sold an aggregate of 10,993,000 ordinary shares in the capital of Biolidics (the "**Biolidics Shares**") through a series of open market transactions, namely (a) 1,300,000 Biolidics Shares on 19 October 2022, (b) 200,000 Biolidic Shares on 20 October 2022, and (c) 9,493,000 Biolidics Shares on 21 October 2022, at a volume weighted average sale price of S\$0.065 per Biolidics Share. The aggregate consideration received by CBSA for the disposal (after deducting brokerage, commission, applicable goods and services tax and other related expenses) is approximately S\$717,000.

On 27 October 2022, the Company announced that CBSA had sold an additional aggregate of 27,519,100 Biolidics Shares, through a series of open market transactions, namely (a) 19,189,100 Biolidics Shares on 25 October 2022, and (b) 8,330,000 Biolidics Shares on 26 October 2022, at a volume weighted average sale price of S\$0.050 per Biolidics Share. The net proceeds received by CBSA from the disposal (after deducting brokerage, commission, applicable goods and services tax and other related expenses) is approximately S\$1,372,000.

On 11 November 2022, the Company announced that CBSA had sold an additional aggregate of 2,000,000 Biolidics Shares, through a series of open market transactions on 9 November 2022, at a volume weighted average sale price of S\$0.045 per Biolidics Share. The net proceeds received by CBSA for the disposal (after deducting brokerage, commission, applicable goods and services tax and other related expenses) is S\$90,000.

On 16 November 2022, the Company announced that CBSA had sold its "nil-paid" provisional entitlement to subscribe for 21,623,300 Biolidics Shares pursuant to Biolidics' renounceable non-underwritten rights issue (the "**Biolidics Nil-Paid Rights**", each a "**Biolidics Nil-Paid Right**"). The Biolidics Nil-Paid Rights were sold through a series of open market transactions on 14 and 15 November 2022, at a volume weighted average sale price of S\$0.0044 per Biolidics Nil-Paid Right.

General Developments in FY2023 (1 January 2023 to 31 December 2023)

On 28 February 2023, the Company announced that CBSA and Biolidics had entered into a partial settlement deed dated 28 February 2023 in connection with the Biolidics Transaction Documents and the Biolidics Deed of Assignment (the "**Biolidics First Partial Settlement Deed**"). Pursuant to the Biolidics First Partial Settlement Deed, CBSA and Biolidics agreed that S\$1,161,250 of the Deferred Consideration shall be settled with S\$550,000 in cash and S\$611,250 in Biolidics Shares, in which Biolidics shall pay the sum of S\$550,000 to CBSA within two (2) weeks from the date of execution of the Biolidics First Partial Settlement Deed, and 37,500,000 Biolidics Shares shall be issued to CBSA at the volume weighted average price of S\$0.0163 per Biolidics Share. In the event that the SGX-ST does not grant the listing

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and quotation of the 37,500,000 Biolidics Shares, CBSA shall be entitled to retain the full sum of S\$550,000 free and clear of all claims, conditions and other encumbrances whatsoever, and receive the outstanding amount of S\$2,750,000 by no later than 25 November 2023.

On 1 March 2023, the Company announced that it had made an application to the SGX-ST on 15 February 2023 to seek an extension of the deadline under Rule 705(1) of the Catalist Rules (the “**Initial Waiver Application**”), which requires the Company to announce the financial statements of the Group for the financial year ended 31 December 2022 (the “**FY2022 Financial Statements**”) by no later than 1 March 2023. In its application, the Company had requested a one (1) month extension to announce the FY2022 Financial Statements by 1 April 2023.

On 20 March 2023, the Company announced that it had withdrawn the Initial Waiver Application, and had made a new application for a three (3) month extension to announce the FY2022 Financial Statements by 31 May 2023 (“**FY2022 Financial Statements Extension**”), and a 60-day extension to hold the Company’s annual general meeting for the financial year ended 31 December 2022 by 29 June 2023 (“**FY2022 AGM Extension**”).

On 6 April 2023, the Company announced that ACRA had, on 4 April 2023, granted approval for the FY2022 AGM Extension, FY2022 Financial Statements Extension and a 60-day extension pursuant to Section 197 of the Companies Act, to lodge the annual return of the Company in relation to FY2022 by 30 July 2023.

On 13 April 2023, the Company announced that it has entered into a second amendment deed with the Bondholders to further amend the terms and conditions of the Bonds and further extend the Maturity Date by an additional 18 months.

On 30 April 2023, the Company announced that it had received SGX-ST’s response on 28 April 2023, in which SGX-ST had stated that it had no objections to the Company’s application for the FY2022 Financial Statements Extension and the FY2022 AGM Extension.

On 12 May 2023, the Company announced the retirement of Mr Tan Soon Liang (Chen Shunliang) as an independent director of the Company at the conclusion of the Company’s annual general meeting held on 28 June 2023.

On 16 May 2023, the Company allotted and issued 842,058 new Shares pursuant to the awarded vested under the Clearbridge Health Performance Share Plan.

On 1 June 2023, the Company announced that YPJ had, on 29 May 2023, been served with a court summons dated 28 March 2023, in connection with a civil suit filed by KPN, a shareholder of IGM, against YPJ, IGM and the Indonesia Ministry of Law and Human Right C.Q. Directorate General of Public Law Administration (the “**YPJ Suit**”). The court summons relate to, among others, the conduct of an EGM of IGM Labs held on 12 December 2022.

On 9 June 2023, the Company announced that its independent auditor, Ernst & Yong LLP, had issued a disclaimer of opinion in their independent auditor’s report dated 9 June 2023 in relation to the FY2022 Financial Statements.

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On 28 June 2023, the Company announced the retirement of Ernst & Young LLP as its independent auditor, and the appointment of CLA Global TS Public Accounting Corporation as its independent auditor.

On 21 July 2023, the Company announced that CBSA had entered into an agreement on 21 July 2023 for the sale of 57,123,300 Biolidics Shares to Mr Wong Kong Leong by way of a married deal through the SGX-ST. The aggregate consideration for the sale is S\$932,823.49, in which the net proceeds received by CBSA in cash for the sale (after brokerage, commission and other related expenses) is approximately S\$930,000.

On 22 September 2023, the Company announced that CBSA entered into deeds of assignment (the “**Biolidics Deeds of Assignment**”) with each of Sebastian Wong Cheen Pong, Yong Wee Foong, Wei Ying and Teh Chong Seng (the “**Biolidics Assignees**”) on 22 September 2023. The Biolidics Deeds of Assignment pertains to the sum of S\$2,138,750 owed by Biolidics to CBSA pursuant to the Biolidics Transaction Documents and the Biolidics Partial Settlement Deed (the “**Biolidics Outstanding Debt**”), in which CBSA had agreed to assign part of the Biolidics Outstanding Debt to each of the Biolidics Assignee, in which Sebastian Wong Cheen Pong shall be assigned part of the Biolidics Outstanding Debt amounting to S\$534,689, whereas the remaining Biolidics Assignee shall each be assigned part of the Biolidics Outstanding Debt amounting to S\$534,687. The assignment of the Biolidics Outstanding Debt is conditional upon, among others, the Biolidics Assignees entering into a new convertible loan agreement with Biolidics in connection with the respective part of the Biolidics Outstanding Debt assigned to each Biolidics Assignee.

On 29 September 2023, the Company announced that at a hearing held on 25 September 2023, the South Jakarta District Court pronounced the YPJ Suit as revoked and withdrawn by KPN with immediate effect.

On 4 October 2023, the Company announced that Biolidics did not enter into the new convertible loan agreements with the Biolidics Assignees, and that written notice would be given to the Biolidics Assignee to terminate the Biolidics Deeds of Assignment, as the conditions under the Biolidics Deed of Assignment had not been satisfied.

On 9 November 2023, the Company announced that with effect from 14 November 2023, the address of the Share Registrar, and the place where the register of members and index is kept, would be changed to 9 Raffles Place #26-01 Republic Plaza 1 Singapore 048619.

On 22 November 2023, the Company announced that it received a letter from Biolidics on 21 November 2023 stating that it had negotiated for and finalised plans for an alternative source of funding to repay the Biolidics Outstanding Debt and requesting an extension of time for the repayment of the Biolidics Outstanding Debt to 23 December 2023. The Company further announced that it is given to understanding is that the Biolidics had entered into a new subscription agreement with Mr Zhu Hua (the “**Biolidics Investor**”), and that the proceeds from the subscription of the Biolidics Shares by the Biolidics Investor would be used to repay the Biolidics Outstanding Debt.

On 23 November 2023, the Company announced that CBSA and Biolidics had entered into a second partial settlement deed on 23 November 2023 (the “**Biolidics Second Amendment Deed**”), pursuant to which CBSA and Biolidics have agreed to partially settle S\$800,000 of the Biolidics Outstanding Debt by way of cash immediately upon the date of execution of the

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Second Partial Settlement Deed. The remaining Biolidics Outstanding Debt amounting to the sum of S\$1,338.750 shall be payable by Biolidics to CBSA within two (2) days following the date of receipt of proceeds from the Biolidics Investor or by 23 December 2023, whichever is earlier. The Company further announced that the sum of S\$800,000 had been paid as of 23 November 2023.

On 30 November 2023, the Company announced that CBSA had received the remaining Biolidics Outstanding Debt amounting to the sum of S\$1,338,750, and that CBSA had thereafter entered into a deed of release of the Biolidics Share Charge in favour of Biolidics on 30 November 2024. Accordingly, no further amounts are owing by Biolidics to CBSA.

General Developments in FY2024 (1 January 2024 to Latest Practicable Date)

On 8 February 2024, the Company announced that it had appointed ZICO Capital Pte. Ltd. as its new continuing sponsor with effect from 8 March 2024, in place of the current continuing sponsor, United Overseas Bank Limited.

On 9 February 2024, the Company announced that following a preliminary review of the Group's unaudited financial results for the financial year ended 31 December 2023, the Group would likely recognise fair value losses on convertible exchangeable bonds, impairment losses on goodwill and an allowance for credit losses on certain receivables, which are expected to be material arising from a periodic review of the carrying value of the Group's assets.

On 14 February 2024, the Company announced the resignation of its Chief Operating Officer as at 14 February 2024, Mr Liao Yen San, Jonathan, with effect from 29 February 2024.

On 20 February 2024, the Company announced that CBSA had sold an aggregate of 4,397,500 ordinary shares ("**SIAMH Shares**", each a "**SIAMH Share**") in the capital of the Singapore Institute of Advanced Medicine Holdings Limited ("**SIAMH**"), through a series of open market transactions, namely (a) 3,381,000 SIAMH Shares on 16 February 2024, (b) 794,400 SIAMH Shares on 19 February 2024, and (c) 221,600 SIAMH Shares on 20 February 2024, at a volume weighted average sale price of S\$0.184 per SIAMH Share. The aggregate consideration received by CBSA for the disposal (after deducting brokerage, commission, applicable goods and services tax and other related expenses) is approximately S\$806,000.

On 23 February 2024, the Company announced that CBSA had sold an additional aggregate of 1,932,500 SIAMH Shares, through a series of open market transactions, namely (a) 802,500 SIAMH Shares on 21 February 2024, (b) 207,000 SIAMH Shares on 22 February 2024, and (c) 923,000 SIAMH Shares on 23 February 2024, at a volume weighted average sale price of S\$0.124 per SIAMH Share. The net proceeds received by CBSA for the disposal (after deducting brokerage, commission, applicable goods and services tax and other related expenses) is approximately S\$239,000.

On 28 February 2024, the Company announced that CBSA had sold an additional aggregate of 1,170,000 SIAMH Shares, through a series of open market transactions, namely (a) 471,900 SIAMH Shares on 26 February 2024, (b) 398,000 on 27 February 2024, and (c) 300,100 SIAMH Shares on 28 February 2024, at a volume weighted average sale price of S\$0.097 per SIAMH Share. The net proceeds received by CBSA for the disposal (after deducting brokerage, commission, applicable goods and services tax and other related expenses) is approximately S\$113,000.

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On 9 April 2024, the Company announced that its independent auditor, CLA Global TS Public Accounting Corporation, had included a qualified opinion in its independent auditor's report dated 9 April 2024 in relation to the audited consolidated financial statements of the Group for FY2023. The basis for the qualified opinion arose from a disclaimer of opinion expressed by the former independent auditor of the Company on the audited consolidated financial statements of the Group for FY2022.

On 26 April 2024, the Company allotted and issued 688,954 new Shares pursuant to the awards vested under the Clearbridge Health Performance Share Plan.

On 30 April 2024, the Company announced that it had decided to re-allocate S\$2,695,000 of the net proceeds of a placement of 80,450,200 Shares allotted and issued on 19 August 2019 originally allocated for the expansion of the Company's businesses through mergers and acquisitions, joint ventures, strategy collaborations and/or investment, or organically in Asia, to be utilised for the general working capital purposes of the Group.

On 28 June 2024, the Company announced the appointment of Ms Lin Moi Heyang and Ms Tang Pei Chan as joint company secretaries of the Company in place of Ms Cheek Hui Yee and Ms Kong Wei Fung, with effect from 28 June 2024.

On 27 September 2024, the Company announced that it is proposing to undertake the Rights Issue.

On 7 October 2024, the Company issued its notice of EGM, proxy form, circular and request in connection with the EGM to be convened to seek Shareholders' approval for the Rights Issue.

On 23 October 2024, the Company announced all the proposed resolutions relating to the Rights Issue were duly passed by Shareholders.

On 28 October 2024, the Company announced that it received the listing and quotation notice from the SGX-ST for the dealing in, listing of and quotation for the Rights Shares on Catalist, subject to compliance with the SGX-ST's listing requirements.

On 7 November 2024, the Company announced that the Record Date for the Rights Issue shall be 5:00 p.m. on 15 November 2024.

On 11 November 2024, CBMG entered into a conditional sale and purchase agreement with Medic International (Singapore) Pte Ltd ("**Medic International**") and MSPL, for the sale by CBMG and purchase by Medic International of 850 issued and paid-up ordinary shares in the capital of MSPL, which represents 85% of the total issued and paid-up share capital of MSPL for an aggregate cash consideration of S\$98,000, and a conditional sale and purchase agreement with Medic International and MLPL, for the sale by CBMG and purchase by Medic International of 85,000 issued and paid-up ordinary shares in the capital of MLPL, which represents 85% of the total issued and paid-up share capital of MLPL for an aggregate cash consideration of S\$98,000 (collectively, the "**MLPL/MSPL Disposal**"). The MLPL/MSPL Disposal was duly completed on 11 November 2024.

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- (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 the outstanding, together with the rate of the interest payable thereon;

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

Issued and paid-up share capital	:	S\$92,899,117
Number of Shares in issue (excluding Treasury Shares)	:	619,741,352 Shares
Number of Treasury Shares	:	Nil
Number of Subsidiary Holdings	:	Nil
Loan capital	:	Please refer to paragraph 8(g) of part 4 of the section entitled “ <i>Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018</i> ”

- (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 corporation, the amount of equity interests in the relevant entity owned by each substantial interest-holder as at the latest practicable date;

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

Name	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Chen Johnson	77,055,100	12.43	–	–	77,055,100	12.43
Coop International Pte. Ltd.	41,330,500	6.67	–	–	41,330,500	6.67
Bonvests Holdings Limited ⁽²⁾	–	–	41,330,500	6.67	41,330,500	6.67

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Name	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Amerus Group Pte. Ltd.	39,771,600	6.42	–	–	39,771,600	6.42
Maxim Vorobyev ⁽³⁾	–	–	39,771,600	6.42	39,771,600	6.42
Chen Chung Ni Johnny	31,059,800	5.01	–	–	31,059,800	5.01

Notes:

- (1) The shareholding percentages are calculated based on a total number of 619,741,352 Shares.
- (2) Bonvests Holdings Limited holds the entire issued and paid-up share capital of Coop International Pte. Ltd.. Bonvests Holdings Limited is therefore deemed to be interested in the 41,330,500 Shares held by Coop International Pte. Ltd..
- (3) Maxim Vorobyev holds the entire issued and paid-up share capital of Amerus Group Pte. Ltd.. Maxim Vorobyev is therefore deemed to be interested in the 39,771,600 Shares held by Amerus Group Pte. Ltd..

- (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 date of lodgement of this Offer Information Statement, 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 immediately preceding 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;**

Save for the allotment and issuance of 688,954 new Shares on 26 April 2024 pursuant to the awards vested under the Clearbridge Health Performance Share Plan, the Company has not issued any securities, securities-based derivative contracts or equity interests for cash or for services within the 12 months immediately preceding the Latest Practicable Date.

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However, the following should be noted:

Convertible bonds of the Company

The Company had issued Bonds with a principal amount of S\$9,500,000 on 8 March 2019, and Bonds with a principal amount of S\$1,500,000 on 17 May 2019, for the purpose of increasing the Group's resources and available working capital to pursue acquisitions and/or business opportunities to drive sales and enhance the Group's financial performance.

Subject to the terms and conditions of the Bonds, a holder of the Bonds is entitled to convert any Bond into validly issued and fully-paid new Shares (the "**Conversion Shares**") in the share capital of the Company. The Conversion Shares shall be issued on the basis of S\$0.28 per Conversion Share, subject to any prevailing requirements of the SGX-ST (where applicable), and adjustments from time to time pursuant to the terms and conditions of the Bond ("**Conversion Price**"). Such conversion may be requested at any time, from and including the respective date on which the Bonds are issued and up to the date falling three (3) years from the relevant issue date of the Bonds (the "**Maturity Date**").

The Company is entitled to, subject to the terms and conditions of the Bonds, redeem the Bonds on or at any time after the date falling 18 months after the issue date of the Bonds but not less than ten (10) business days prior to the Maturity Date, on giving less than 21 days nor more than 60 days' notice to the Bondholders. The redemption amount is calculated with reference to the relevant redemption date, in which the redemption amount ranges from 109% to 120% of the aggregate principal amount of the outstanding Bonds with unpaid accrued interest thereon, depending on the relevant redemption date.

On 23 April 2020, Bonds with an aggregate principal amount of S\$500,000 were converted, in which 3,571,428 Conversion Shares were issued to the relevant Bondholders, at an adjusted Conversion Price of S\$0.14 per Conversion Share (the "**Adjusted Conversion Price**"). The Conversion Price was adjusted in view of the Company's proposed placement of 80,450,200 new ordinary shares in the capital of the Company on 19 August 2019.

On 24 April 2020, Bonds with an aggregate principal amount of S\$2,100,000 were converted, in which 14,999,996 Conversion Shares were issued to Bondholders at the Adjusted Conversion Price.

On 29 May 2020, Bonds with an aggregate principal amount of S\$100,000 were converted, in which 714,284 Conversion Shares were issued to Bondholders at the Adjusted Conversion Price.

On 19 August 2020, Bonds with an aggregate principal amount of S\$1,250,000 were converted, in which 8,928,570 Conversion Shares were issued to Bondholders at the Adjusted Conversion Price.

On 17 September 2021, the Company gave notice to the Bondholders that it will undertake the Partial Early Redemption. Pursuant to an amendment deed entered into between the Company and the Bondholders dated 17 September 2021, the Maturity Date was also extended by a further two (2) years, subject to completion of the Partial Early Redemption.

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Pursuant to a second amendment deed entered into between the Company and the Bondholders on 13 April 2023, the Maturity Dates were extended by a further one (1) year and six (6) months (i.e. 8 September 2025 and 17 November 2025 respectively). For more information, please refer to the Company's announcement dated 13 April 2023.

As of the Latest Practicable Date, the outstanding principal amount of Bonds is S\$3,525,000 (the "**Outstanding Bonds**").

In connection with the Outstanding Bonds, the Company has received the following:

- (a) written confirmation from CJ, the Non-Executive Non-Independent Chairman of the Company and a Bondholder, that he will not exercise his rights to convert all or part of his Bonds with the principal amount of S\$250,000, from the date of the Rights Issue Announcement up till the Record Date; and
- (b) written confirmation from YPJ, the Executive Director and Chief Executive Officer of the Company and a Bondholder, that he will not exercise his right to convert all or part of his Bonds with the principal amount of S\$500,000, from the date of the Rights Issue Announcement up till the Record Date.

Pursuant to the terms and conditions of the Bonds, the Conversion Price will be adjusted in the event of any rights issue of the Company. Details of such adjustment pursuant to the Rights Issue will be announced by the Company separately in due course. In the event that additional Conversion Shares are to be issued as a result of such adjustment pursuant to the Rights Issue, the Company will make a separate application to the SGX-ST through its continuing sponsor, ZICO Capital Pte. Ltd., for permission to deal in and for the listing of and quotation for the additional Conversion Shares on the Catalist Board of the SGX-ST. An appropriate announcement on the outcome of such application, if necessary, will be made in due course.

Convertible preference shares of Clearbridge Medical Group Pte. Ltd.

The Company, together with its wholly-owned Subsidiary, CBMG, had entered into the Subscription Agreement with various Preference Investors, in which CBMG shall issue and allot an aggregate of 166,017,035 Preference Shares at the Initial Subscription Price Per Preference Share of S\$0.06927 per Preference Share to the Preference Investors in consideration for an aggregate amount of S\$11,500,000, in accordance with the terms and conditions of the Subscription Agreement.

Pursuant to the Subscription Agreement, the Company has the right (but not the obligation), at any time after the issuance of the Preference Shares, to require any of the Preference Investors to sell all or any part of the Preference Shares held by such Preference Investors (the "**Exchange Option**"), at a price per Preference Share equivalent to the Initial Subscription Price Per Preference Share plus 5% of the Initial Subscription Price Per Preference Share per annum, calculated on a pro-rated basis up to the date of completion of transfer of the Preference Shares, less any dividends received by such Preference Investor (the "**Exchange Consideration**").

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The Exchange Consideration may be settled in one or more of the following methods, which shall be determined by the Company in its sole and absolute discretion:

- (a) cash denominated in Singapore dollars;
- (b) securities held by the Company listed and quoted on any stock exchange, at a price equivalent to 10% discount on the VWAP for trades done on the relevant stock exchange in respect of such securities on the day the Exchange Option is exercised; and
- (c) new Shares, at a price equivalent to the VWAP for trades done on the SGX-ST in respect of the Company's Shares on the day the Exchange Option is exercised.

As of the Latest Practicable Date, the Company has not exercised the Exchange Option in relation to any of the Preference Shares and will not be exercising the Exchange Option in relation to any of the Preference Shares from the date of the Rights Issue Announcement up till the Record Date.

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- (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 two (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.**
-

Save as disclosed below, the Group did not enter into any other material contracts outside the ordinary course of business in the past two (2) years immediately preceding the date of lodgement of this Offer Information Statement:

- (a) the Biolidics First Partial Settlement Deed, particulars of which are set out in paragraph 8(c) of part 4 of the section entitled "***Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018***";
- (b) the agreement entered into between CBSA and Mr Wong Kong Leong on 21 July 2023 for the sale of 57,123,300 Biolidics Shares by way of a married deal through the SGX-ST;
- (c) the Biolidics Deeds of Assignment, particulars of which are set out in paragraph 8(c) of part 4 of the section entitled "***Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018***";
- (d) the Biolidics Second Amendment Deed, particulars of which are set out in paragraph 8(c) of part 4 of the section entitled "***Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018***";

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- (e) the YPJ Loan Agreement and the CJ Loan Agreement, particulars of which are set out in the section entitled "***Irrevocable Undertakings***"; and

- (f) the conditional sale and purchase agreement entered into between CBMG, Medic International and MSPL, and the conditional sale and purchase agreement entered into between CBMG, Medic International and MLPL, in connection with the MLPL/MSPL Disposal, particulars of which are set out in paragraph 8(c) of part 4 of the section entitled "***Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018***".

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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 recently 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.

The financial information and the relevant commentaries set out in this Part 5 should be read in conjunction with the full text of the annual reports and/or financial results announcements for the respective financial years and financial periods of the Company. Figures presented herein are subject to rounding.

The summary of the audited consolidated income statements of the Group for FY2021, FY2022 and FY2023, and the unaudited consolidated income statement of the Group for 9M2023 and 9M2024 are set out below.

Group	Audited FY2021 (S\$'000)	Audited FY2022 (S\$'000)	Audited FY2023 (S\$'000)	Unaudited 9M2023 (S\$'000)	Unaudited 9M2024 (S\$'000)
<u>Continuing operations</u>					
Revenue	11,442	16,412	11,490	8,690	7,092
Purchases	(5,079)	(6,836)	(5,395)	(3,927)	(3,773)
Employee benefits expense	(6,750)	(6,094)	(5,977)	(4,787)	(3,810)
Depreciation expense	(1,635)	(1,474)	(1,352)	(917)	(1,009)
Amortisation expense	(110)	(60)	(7)	(6)	(3)
Other income	3,648	751	587	497	275
Fair value loss on other investment at FVTPL/an associate	(6,615)	(8,769)	(150)	(149)	–
Fair value (loss)/gain on derivative financial instruments	(3,500)	(762)	(9,723)	4	19
Impairment loss on goodwill	–	–	(10,371)	–	–

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Group	Audited FY2021 (S\$'000)	Audited FY2022 (S\$'000)	Audited FY2023 (S\$'000)	Unaudited 9M2023 (S\$'000)	Unaudited 9M2024 (S\$'000)
Reversal of expected loss/ (expected credit loss) on trade and other receivables, net	–	512	(9,225)	523	–
Other operating expenses	(3,248)	(4,051)	(3,489)	(2,542)	(1,974)
Finance costs	(1,722)	(866)	(755)	(573)	(518)
Loss before taxation from continuing operations	(13,569)	(11,237)	(34,367)	(3,187)	(3,701)
Income tax (expense)/credit	(318)	(189)	1,900	100	(63)
Loss for the year/period from continuing operations	(13,887)	(11,426)	(32,467)	(3,087)	(3,764)
<u>Discontinued operations</u>					
Net (loss)/gain from discontinued operations	(4,259)	948	–	–	–
Loss for the year/period	(18,146)	(10,478)	(32,467)	(3,087)	(3,764)
<u>Other comprehensive income</u>					
<i>Item that will not be reclassified to profit of loss</i>					
Net fair value gain/(loss) on equity instruments at fair value through other comprehensive income	113	(53)	(34)	–	348
Remeasurement loss on retirement liability	2	2	2	2	–
<i>Item that may be reclassified subsequently to profit or loss</i>					
Exchange difference on translation of foreign operations	(155)	(7)	40	11	24
Total comprehensive loss for the year/period, net of tax	(18,186)	(10,536)	(32,459)	(3,074)	(3,392)
(Loss)/Profit attributable to:					
Owners of the Company					
Continuing operations	(16,376)	(12,476)	(32,199)	(2,908)	(3,110)
Discontinued operations	(3,594)	1,332	–	–	–
Non-controlling interest					
Continuing operations	2,489	1,050	(268)	(179)	(654)
Discontinued operations	(665)	(384)	–	–	–
	(18,146)	(10,478)	(32,467)	(3,087)	(3,764)

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Group	Audited FY2021 (S\$'000)	Audited FY2022 (S\$'000)	Audited FY2023 (S\$'000)	Unaudited 9M2023 (S\$'000)	Unaudited 9M2024 (S\$'000)
Total comprehensive income attributable to:					
Owners of the Company					
Continuing operations	(16,174)	(12,440)	(32,199)	(2,899)	(2,725)
Discontinued operations	(3,734)	1,260	–	–	–
Non-controlling interest					
Continuing operations	2,440	1,029	(260)	(175)	(667)
Discontinued operations	(718)	(385)	–	–	–
	(18,186)	(10,536)	(32,459)	(3,074)	(3,392)
(Loss)/profit per share (cents)					
Basic and diluted					
Continuing operations	(2.65)	(2.02)	(5.20)	(0.47)	(0.50)
Discontinued operations	(0.58)	0.22	–	–	–

2. The data mentioned in paragraph 1 of this Part must 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 must 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;
 - (c) earnings or loss per share, after any adjustment to reflect the sale of new securities or securities-based derivatives contracts.

No dividends were declared for FY2021, FY2022, FY2023, 9M2023 and 9M2024.

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As an illustration only, and assuming the Rights Issue had been completed on 1 January of the respective financial year/period, the financial effects of the Rights Issue on the earnings/loss per Share of the Group based on FY2021, FY2022, FY2023, 9M2023 and 9M2024 are as follows:

	Audited	Audited	Audited	Unaudited	Unaudited
	FY2021	FY2022	FY2023	9M2023	9M2024
Dividend per Share (cents)	Nil	Nil	Nil	Nil	Nil
Loss per share (“LPS”) ⁽¹⁾ before the Rights Issue (cents)	(3.23)	(1.80)	(5.20)	(0.47)	(0.50)
LPS after adjusting for the Rights Issue under the Minimum Subscription Scenario ⁽²⁾	(1.99)	(1.11)	(3.22)	(0.29)	(0.31)
LPS after adjusting for the Rights Issue under the Maximum Subscription Scenario ⁽²⁾	(1.03)	(0.57)	(1.67)	(0.14)	(0.15)

Notes:

- (1) LPS has been computed based on the Group’s loss attributable to equity holders of the Company for the respective financial years/periods and the weighted average number of Shares in issue for the respective financial year/periods.
- (2) For the calculation of LPS after the Rights Issue, it is assumed that: (a) the number of Rights Shares is 382,385,254 new Shares under the Minimum Subscription Scenario and 1,279,125,560 new Shares under the Maximum Subscription Scenario, (b) the Outstanding Bonds are converted in full prior to the beginning of each financial year/period, save for the Bonds held by CJ and YPJ amounting to an aggregate principal amount of S\$750,000, resulting in the allotment and issuance of 19,821,428 Conversion Shares under the Maximum Subscription Scenario and (c) the Rights Shares have been issued at the beginning of each financial year/period and no income/loss contribution from the proceeds of the Rights Issue has been taken into consideration, as the transaction costs will be charged to equity.

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.

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

Not applicable. The audited financial statements in respect of the most recently completed financial year have been published and are made available on the SGX website at the URL: <https://www.sgx.com>.

4. In respect of –

- (a) each financial year (being one of the three (3) most recent 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.

Saved as disclosed and in this Offer Information Statement, the Directors are not aware of any significant factor, including any unusual or infrequent event or new development which materially affected the profit or loss before tax of the Group. A summary review of the operations, business and financial performance of the Group is set out below.

FY2021 compared to FY2022

On 7 October 2022, the Company and its wholly-owned Subsidiary, RDHPL, entered into 2 share purchase agreements with Lunadorii to dispose of 100% of their respective shareholding interests in SAM and CBMA, which in turn held as Subsidiaries (a) IGM Labs, and (b) TMJ and CMPL, respectively (collectively, the “**Disposed Groups**”), which fall under the healthcare systems segment. Pursuant to this disposal, the revenue and expenses of the Disposed Groups for 2022, which is based on SAM’s, CBMA’s, TMJ’s, IGM Lab’s and CMPL’s financial information from 1 January 2022 up to the latest management accounts available to the Company, being 7 October 2022, 7 October 2022, 31 August 2022, 30 June 2022 and 7 October 2022 for SAM, CBMA, TMJ, IGM and CMPL respectively prior to the disposal to Lunadorii of the Disposed Groups on 7 October 2022, have been separately classified as discontinued operations.

Revenue from continuing operations

Revenue increased by 43.4% or S\$4.97 million, from S\$11.44 million in FY2021 to S\$16.41 million in FY2022.

Revenue from the medical clinics/centres increased by S\$4.98 million, from S\$11.39 million in FY2021 to S\$16.37 million in FY2022 mainly due to an improvement in business performance of medical clinics/centres in Singapore, Hong Kong and the Philippines and an increase in revenue from the distribution of Labnovation’s COVID-19 ART Test Kits in Hong Kong and the Philippines.

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Purchases from continuing operations

Purchases increased by 34.6% or S\$1.76 million, from S\$5.08 million in FY2021 to S\$6.84 million in FY2022, in line with the increase in revenue. The slower growth in purchases compared to revenue in FY2022 was due to the sourcing of products with higher margins in FY2022.

Purchases mainly comprised direct expenses incurred in processing specimens by the Philippines laboratory testing facilities or outsourced third party clinical laboratories, supplies of Labnovation's COVID-19 ART Test Kits as well as consumables and medicines used by the medical clinics/centres and renal care services.

Employee benefits expense from continuing operations

Employee benefits expense decreased by 9.7% or S\$0.66 million, from S\$6.75 million in FY2021 to S\$6.09 million in FY2022 mainly due to an absence of bonus payments made in FY2022 pursuant to the performance bonus scheme based on prior period performance in FY2021. The Company's performance bonus scheme is based on prior year performance that aims to promote higher performance goals and recognise the achievements of employees.

Depreciation expense from continuing operations

Depreciation expense decreased by 9.8% or S\$0.17 million from S\$1.64 million in FY2021 to S\$1.47 million in FY2022 mainly due to medical equipment and renovation being fully depreciated in FY2021.

Amortisation expense from continuing operations

Amortisation expense decreased by 45.5% or S\$0.05 million, from S\$0.11 million in FY2021 to S\$0.06 million in FY2022. The decrease in amortisation expense was mainly due to computer software used in the dental clinics being fully amortised in FY2022.

Other income from continuing operations

Other income decreased by 79.4% or S\$2.90 million, from S\$3.65 million in FY2021 to S\$0.75 million in FY2022 mainly due to the absence of the gain on disposal from the CBBP Disposal of S\$2.01 million recorded in FY2021, the absence of the gain on loan extinguishment of S\$0.97 million in relation to the fair value changes of the Bonds issued by the Company on 8 March 2019 and 17 May 2019 respectively subsequent to the Partial Early Redemption in October 2021 and a decrease in grant income of S\$0.21 million from government grants relating to the Jobs Support Scheme, Enterprise Singapore Grant and other grants from government agencies. These were partially offset by the gain on disposal of the Mapex Property of S\$0.08 million which was completed on 7 March 2022, and gain on disposal of the Biolidics Nil-Paid Rights of S\$0.10 million on 14 and 15 November 2022.

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

Fair value loss on an associate from continuing operations

The Group recorded a fair value loss on an associate amounting to S\$8.77 million in FY2022. The fair value loss on an associate was due to the decrease in the market value of the Group's interest in Biolidics, a company listed on the Catalist.

Fair value loss on derivative financial instruments from continuing operations

Fair value changes on derivative financial instruments were mainly attributable to the fair value of the Bonds issued by the Company as well as the fair value of the call options on Preference Shares issued by CBMG (namely, the **"Exchange Option"**).

The Group recorded a fair value loss on derivative financial instruments of S\$0.76 million in FY2022, compared to a loss of S\$3.50 million in FY2021 due to an increase in fair value gain on the Bonds issued by the Company of S\$0.43 million and the derecognition of the call options granted by Seeds Capital Pte Ltd (**"Seeds Capital"**) to the Group in respect of Seed Capital's 9.75% interests in Biolidics which expired on 28 May 2021 of S\$2.75 million in FY2021.

These were partially offset by the increase in fair value loss on the Exchange Option of S\$0.37 million and the absence in FY2022 of the fair value gain on the convertible bonds issued by CBBP to Seeds Capital of S\$0.07 million in FY2021.

The fair value of the Bonds and the Exchange Option was arrived at based on an option pricing model which took into account, *inter alia*, the fair value of the Company as well as volatilities in the valuation of comparable companies.

Reversal of expected loss on trade and other receivables, net

The net reversal of expected credit losses of S\$0.51 million is mainly due to the reversal of provision of S\$0.55 million for expected credit losses made in FY2021 on other receivables due from Biolidics which pertained to the deferred consideration for the disposal of BLPL in FY2020, as a result of the partial settlement of S\$0.55 million in cash made by Biolidics in FY2022.

Other operating expenses from continuing operations

Other operating expenses increased by 24.7% or S\$0.80 million, from S\$3.25 million in FY2021 to S\$4.05 million in FY2022. This was mainly due to (i) an increase of S\$0.36 million in travelling expenses incurred by the Group, (ii) an increase in value-added tax payment, advertising expenses and licensing expenses in relation to the distribution of Labnovation's COVID-19 ART Test Kits of S\$0.45 million recorded by the Group, (iii) an increase in rental expenses of S\$0.11 million in relation to a short-term lease recorded by a dental clinic, (iv) impairment of plant and equipment recorded by the Group's Subsidiaries in the Philippines in FY2022 of S\$0.13 million, and (v) an increase in trade and other receivables written off recorded by Hong Kong and the Philippines in aggregate of S\$0.07 million.

The increases were partially offset by a decrease in inventories written off of S\$0.51 million arising from the COVID-19 Antibody Test Kits.

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

Finance costs from continuing operations

The Group's finance costs comprise mainly interest expense incurred on bank loans, lease liabilities and the Bonds. Finance costs decreased by 49.7% or S\$0.85 million, from S\$1.72 million in FY2021 to S\$0.87 million in FY2022 mainly due to a decrease in interest expense incurred on the bank loans taken up by the Group for its acquisitions and working capital purpose as some of the bank loans were fully repaid in FY2022 and decrease in interest charged on the Bonds issued by the Company due to the Partial Early Redemption in October 2021.

Income tax expense from continuing operations

Income tax expense decreased by 40.6% or S\$0.13 million, from S\$0.32 million in FY2021 to S\$0.19 million in FY2022. The decrease in income tax expense was mainly due to higher income tax expenses recognised by medical centres in the Philippines in FY2021 as a result of under-provision in prior years.

Loss for the year from continuing operations

As a result of the foregoing, the Group recorded a loss of S\$11.43 million in FY2022 as compared to a loss of S\$13.89 million in FY2021, from continuing operations.

Excluding the abovementioned gain on disposal of a subsidiary group, fair value losses on an associate and derivative financial instruments, the loss before taxation from continuing operations recorded by the Group would have been S\$1.71 million in FY2022 as compared to a loss before taxation from continuing operations of S\$5.47 million in FY2021.

Net gain from discontinued operations

Discontinued operations recorded a net gain of S\$0.95 million in FY2022 as compared to a net loss of S\$4.26 million in FY2021, which was main due to the gain on disposal of the Disposed Groups of S\$2.30 million recorded in FY2022. This was partially offset by the decrease in losses of S\$2.89 million from the results of operations of the Disposed Groups, from S\$4.26 million in FY2021 to S\$1.37 million in FY2022, because the results of operations of the Disposed Groups being consolidated for FY2022 is based on SAM's, CBMA's, TMJ's, IGM Lab's and CMPL's financial information from 1 January 2022 up to the latest management accounts available to the Company, being 7 October 2022, 7 October 2022, 31 August 2022, 30 June 2022 and 7 October 2022 for SAM, CBMA, TMJ, IGM Lab and CMPL respectively, prior to the disposal to Lunadorii of the Disposed Groups on 7 October 2022, as compared to the 1 year consolidated results of operations of the Disposed Groups in FY2021.

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

FY2022 compared to FY2023

Revenue from continuing operations

Revenue decreased by 30.0% or S\$4.92 million, from S\$16.41 million in FY2022 to S\$11.49 million in FY2023.

Revenue from the medical clinics/centres decreased by S\$4.92 million, from S\$16.37 million in FY2022 to S\$11.45 million in FY2023 mainly due to a decrease in revenue from the distribution of Labnovation's COVID-19 ART Test Kits in Hong Kong and Philippines and a decrease in revenue from the medical clinics/centres in Singapore and the Philippines for the provision of general medical, dental and clinical services and distribution of medical and pharmaceutical products.

Excluding the revenue from the distribution of Labnovation's COVID-19 ART Test Kits in FY2022 and FY2023, the revenue from recurring services provided by the medical clinics/centres decreased by 9.3% or S\$1.10 million, from S\$11.88 million in FY2022 to S\$10.78 million in FY2023.

Purchases from continuing operations

Purchases decreased by 21.1% or S\$1.44 million, from S\$6.84 million in FY2022 to S\$5.40 million in FY2023, in line with the decrease in revenue. Purchases decreased at a lower rate than the decline in revenue mainly because of the increase in the costs of medical supplies.

Purchases mainly comprised direct expenses incurred in processing specimens by the Philippines laboratory testing facilities or outsourced third party clinical laboratories, supplies of Labnovation's COVID-19 ART Test Kits as well as consumables and medicines used by the medical clinics/centres and renal care services.

Employee benefits expense from continuing operations

Employee benefits expense remained relatively stable at S\$5.98 million and S\$6.09 million in FY2023 and FY2022 respectively.

Depreciation expense from continuing operations

Depreciation expense decreased by 8.2% or S\$0.12 million, from S\$1.47 million in FY2022 to S\$1.35 million in FY2023 mainly due to certain medical equipment, renovation and motor vehicle being fully depreciated.

Amortisation expense from continuing operations

Amortisation expense decreased by 88.3% or S\$0.05 million, from S\$0.06 million in FY2022 to approximately S\$7,000 in FY2023 due to most of the existing computer software being fully depreciated.

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Other income from continuing operations

Other income decreased by 21.8% or S\$0.16 million, from S\$0.75 million in FY2022 to S\$0.59 million in FY2023 mainly due to (a) the absence of the net proceeds of S\$0.10 million from the disposal of the Biolidics Nil-Paid Rights in FY2022, (b) the absence of the income of S\$0.18 million from the sub-lease of certain clinic spaces in FY2022, and (c) a decrease in government grant income of S\$0.12 million. These were partially offset by the fair value adjustment of the Bonds issued by the Company in March and May 2019 of S\$0.23 million arising from extension of the Maturity Date of the Bonds from 8 March 2024 and 17 May 2024 to 8 September 2025 and 17 November 2025 respectively.

Fair value loss on other investment at FVTPL/an associate from continuing operations

The Group recorded a fair value loss on investment in ordinary shares in the capital of Biolidics amounting to S\$0.15 million in FY2023, as compared to S\$8.77 million in FY2022. The decrease in fair value loss was due to a slower drop in the market value of the Group's interest in Biolidics in FY2023, as compared to FY2022. As at 31 December 2023, the Group no longer holds any shares in Biolidics.

Fair value loss on derivative financial instruments from continuing operations

Fair value changes on derivative financial instruments were mainly attributable to the fair value changes of the Lunadorii Bonds, the fair value changes of the Bonds issued by the Company as well as the fair value changes of the Exchange Option.

The Group recorded a fair value loss on derivative financial instruments of S\$9.72 million in FY2023, as compared to a fair value loss of S\$0.76 million in FY2022, mainly due to a fair value loss of S\$9.69 million recognised by the Group on the Lunadorii Bonds. This fair value loss on the Lunadorii Bonds is based on the Group's understanding from the Purchaser of the difficulties that the Purchaser is facing in obtaining operational control of the Indonesian businesses of SAM, CBMA and their respective Subsidiaries, which Biolidics is addressing through the legal process in Indonesia.

Impairment loss on goodwill

Impairment losses of S\$10.37 million were incurred from a reduction in the estimated recoverable value of the Group's goodwill, from S\$21.30 million to S\$10.93 million, from previously acquired assets. This was determined based on the value-in-use of the cash generating unit to which the goodwill is attributed. These impairment losses were attributed to the decrease in the financial performance of the medical clinics/centres segment in FY2023, as a result of a decrease in revenue from the distribution of Labnovation's COVID-19 ART Test Kits in Hong Kong and the Philippines and a decrease in revenue from the medical clinics/centres in Singapore and the Philippines for the provision of general medical, dental and clinical services and distribution of medical and pharmaceutical products. This decrease in revenue had a negative impact on the projected future cash flows of the medical clinics/centres segment.

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Expected credit loss/(Reversal of expected credit loss) on trade and other receivable, net

Allowance for expected credit losses of S\$9.23 million mainly arising from a reduction in the entire recoverable value of the receivables of S\$11.88 million owing by SAM and CBMA in relation to the funding of the working capital of SAM, CBMA and their respective Subsidiaries by the Group prior to the disposal of the Disposed Groups. The reduction in the recoverable value of the receivables was due to the increase in credit risk and default risk by SAM and CBMA based on the Group's understanding from Biolidics of the difficulties that Biolidics is facing in obtaining operational control of the Indonesian businesses of SAM, CBMA and their respective Subsidiaries, which the Purchaser is addressing through the legal process in Indonesia.

The above was partially offset by a reversal of impairment on other receivable of S\$2.69 million from the sale of the entire issued and paid-up ordinary share capital of BLPL in FY2020 to Biolidics, as announced by the Company on 23 and 30 November 2023 which was previously impaired and subsequently received during FY2023.

Other operating expenses from continuing operations

Other operating expenses decreased by 13.8% or S\$0.56 million, from S\$4.05 million in FY2022 to S\$3.49 million in FY2023. This was mainly due to an absence of impairment of fixed assets of S\$0.12 million in FY2022, a decrease in audit fees of S\$0.09 million, a decrease in fees for licenses and permit of S\$0.10 million, a decrease in expenses on penalties of S\$0.09 million, and a decrease in exchange loss of S\$0.16 million.

Finance costs from continuing operations

The Group's finance costs comprised mainly interest expense incurred on bank loans, lease liabilities and the Convertible Bonds. Finance costs decreased by 12.8% or S\$0.11 million, from S\$0.87 million in FY2022 to S\$0.76 million in FY2023 mainly due to a decrease in interest expense incurred on the bank loans taken up by the Group for working capital purpose as some of the bank loans were fully repaid in FY2022.

Income tax expense from continuing operations

The Group incurred income tax credit of S\$1.90 million in FY2023, as compared to an income tax expense of S\$0.19 million in FY2022. The income tax credit recognised arose from the reversal of deferred tax liabilities in relation to fair value gain on derivative financial instrument recognised by the Group.

Loss for the year from continuing operations

As a result of the foregoing, the Group recorded a loss of S\$32.47 million in FY2023, as compared to a loss of S\$11.43 million in FY2022, from continuing operations.

Excluding the abovementioned fair value losses on other investment at FVTPL/an associate, fair value losses on derivative financial instruments, allowance for credit losses and reversal of impairment on trade and other receivables, and impairment losses on goodwill, the loss before taxation from continuing operations recorded by the Group would have been S\$4.90 million in FY2023, as compared to a loss before taxation of S\$2.21 million in FY2022.

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9M2023 compared to 9M2024

Revenue

Revenue decreased by 18.4% or S\$1.60 million, from S\$8.69 million in 9M2023 to S\$7.09 million in 9M2024.

Revenue from the medical clinics/centres decreased by S\$1.58 million, from S\$8.66 million in 9M2023 to S\$7.08 million in 9M2024 mainly due to the reduction in revenue from the distribution of Labnovation's COVID-19 ART Test Kits in Philippines and lower revenue from the medical clinics/centres in Singapore and Hong Kong for the provision of general medical, dental and clinical services and distribution of medical and pharmaceutical products.

Excluding the revenue from the distribution of Labnovation's COVID-19 ART Test Kits in 9M2023 and 9M2024, the revenue from services provided by the medical clinics/centres decreased by S\$0.92 million, from S\$8.0 million in 9M2023 to S\$7.08 million in 9M2024.

Purchases

Purchases decreased by 3.9% or S\$0.1 million, from S\$3.93 million in 9M2023 to S\$3.77 million in 9M2024, in line with the decrease in revenue. Purchases decreased at a lower rate than the decline in revenue mainly because of the increase in costs of medical supplies and services provided by laboratories.

Purchases mainly comprised direct expenses incurred in processing specimens by the Philippines laboratory testing facilities or outsourced third party clinical laboratories, supplies of Labnovation's COVID-19 ART Test Kits as well as consumables and medicines used by the medical clinics/centres and renal care services.

Employee benefits expense

Employee benefits expense decreased by 20.4% or S\$0.98 million from S\$4.79 million in 9M2023 to S\$3.81 million in 9M2024 mainly due to fewer head count in 9M2024 as a result of the Group's cost saving measure.

Depreciation expense

Depreciation expense increased by 10.0% or S\$0.09 million, from S\$0.92 million in 9M2023 to S\$1.01 million in 9M2024 mainly due to increase in depreciation charge of right-of-use assets in 9M2024.

Amortisation expense

Amortisation expense decreased by 50% or S\$3,000 from approximately S\$6,000 in 9M2023 to approximately S\$3,000 in 9M2024 due to most of the existing computer software being fully depreciated in 9M2024.

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Other income

Other income decreased by 44.7% or S\$0.22 million, from S\$0.50 million in 9M2023 to S\$0.28 million in 9M2024 mainly due to (a) the absence of fair value adjustment of the Convertible Bonds arising from extension of maturity date of Convertible Bonds, fair value adjustment on contingent consideration for business combinations, and gain on modification of deferred consideration of S\$0.23 million, S\$0.05 million and S\$0.02 million respectively, and (b) a decrease in interest income of S\$0.02 million. The decrease in other income was offset by an increase in grant income of S\$0.1 million.

Fair value loss on other investment at FVTPL

The Group recorded a fair value loss on investment in ordinary shares in the capital of Biolidics Limited (“Biolidics”) amounting to S\$0.15 million in 9M2023, which was due to the decrease in the market value of the Group’s interest in Biolidics as at 30 September 2023. The Group’s holdings in Biolidics were fully disposed in FY2023. As such, no such items were recorded in 9M2024.

Fair value gain/(loss) on derivative financial instruments

Fair value changes on derivative financial instruments were mainly attributable to the fair value of the Convertible Bonds issued by the Company as well as the fair value of the call options on convertible preference shares issued by Clearbridge Medical Group Pte. Ltd. (“CBMG Call Option”).

The fair value gain on derivative financial instruments increased by S\$15,000 from S\$4,000 in 9M2023 to S\$19,000 in 9M2024.

The fair value of the Convertible Bonds and the CBMG Call Option was arrived at based on an option pricing model which took into account, among others, the fair value of the Company as well as volatilities in the valuation of comparable companies.

Reversal of expected credit loss on other receivable, net

The Group recorded a net reversal of expected credit loss on other receivable amounting to S\$0.52 million in 9M2023 mainly arising from repayment of deferred consideration from Biolidics. No such items were recorded in 9M2024.

Other operating expenses

Other operating expenses decreased by 22.3% or S\$0.57 million, from S\$2.54 million in 9M2023 to S\$1.97 million in 9M2024. The decrease was mainly due to (i) a decrease in travelling expenses of S\$0.15 million, (ii) a decrease in insurance expenses of S\$0.06 million, (iii) a decrease in recruitment expenses of S\$0.05 million, (iv) a reduction in inventory written off of S\$0.07 million, (v) a decrease in bad debts written off of S\$0.03 million, and (vi) a decrease in rental expenses of S\$0.14 million mainly due to the reclassification of long term lease from rental expenses to lease liabilities. The decrease in other operating expenses was partially offset by an increase in marketing cost of S\$0.07 million for promotion of new healthcare products in Hong Kong, and an increase in foreign exchange loss of S\$0.05 million.

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

Finance costs

The Group's finance costs comprised mainly interest expense incurred on bank loans, lease liabilities and the Convertible Bonds. Finance costs remained relatively stable at S\$0.57 million and S\$0.52 million in 9M2023 and 9M2024 respectively.

Income tax expense

The Group recognised an income tax expense of S\$0.06 million in 9M2024, compared to an income tax credit of S\$0.1 million in 9M2023. The income tax credit in 9M2023 primarily arose from the reversal of deferred tax expense in relation to fair value gain on derivative financial instruments recognised by the Group.

Loss for the period

As a result of the foregoing, the Group recorded a loss of S\$3.76 million in 9M2024 as compared to a loss of S\$3.09 million in 9M2023.

Excluding the abovementioned fair value losses on other investment at FVTPL, fair value gain/(loss) on derivative financial instruments and reversal of loss allowance on other receivable, the loss before taxation recorded by the Group would have been S\$3.72 million in 9M2024 as compared to a loss before taxation of S\$3.57 million in 9M2023.

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 recent 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 statement of financial position of the Group as at 31 December 2023, and the unaudited consolidated statement of financial position of the Group as at 30 September 2024 are set out below.

	31 December 2023 (S\$'000) (Audited)	30 September 2024 (S\$'000) (Unaudited)
Group		
Non-current assets		
Derivative financial instruments	41	59
Plant and equipment	766	667
Convertible exchangeable bonds	935	935
Right-of-use assets	2,503	1,498

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

Group	31 December 2023 (S\$'000) (Audited)	30 September 2024 (S\$'000) (Unaudited)
Intangible assets	4	10
Goodwill on consolidation	10,925	10,925
Other receivables	71	109
Deferred tax assets	161	154
	15,406	14,357
Current assets		
Cash at banks and short-term deposits	3,671	593
Trade receivables	1,247	1,679
Prepayments	130	96
Other receivables	2,400	1,676
Inventories	251	455
Other investments	813	–
	8,512	4,499
Total assets	23,918	18,856
Current liabilities		
Borrowings	1,085	3,825
Trade payables	696	1,048
Other payables	2,005	2,086
Lease liabilities	952	532
Contract liabilities	110	32
Income tax payable	64	76
	4,912	7,599
Net current assets/(Net current liabilities)	3,600	(3,100)
Non-current liabilities		
Borrowings	3,984	827
Other payables	71	63
Lease liabilities	1,615	1,056
Deferred tax liabilities	58	76
	5,728	2,022
Total liabilities	10,640	9,621
NET ASSETS	13,278	9,235
Equity attributable to owners of the Company		
Share capital	92,899	92,899

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

Group	31 December 2023 (S\$'000) (Audited)	30 September 2024 (S\$'000) (Unaudited)
Capital reserve	(1,256)	(1,256)
Share-based payment reserve	4,325	4,372
Fair value reserve	63	–
Currency translation reserve	(25)	12
Employee benefits reserve	6	6
Accumulated losses	(85,822)	(88,521)
Equity attributable to owners of the Company	10,190	7,512
Non-controlling interests	3,088	1,723
TOTAL EQUITY	13,278	9,235

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; and
 - (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 per Share based on the audited consolidated statement of financial position of the Group as at 31 December 2023 and the unaudited consolidated statement of financial position of the Group as at 30 September 2024:

	Unaudited As at 30 September 2024	Audited As at 31 December 2023
<u>Before the Rights Issue</u>		
Number of Shares	619,741,352	619,052,398
NAV per Share ⁽¹⁾ (cents)	1.21	1.65
<u>After the Rights Issue (Minimum Subscription Scenario)⁽²⁾</u>		
Number of Shares	1,002,126,606	1,001,437,652
NAV per Share ⁽¹⁾ (cents)	0.80	0.05

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

	Unaudited As at 30 September 2024	Audited As at 31 December 2023
After the Rights Issue (Maximum Subscription Scenario)⁽³⁾		
Number of Shares	1,918,688,340	1,917,999,386
NAV per Share ⁽¹⁾ (cents)	0.51	0.12

Notes:

- (1) NAV per Share = Equity attributable to owners/Number of Shares outstanding.
- (2) Calculated on the assumption that (i) the Rights Issue has been completed as at 30 September 2024 and 31 December 2023 (as the case may be), (ii) 382,385,254 Rights Shares had been issued, and (iii) the amount of Net Proceeds from the Rights Issue is approximately S\$515,000.
- (3) Calculated on the assumption that (i) the Outstanding Bonds are converted in full prior to the Record Date, save for the Bonds held by CJ and YPJ amounting to an aggregate principal amount of S\$750,000, resulting in the allotment and issuance of 19,821,428 Conversion Shares, (ii) the Rights Issue has been completed as at 30 September 2024 and 31 December 2023 (as the case may be), (iii) 1,279,125,560 Rights Shares had been issued, and (iv) the amount of Net Proceeds from the Rights Issue is approximately S\$2,308,000.

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 recent 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 statement of cash flows of the Group for FY2023 and the unaudited consolidated statement of cash flows of the Group for 9M2024 are set out below:

	FY2023 (S\$'000) (Audited)	9M2024 (S\$'000) (Unaudited)
Operating activities		
Loss before income tax	(34,367)	(3,701)
Adjustments for:		
Actuarial gain on retirement plan	2	–
Share-based payment – equity settled	68	47
Gain on disposal of property, plant and equipment	(7)	–
Gain on debt modification	(232)	–
Gain on modification of deferred consideration	(19)	–
Depreciation of plant and equipment	327	232

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

	FY2023 (S\$'000) (Audited)	9M2024 (S\$'000) (Unaudited)
Depreciation of right-of-use assets	1,025	777
Amortisation of intangible assets	7	3
Interest income	(166)	(103)
Interest expense	755	518
Bad debt written off	58	1
Inventories written off	85	7
Plant and equipment written off	1	–
Reversal of impairment of plant and equipment	(23)	–
Impairment loss on goodwill	10,371	–
Net impairment loss of trade and other receivables	9,225	–
Fair value adjustment on contingent consideration	(37)	–
Fair value loss/(gain) on derivative financial instruments	9,723	(19)
Fair value loss on other investment at FVTPL/an associate	150	–
Unrealised foreign exchange loss	46	72
Operation cash flows before changes in working capital	(3,008)	(2,166)
Increase in trade receivables	(148)	(432)
Decrease in prepayments	122	33
Decrease/(increase) in other receivables	43	(13)
Increase in inventories	(35)	(210)
Increase in trade payables	303	352
Decrease in other payables	(421)	(6)
Cash flows used in operations	(3,144)	(2,442)
Income tax paid	(173)	(30)
Interest paid	(423)	(237)
Interest received	166	103
Net cash used in operating activities	(3,574)	(2,606)
Investing activities		
Purchase of plant and equipment	(416)	(133)
Purchase of intangible assets	–	(9)
Acquisition of right-of-use asset	(132)	–
Proceeds from settlement of deferred consideration	2,689	–
Proceeds from disposal of other investment	933	1,162

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

	FY2023 (S\$'000) (Audited)	9M2024 (S\$'000) (Unaudited)
Net cash generated from investing activities	3,074	1,020
Financing activities		
Repayment of loans and borrowings	(905)	(697)
Repayment of lease liabilities	(973)	(775)
Net cash used in financing activities	(1,878)	(1,472)
Net decrease in cash and cash equivalents	(2,378)	(3,058)
Effect of foreign exchange rate changes, net	(6)	(20)
Cash and cash equivalents at the beginning of the year/period	6,055	3,671
Cash and cash equivalents at the end of the year/period	3,671	593

A summary of the review of the cash flow position of the Group is set out below.

FY2023

Cash outflow before changes in working capital for FY2023 amounted to S\$3.01 million. Net cash used in working capital for FY2023 amounted to S\$0.14 million mainly due to decrease in other payables of S\$0.42 million, an increase in trade receivables of S\$0.15 million, an increase in inventories of S\$0.03 million and partially offset by an increase in trade payables of S\$0.30 million, a decrease in prepayments of S\$0.12 million and a decrease in other receivables of S\$0.04 million.

As a result, net cash used in operating activities after adjusting for cash paid for income tax, interest expense and interest received, amounted to S\$3.57 million in FY2023.

Net cash generated from investing activities for FY2023 amounted to S\$3.07 million. This was mainly due to cash proceeds received from Biolidics of S\$2.69 million for the repayment of the deferred consideration owing by Biolidics, from the sale of the entire issued and paid-up ordinary share capital of BLPL in FY2020 to Biolidics and proceeds of S\$0.93 million from disposal of all the shares in Biolidics. These were partially offset by a capital expenditure of S\$0.42 million and acquisition of right-of-use assets of S\$0.13 million incurred by the medical clinics/centres in the Philippines, Singapore and Hong Kong.

Net cash used in financing activities for FY2023 amounted to S\$1.88 million which was attributable to the repayment of bank loans and lease liabilities of S\$0.91 million and S\$0.97 million respectively.

As a result, after adjusting for the effects of foreign exchange rate changes, there was a net decrease in cash and cash equivalents of S\$2.38 million, from S\$6.05 million as at 31 December 2022 to S\$3.67 million as at 31 December 2023.

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

9M2024

Cash outflow before changes in working capital for 9M2024 amounted to S\$2.17 million. Net cash used in working capital for 9M2024 amounted to S\$0.28 million mainly due to an increase in trade receivables of S\$0.43 million, an increase in inventories of S\$0.21 million, an increase in other receivable of S\$0.01 million and a decrease in other payables of S\$0.01 million. This is partially offset by a decrease in prepayments of S\$0.03 million and an increase in trade payables of S\$0.35 million.

As a result, net cash used in operating activities after adjusting for cash paid for income tax, interest expense and interest received, amounted to S\$2.61 million in 9M2024.

Net cash generated from investing activities for 9M2024 amounted to S\$1.02 million. This was mainly due to cash proceeds received from disposal of other investment at FVOCI of S\$1.16 million, and this was partially offset by a capital expenditure of S\$0.14 million incurred by the medical clinics/centres in the Philippines, Singapore, and Hong Kong.

Net cash used in financing activities for 9M2024 amounted to S\$1.47 million which was attributable to the repayment of bank loans and lease liabilities of S\$0.70 million and S\$0.77 million respectively.

As a result, after adjusting for the effects of foreign exchange rate changes, there was a net decrease in cash and cash equivalents of S\$3.08 million, from S\$3.67 million as at 31 December 2023 to S\$0.59 million as at 30 September 2024.

-
- 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 monies will be returned to investors if the minimum net proceeds are not raised.**
-

As at the date of this Offer Information Statement, the Directors are of the reasonable opinion that, barring unforeseen circumstances and after taking into consideration the Group's present internal resources, operating cash flows and cost-cutting measures, the working capital available to the Group is sufficient to meet its present requirements for the next 12 months.

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

The Rights Issue will not be underwritten. The Directors are of the opinion that there is no minimum amount that must be raised from the Rights Issue. Accordingly, the Company has decided to undertake the Rights Issue on a non-underwritten basis in view of the Irrevocable Undertakings and cost savings that it anticipates it will enjoy as a result of not having to bear any underwriting fees and commissions.

-
- 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).**
-

As at the Latest Practicable Date, and to the best knowledge of the Directors, the Group is not in breach of any terms and conditions or covenants associated with any credit arrangement or bank loan which could materially affect the Company'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 are subject to certain risks. Please refer to the section entitled "***Cautionary Note on Forward-Looking Statements***" of this Offer Information Statement for further details.

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

Save as disclosed below and in this Offer Information Statement, the Company's annual reports, circulars and announcements published via SGXNet on the SGX's website, 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 of the Group for the next 12 months

In 9M2024, the Group recorded a decline in the Group's financial performance. The Group's current operating environment has become increasingly competitive, such as the market for the distribution of the Group's products becoming increasingly more competitive, with increasing costs, as more technologies and products enter into the market. The Group has also faced headwinds in connection with operation of medical clinics and centres in Singapore and Philippines due to, amongst others, increased competition and costs in these spaces. In the Philippines, the Philippine Health Insurance Corporation (PhilHealth) Board has approved an increase in reimbursement benefits for the renal care patients in June 2024⁴, reducing the upfront payments required from these patients to be made to the Group, which will likely result in constrained cash flows for the Group. The Group will continue to monitor this development.

In this regard, although the global outlook is showing signs of improvement with the moderating of inflation rates, the slow growth and tight consumer spending may continue to impact the consumption of the products and services the Group provides. Additionally, persistently high inflation may raise the cost of goods for the Group and negatively impact the profit margins. The Organisation for Economic Co-operation and Development reported on 2 May 2024⁵ that it projects global growth to be 3.1% and 3.2% in 2024 and 2025 respectively, which is well below the average growth rate in the decade preceding the COVID-19 pandemic. Further, they noted that inflation, while moderating, remains high and persistent and the negative impact it will have on growth prospects. In Singapore, the Monetary Authority of Singapore and the Ministry of Trade and Industry of Singapore have jointly reported similar issues, in a press release dated 24 June 2024⁶. The press release also highlighted risks, such as potential geopolitical shocks and transportation disruptions. The Group continues to monitor this development and will adapt its strategies accordingly.

The Group is currently evaluating its options to preserve value for the Group and if need be, undertake certain corporate exercises to restructure its businesses and operations to achieve sustainability. The Group will also continue to explore suitable opportunities to expand its business regionally through organic expansion, investments, mergers and acquisitions, joint ventures and/or strategic collaborations.

4 The report may be found at <https://doh.gov.ph/press-release/philhealth-board-increases-financial-support-for-hemodialysis-andancillary-services-like-access-insertion-and-blood-products/>.

5 The report may be found at <https://www.oecd.org/en/about/news/press-releases/2024/05/economic-outlook-steady-global-growth-expected-for-2024-and-2025.html>.

6 The press release may be found at <https://www.mti.gov.sg/Newsroom/Press-Releases/2024/06/Consumer-Price-Developments-in-May-2024>.

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

Trends, uncertainties, commitments, events, factors and risks

Saved as disclosed above and in the Offer Information Statement, the Company's annual reports, circulars and SGXNet announcements, the Directors are not aware of any trends, uncertainties, demands, commitments or events which are reasonable likely to have a material effect on net sales or revenues, profitability, liquidity or capital resources, or that would cause financial information disclosed in this Offer Information Statement to be not necessarily indicative of the future operating results or financial condition.

To the best of the Directors' knowledge and belief, the risk factors that are material to prospective investors and Entitled 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 Appendix I to this Offer Information Statement. Prospective investors and Shareholders should carefully consider and evaluate each of the risk factors and all other information contained in this Offer Information Statement before deciding whether to invest in the Shares and/or the Rights Shares.

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- 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. There is no profit forecast 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. There is no profit forecast disclosed in this Offer Information Statement.

- 13. Where a profit forecast is 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. There is no profit forecast disclosed in this Offer Information Statement.

- 14. Where the profit forecast disclosed is in respect of a period ending on a date not later than 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, prepared on the basis of his examination of the evidence supporting the assumptions mentioned in paragraph 12 of this Part, to the effect that no matter**

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

has come to the issue manager's attention which gives that issue manager 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 referred to 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. There is no profit forecast 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 any other person whose profession or reputation gives authority to the statement made by that person, prepared on the basis of his examination of the evidence supporting the assumptions mentioned in paragraph 12 of this Part, to the effect that no matter has come to the issue manager's attention which gives that issue manager 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 referred to 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. There is no profit forecast disclosed in this Offer Information Statement.

SIGNIFICANT CHANGES

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

- (a) the most recent 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.

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

Save as disclosed in this Offer Information Statement, the Company's annual reports, circulars and announcements published via SGXNet on the SGX's website from time to time, the Directors are not aware of any event which has occurred from 30 September 2024 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.

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

PART 6 – THE OFFERING 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\$0.002, payable in full on acceptance and/or application.

The expenses incurred in connection with the Rights Issue will not be specifically charged to subscribers 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.

For Electronic Applications made through ATMs of a Participating Bank, a non-refundable administrative fee for each application will be charged by the Participating Bank at the point of application, and such administrative fee will be borne by the subscribers 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, quoted and traded on the Catalist 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. Save for the Rights Issue itself, none of the Shareholders have pre-emptive rights to subscribe for the Rights Shares.

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

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 entitled “*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 approved exchange –**
- (a) in a case where the firstmentioned 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 firstmentioned 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 firstmentioned 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 firstmentioned 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 approved exchange during the three (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 three (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.**
-

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

- (a) The Rights Shares to be issued upon subscription are of the same class as the Shares and the Shares are listed for quotation on the Catalist.

The price range and total volume of the Shares traded on the Catalist during each of the 12 calendar months preceding the calendar month in which the Latest Practicable Date falls and for the period from 1 October 2023 up to and including the Latest Practicable Date are as follows:

	Price Range		Share Volume ⁽³⁾
	Lowest (S\$) ⁽¹⁾	Highest (S\$) ⁽²⁾	('000)
October 2023	0.012	0.021	27,627
November 2023	0.012	0.017	40,272
December 2023	0.012	0.020	97,061
January 2024	0.013	0.017	32,337
February 2024	0.012	0.014	8,956
March 2024	0.009	0.013	9,582
April 2024	0.010	0.013	18,016
May 2024	0.009	0.013	36,861
June 2024	0.009	0.014	8,146
July 2024	0.008	0.010	4,992
August 2024	0.008	0.010	2,997
September 2024	0.008	0.012	23,860
October 2024	0.007	0.010	16,595
1 November 2024 up to and including the Latest Practicable Date	0.003	0.009	7,784

Source: Bloomberg Finance L.P.⁽⁴⁾

Notes:

- (1) Based on the lowest closing market price for the Shares in a particular month/period.
- (2) Based on the highest closing market price for the Shares in a particular month/period.
- (3) Based on the total volume of Shares traded in a particular month/period.
- (4) Bloomberg Finance L.P. has not consented for the purposes of Sections 249 and 277 of the SFA to the inclusion of the information referred to above and is thereby not liable for such information under Sections 254 and 254 of the SFA. While the Company has taken reasonable actions to ensure that the above information has been reproduced in its proper form and context, the Company has not conducted an independent review of this information nor verified the accuracy of such information.

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

- (b) Not applicable. The Shares have been listed for quotation on the Catalist for more than 12 months immediately preceding the Latest Practicable Date.
- (c) There has not been any significant trading suspension of the Shares that has occurred on the SGX-ST during the three (3) years immediately preceding the Latest Practicable Date.
- (d) Please refer to paragraph 4(a) of part 6 of the section entitled “**Disclosure Requirements under the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018**” for the volume of Shares traded on the Catalist during each of the 12 calendar months immediately preceding the calendar month in which the Latest Practicable Date falls and for the period from 1 November 2024 up to and including the Latest Practicable Date. Based on the information set out therein, 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.**

-
- (a) The Rights Shares will, upon allotment and issuance, rank *pari passu* in all respects with the then existing Shares save for any dividends, rights, allotments or other distributions, the record date for which falls before the date of issue of the Rights Shares.
 - (b) The Rights Shares will be issued pursuant to the authority granted under the ordinary resolution concerning the Rights Issue approved by Shareholders at the EGM of the Company held on 23 October 2024 (“**Share Issue Mandate**”). Approval-in-principle was obtained from the SGX-ST for the listing and quotation of up to 1,279,125,560 new Shares on the Catalist, which falls within the maximum number of Shares that can be issued under the aforementioned Share Issue Mandate.

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

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.**
-

The Rights Issue will be made on a renounceable non-underwritten basis by the Company to all Entitled Shareholders, with up to 1,279,125,560 Rights Shares to be issued at the Issue Price, on the basis of two (2) Rights Shares for every one (1) existing Share held by Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded.

Entitled Shareholders are at liberty to accept (in full or in part), decline, renounce or in the case of Entitled Depositors only, trade (during the provisional allotment trading period prescribed by SGX-ST) their provisional allotments of Rights Shares on Catalist and are eligible to apply for Excess Rights Shares in excess of their provisional allotments under the Rights Issue.

The basis of allotting any Excess Rights Shares will be determined at the absolute discretion of the Directors. In the allotment of Excess Rights Shares, preference will be given to the rounding of odd lots, and the Directors and the 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 will rank last in priority for the rounding of odd lots and allotment of Excess Rights Shares. The Company will also not make any allotment and issuance of any Excess Rights Shares that will result in a transfer of Controlling Interest in the Company unless otherwise approved by Shareholders in a general meeting. For the avoidance of doubt, only Entitled Shareholders (and not the Purchasers or the Renounees) shall be entitled to apply for Excess Rights Shares in excess of their provisional allotments.

Fractional entitlements to the Rights Shares will be disregarded in arriving at the Entitled Shareholders' respective "nil-paid" rights and will, together with the "nil-paid" rights 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 in the best interests of the Company.

Depending on the level of subscription for the Rights Shares, the Company may, if necessary and upon the approval of the Sponsor and/or the SGX-ST, scale down the subscription for the Rights Shares and/or excess application by any Shareholder to the extent necessary to avoid placing such Shareholder and parties acting in concert with him 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 their provisional allotments of the Rights Shares entitlement fully; or to avoid the transfer of a Controlling Interest in the Company, which is prohibited under Rule 803 of the Catalist Rules.

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

The distribution of this Offer Information Statement and its accompanying documents 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 in Singapore, the Rights Issue is only offered to Entitled Shareholders and the Rights Shares will not be offered to Foreign Shareholders. This Offer Information Statement and its accompanying documents have not been and will not be despatched or disseminated to Foreign Shareholders or into any jurisdiction outside Singapore. Please refer to the section entitled “**Eligibility of Shareholders to Participate in the Rights Issue**” of this Offer Information Statement for further details.

The allotment and issuance of the Rights Shares pursuant to the Rights Issue are governed by the terms and conditions as set out in this Offer Information Statement, the PAL, the ARE and the ARS and (if applicable) the Constitution of the Company.

The Rights Shares are not offered through the selling efforts of any broker or dealer. The Rights Issue is not underwritten.

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.

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

PART 7 – ADDITIONAL INFORMATION

STATEMENTS BY EXPERTS

- 8. 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.**
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Not applicable. No statement or report attributed to a person as an expert is included in this Offer Information Statement.

- 9. 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 or her 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.**
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Not applicable. No statement has been made by an expert in this Offer Information Statement.

- 10. The information mentioned 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.**
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Not applicable. No statement has been made by or is attributed to an expert in this Offer Information Statement.

CONSENTS FROM ISSUE MANAGER AND UNDERWRITERS

- 11. The information mentioned 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.**
-

No manager has been appointed for the Rights Issue.

No underwriter has been appointed for the Rights Issue.

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

OTHERS MATTERS

12. **Include 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 or securities-based derivatives contracts in the relevant entity.**
-

Save as disclosed in this Offer Information Statement and in the annual reports, circulars and announcements announced and published by the Company via SGXNet on the SGX’s website, and to the best of their knowledge and belief, the Directors are not aware of any other matters which could materially affect, directly or indirectly, the Company’s business operations, financial position or results, or investments by holders of securities in the Company.

**DISCLOSURE REQUIREMENTS UNDER THE 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.

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

PART 9 – ADDITIONAL INFORMATION REQUIRED FOR CONVERTIBLE DEBENTURES

Not applicable.

DISCLOSURE REQUIREMENTS UNDER THE 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 “**Summary of the Principal Terms of the Rights Issue**” section of this Offer Information Statement for the particulars of the Rights Issue.

(b) the last day and time for splitting of the provisional allotment of the securities or securities-based derivatives contracts to be issued pursuant to the rights issue;

The last date and time for splitting of the provisional allotment of Rights Shares is on 28 November 2024 at 5:00 p.m. (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

(c) the last day and time for acceptance of and payment for the securities or securities-based derivatives contracts to be issued pursuant to the rights issue;

The last date and time for acceptance of and payment for the Rights Shares is on 4 December 2024 at 5:30 p.m. (and 9:30 p.m. for Electronic Applications through an ATM of a Participating Bank) (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

Please refer to the section entitled “**Indicative Timetable of Key Events**” of this Offer Information Statement for more details.

(d) the last day and time for renunciation of and payment by the renounee for the securities or securities-based derivatives contracts to be issued pursuant to the rights issue;

The last date and time for acceptance of payment by the Renounee is on 4 December 2024 at 5:30 p.m. (and 9:30 p.m. for Electronic Applications through an ATM of a Participating Bank) (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 Depositors who wish to renounce their provisional allotments of Rights Shares in favour of a third party should note that CDP requires three (3) Market Days to effect such renunciation. As such, Entitled Depositors who wish to renounce are advised to do so early to allow sufficient time for the Renounee to accept his provisional allotment of Rights Shares.

Please refer to the section entitled “**Indicative Timetable of Key Events**” of this Offer Information Statement for more details.

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

- (e) **the terms and conditions of the offer of securities or securities-based derivatives contracts to be issued pursuant to the rights issue;**
-

The terms and conditions of the Rights Issue are as set out in this Offer Information Statement, including Appendices II, III and IV to this Offer Information Statement, and in 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**
-

As described in the section entitled “***Irrevocable Undertakings***”, LSHL, CJ and YPJ have provided Irrevocable Undertakings as an indication of their support for the Rights Issue and to demonstrate their commitment to and confidence in the prospects of the Group. Further particulars are set out in the section entitled “***Irrevocable Undertakings***”.

- (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. Please refer to the section entitled “***Summary of the Principal Terms of the Rights Issue***” of this Offer Information Statement for further details on the reason for the Rights Issue for not being underwritten.

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

**PART 11 – ADDITIONAL INFORMATION REQUIRED FOR OFFER INFORMATION STATEMENT
FOR PURPOSES OF SECTION 277(1AC)(A)(I) OF THE SECURITIES AND FUTURES ACT**

Not applicable.

ADDITIONAL DISCLOSURE REQUIREMENTS FOR THE RIGHTS ISSUE UNDER APPENDIX 8A OF THE CATALIST RULES

1. REVIEW OF WORKING CAPITAL

Provide a review of the working capital for the last three financial years and the latest nine months, if applicable.

The working capital of the Group as at 31 December 2021, 31 December 2022, 31 December 2023 and 30 September 2024 are set out below:

Group	As at 31 December 2021 (S\$'000) (Audited)	As at 31 December 2022 (S\$'000) (Audited)	As at 31 December 2023 (S\$'000) (Audited)	As at 30 September 2024 (S\$'000) (Unaudited)
Total current assets	31,112	10,834	8,512	4,499
Total current liabilities	17,215	5,100	4,912	7,599
Net working capital/ (Deficit working capital)	13,897	5,734	3,600	(3,100)

A review of the working capital of the Group for the relevant periods are set out below:

Please note that all numerical figures are approximate as they have been rounded to the nearest thousand.

As at 31 December 2021 compared to as at 31 December 2022

Current assets

The Group's current assets decreased by 65.2% or S\$20.28 million, from S\$31.11 million as at 31 December 2021 to S\$10.83 million as at 31 December 2022. This was mainly due to (i) a decrease in cash and bank balances of S\$8.50 million as a result of the repayment of bank loans and contingent consideration paid to the vendor of the 9 dental clinics under the terms of the acquisition (as announced on 24 May 2019) which was completed on 29 August 2019, for achieving the target net profits after taxation for the 36-month period after acquisition, (ii) a decrease in trade and other receivables of S\$8.23 million due to the disposal of the Disposed Groups, (iii) a decrease in assets held for sale of S\$2.01 million due to the sale of the Mapex Property which was completed on 7 March 2022, and (iv) a decrease in derivative financial instruments of S\$1.06 million mainly due to fair value loss recognised in respect of the Exchange Option.

Current liabilities

The Group's current liabilities decreased by 70.4% or S\$12.12 million, from S\$17.22 million as at 31 December 2021 to S\$5.10 million as at 31 December 2022. This was mainly due to (i) a decrease in trade and other payables of S\$7.23 million due to the disposal of the Disposed Groups, (ii) a decrease in borrowings of S\$4.83 million due to repayment of bank loans, and (iii) a decrease in lease liabilities of S\$0.14 million.

ADDITIONAL DISCLOSURE REQUIREMENTS FOR THE RIGHTS ISSUE UNDER APPENDIX 8A OF THE CATALIST RULES

As at 31 December 2022 compared to as at 31 December 2023

Current assets

The Group's current assets decreased by 21.4% or S\$2.32 million, from S\$10.83 million as at 31 December 2022 to S\$8.51 million as at 31 December 2023. This was mainly due to a decrease in cash and bank balances of S\$2.38 million which were mainly used for the Group's operations and a decrease in other receivables of S\$0.60 million. These were partially offset by an increase in other investment of S\$0.81 million mainly due to reclassification of other investment relating to the Group's holding of SIAMH Shares from non-current assets to current assets.

Current liabilities

The Group's current liabilities decreased by 3.7% or S\$0.19 million, from S\$5.10 million as at 31 December 2022 to S\$4.91 million as at 31 December 2023. This was mainly due to (i) a decrease of S\$0.41 million in contract liabilities recognised as revenue upon the fulfilment of the performance obligations in relation to the advances received from the Group's customers, (ii) a decrease in borrowings of S\$0.23 million due to the repayment of bank loans, (iii) a decrease in income tax payable of S\$0.14 million, and (iv) a decrease in other payables of S\$0.02 million mainly due to decrease in accrued expenses. These were partially offset by an increase in lease liabilities of S\$0.31 million and increase in trade payables of S\$0.30 million.

As at 31 December 2023 compared to as at 30 September 2024

Current assets

The Group's current assets decreased by 47.2% or S\$4.01 million, from S\$8.51 million as at 31 December 2023 to S\$4.50 million as at 30 September 2024. This was mainly due to (i) a decrease in cash and bank balances of S\$3.08 million which were mainly used for the Group's operating and financing activities in 9M2024, (ii) a decrease in other receivables of S\$0.72 million due to collection received during the period, and (iii) disposal of other investments at FVOCI of S\$0.81 million. The reduction in current assets was partially offset by an increase in trade receivables of S\$0.43 million as a result of an increase in reimbursement benefits provided by the Philippines' government to the renal care patients from July 2024, reducing the upfront payments made to the Group by these patients and an increase in trade receivables relating to the new healthcare products in Hong Kong.

Current liabilities

The Group's current liabilities increased by 54.7% or S\$2.69 million, from S\$4.91 million as at 31 December 2023 to S\$7.60 million as at 30 September 2024. This was mainly due to (i) the reclassification of S\$3.08 million of Convertible Bonds from non-current liabilities to current liabilities as they are repayable within the next 12 months from 30 September 2024, and (ii) an increase in trade payables due to improved cash management. The increase in current liabilities was partially offset by the repayment of bank borrowings and lease liabilities in 9M2024.

**ADDITIONAL DISCLOSURE REQUIREMENTS FOR THE
RIGHTS ISSUE UNDER APPENDIX 8A OF THE CATALIST RULES**

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.**

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

- (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 is not underwritten.

- (c) A statement by the sponsor and each financial adviser in the form set out in Practice Note 12A of the Catalist Rules.**

No financial adviser has been appointed for the Rights Issue. 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 I – RISK FACTORS

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 and in Paragraph 10 of Part 5 of the section entitled "*Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018*" of this Offer Information Statement which sets out the trends, uncertainties, demands, commitments, events, factors and risks. 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 risks described below are not intended to be exhaustive. In addition to the risks described below, the Group could be affected by risks relating 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. In addition, there may be additional risks not presently known to the Group, or that the Group currently deems immaterial, but which could affect its operations, possibly materially. If any of the following risks and uncertainties develops into actual events, the business, results of operations, financial condition and prospects of the Group could be materially and adversely affected. In that event, the market price of the Shares and/or the Rights Shares could decline, and investors may lose all or part of their investment in the Shares and/or the Rights Shares. 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.

RISKS RELATING TO THE GROUP'S BUSINESS AND INDUSTRY

(A) The Group's performance will be subject to exposure to macro-economic risks

The markets in which the Group operates or invests in could be affected by many factors which are beyond the Group's control. Any of the following factors may cause fluctuations and/or declines in the markets in which the Group operates or invests:

- (1) legal and regulatory changes;
- (2) government policies;
- (3) economic and political conditions;
- (4) concerns about natural disasters, pandemic outbreaks, terrorism and war;
- (5) the level and volatility of liquidity and risk aversion;
- (6) the level and volatility of equity, debt, property, commodity and other financial markets;
- (7) the level and volatility of interest rates and foreign currency exchange rates;
- (8) concerns over inflation; and
- (9) changes in investor confidence levels.

Any of the above mentioned factors could adversely affect the Group's business, operations, financial performance and/or financial position.

APPENDIX I – RISK FACTORS

Unexpected changes in regulatory requirements, difficulties in staffing and managing foreign operations, social and political instability, fluctuations in currency exchange rates, potentially adverse tax consequences, legal uncertainty regarding liability, tariffs and other trade barriers, variable and unexpected changes in local law and barriers to the repatriation of capital or profits, any of which could materially affect the overseas operations of the Group. These risks may affect the Group's business and financial condition. In addition, if the governments in the jurisdictions which the Group is currently operating in or where it intends to operate in tighten or otherwise change their laws and regulations relating to the repatriation of their local currency, it may adversely affect the ability of the Group's overseas operations to repatriate profits to the Group and, accordingly, the cash flow of the Group may be adversely affected.

(B) The Group may be exposed to changing healthcare trends within the industry

The healthcare 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 cost-effectively responding to the 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, technologies, devices, solutions, service categories and products and treatment procedures in a timely 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.

(C) The Group may be subject to various regulations and licensing requirements within the healthcare industry

The healthcare industry is highly regulated. The Group's 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 and record-keeping and quality assurance efforts and will subject the Group and the third parties the Group works with from time to time to potential regulatory inspections. If the courts or regulatory authorities hold the Group to be in violation of any laws or regulations, including conditions in the licences, permits and accreditations required for the Group's operations, the Group may have to pay fines and/or be subject to other penalties, including the revocation of such licences and permits, modify, suspend or discontinue the Group's operations, 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 to apply for new approvals, licences and/or permits and there is no assurance that the Group will be able to obtain these new approvals, licences and/or permits. In the event that the Group is 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 regulatory authorities to cease operations and the business, financial condition and results of operations of the Group may be adversely affected.

APPENDIX I – RISK FACTORS

(D) The Group may be required to comply with applicable health, safety, environmental and other governmental regulations that may be costly

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

- (1) the conduct of the Group's operations;
- (2) additions to facilities and services;
- (3) the adequacy of medical care;
- (4) the quality of medical facilities, equipment and services;
- (5) the purchase of medications and pharmaceutical drugs;
- (6) the noise pollution, discharge of pollutants to air and water and handling and disposal of bio-medical, radioactive and other hazardous waste;
- (7) the confidentiality, maintenance and security issues associated with health-related information and medical records; and
- (8) the screening, stabilisation and transfer of patients who have emergency medical conditions.

The ownership and operation of the Group's business 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, licenses, permits and other approvals, and potential civil liability.

Health, safety and environmental laws and regulations in the countries in which the Group 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 licenses, permits and other approvals will remain material to the healthcare business of the Group ("**Healthcare Business**"). The Group will incur significant capital and operating expenditures to comply with health, safety and environmental laws and to obtain and comply with licenses, 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, licenses, 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 results 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 licences, permits or approvals 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

APPENDIX I – RISK FACTORS

capital expenditures. Any public interest or class action legal proceedings related to such health, safety 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 Group.

(E) Compliance with applicable data protection obligations in relation to medical or personal data may be costly

Laws and regulations in the countries 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 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 of the Group.

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 controls 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, results of operations and financial condition of the Group.

(F) The Group may need to obtain further financing for the Group's future growth

The Group will have to fund the investment costs for capital expenditure and operating costs required for its operations. The Group may also require additional funding for its growth plans. In the event that the costs of implementing its growth plans exceed its funding estimates significantly or that the Group comes across opportunities to grow through expansion plans which cannot be predicted at this juncture, and the funds generated from the Group's operations prove insufficient for such purposes, the Group may need to raise additional funds to meet these funding requirements. The Group will consider obtaining such funding from new issuance of equity, debt instruments and/or external bank borrowings, as appropriate.

In addition, the Group may need to obtain additional equity or debt financing for other business opportunities that the Group deems favourable to its future growth and prospects. Funding through the new issuance of equity will lead to a dilution in the interests of its Shareholders. An increase in debt financing may be accompanied by conditions that restrict the Group's ability to pay dividends or require the Group to seek lenders' consent for payment of dividends or restrict the Group's freedom to operate its business by requiring lenders' consent for certain corporate actions.

APPENDIX I – RISK FACTORS

There is no assurance that the Group will be able to obtain additional financing on terms that are favourable and acceptable to the Group, or at all. If the Group is not able to secure adequate financing on a timely basis or at all, there may be a material adverse impact on the Group's business, financial condition, results of operations and prospects.

(G) Domestic, regional or global economic changes may adversely affect the Group's business

Adverse changes in the global financial markets may give rise to difficult conditions in the global credit and capital markets, such as reduced liquidity, greater volatility, widening of credit spreads, lack of price transparency in credit markets, a reduction in available financing, government intervention and lack of market confidence. These factors, combined with declining business and consumer confidence, may result in global economic uncertainties.

(H) The Group is subject to exchange controls

The ability of the Group's overseas Subsidiaries to pay dividends, repatriate profits or make other distributions to the Company will be subject to the exchange control laws and regulations in the respective jurisdictions which they operate in. There is no assurance that the relevant laws and regulations will not be amended to the Group's disadvantage and that the ability of these overseas Subsidiaries to distribute dividends, repatriate profits or make other distributions to the Company will not be materially and adversely affected.

(I) The Company is exposed to the credit risks of its customers

The Company's financial position and results of operations are dependent, to a certain extent, on the creditworthiness of its customers. If there are any unforeseen circumstances affecting its customers' ability or willingness to pay the Company, such as a decline in their business or a general economic downturn, the Company may experience payment delays or non-payment.

(J) The Company's business may be affected by adverse conditions in the global financial markets which may affect the Company's growth prospects and financial performance

The Company's business, financial position, results of operations and prospects may be materially affected by conditions in the financial markets and the economy in Singapore and elsewhere. Adverse political and socio-economic changes may have an impact on the health of the global economic and financial system and may affect global consumer sentiments. Such sentiments have precipitated an economic slowdown and recessionary pressures globally. In Singapore, concerns over, *inter alia*, increased unemployment, inflation, geopolitical issues and the availability and cost of credit have contributed to a reduction in liquidity levels, a general decline in lending activity by financial institutions, diminished expectations for the global economy and the markets in the near term, and declining business and consumer confidence. A global economic downturn can adversely affect the Company's revenue as the shipping industry is heavily reliant on global trade flows whereas the cruise industry could face a decline in travel volumes from holiday travellers in such situation. It could also affect the Company's ability to obtain short-term and long-term financing from the banks and financial institutions. Further, it could also result in an increase in the cost of the Company's credit facilities and a reduction in the amount of credit facilities currently available to the Company, and this may have an adverse effect on the Company's prospects, business, operations and financial results.

APPENDIX I – RISK FACTORS

(K) The Group may incur foreign exchange losses as a result of fluctuations in foreign exchange rates

The revenue from the Group's business may be generated from overseas markets and in foreign currencies. To the extent that the Group's revenue, purchases and operating costs are not matched in the same currency and to the extent there are timing differences between invoicing and collection of payment, as the case may be, the Group may be exposed to any unfavourable fluctuations of such currencies of the jurisdictions in which the Group will be engaging in to conduct its business, and the Group's operating results may be materially or adversely affected.

(L) The Group's success depends upon its management team and other key personnel, the loss of any of whom could disrupt its business operations

The Group believes that its future success is dependent upon the continued service of its senior management team who have valuable and long-standing experience in the business in which the Group operates and an important depth of understanding of the demands, technicalities and intricacies of the Group's business and its customers' needs. While the Group believes it offers competitive terms of employment, there can be no assurance that the Group will retain its key management personnel or that the Group will be able to attract, train or retain qualified personnel in the future. The loss of key management personnel (particularly to one of the Group's competitors) may adversely affect the implementation of the Group's business strategies, which could have a material adverse effect on the Group's business, financial condition, results of operations and/or prospects.

(M) The Group may be exposed to risks associated with acquisitions, joint ventures, and/or strategic alliances

Depending on available opportunities, feasibility and market conditions, the Group may consider acquisitions, joint ventures, and/or strategic alliances with third parties in overseas markets that the Group may intend to focus on. There is no assurance that such acquisitions, joint ventures, strategic alliances and/or the joint management of such enterprises will be successful. Participation in joint ventures, strategic alliances, acquisitions and/or other investment opportunities involves numerous risks, including the possible diversion of the management's attention and loss of capital or other investments deployed in such ventures, alliances, acquisitions and/or opportunities.

(N) The Group's businesses are subject to competition risks

The success of the Group will depend to a large extent on the Group's ability to establish itself in the respective industries it operates in and build its clientele on an economically viable scale in line with the Group's business objectives. The Group will have to compete with other existing businesses in the respective industries, some of which may be larger, more established, better capitalised, offer a wider and more diverse range of services, have access to greater human resources and be able to offer the same services for a more competitive price. There can be no assurance that the Group's plan to penetrate these markets will be commercially successful. If the Group fails to compete effectively in this environment, the Group may lose clients and/or investee companies. The Group will need to increase its expenditure on marketing activities to develop market awareness and relationships with potential clients and/or investee companies. If such expenditure does not result in a corresponding increase in revenue, this may have an adverse impact on the Group's growth prospects and financial performance.

APPENDIX I – RISK FACTORS

(O) The Group may be subject to exposure to litigation

The Group may be involved from time to time in disputes with other third parties. The Group may be subject to claims arising from disputes over the interpretation or enforceability of any contracts or agreements entered into with other third parties. These disputes may lead to legal and other regulatory proceedings and may cause the Group to suffer additional costs and delays.

(P) The Group may be adversely affected by COVID-19 or the spread of diseases or an outbreak of any contagious or virulent diseases and pandemics or epidemics

The outbreak of communicable or virulent diseases and pandemics or epidemics such as SARS (severe acute respiratory syndrome), H1N1 (swine) flu, avian flu (including the H5N1 and H7N9 strains), Ebola and most recently, the outbreak of a novel strain of coronavirus, COVID-19, may materially and adversely affect the Group's supply from suppliers and contract manufacturers and/or the Group's operations. In addition, any such occurrence could result in sporadic or prolonged market and/or supply disruptions, an economic downturn or recession, volatilities in domestic and/or international financial markets and may materially and adversely affect the markets in which the Group operate or have a presence in. The occurrence or developments of any of these events may materially and adversely affect the Group's business, prospects, financial condition and results of operations.

RISK RELATING TO THE SECURITIES OF THE COMPANY

(Q) Investments in shares quoted on Catalist involve a higher degree of risk and can be less liquid than shares quoted on the Mainboard of the SGX-ST

Catalist is 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 listed on the Mainboard of the SGX-ST. An investment in shares quoted on Catalist may carry a higher risk than an investment in shares quoted on the Mainboard of the SGX-ST and the future success and liquidity in the market of the Shares cannot be guaranteed.

(R) Shareholders who do not or are not able to accept their provisional allotment of Rights Shares will experience a dilution in their ownership of the Company

In the event that Entitled Shareholders do not or are not able to accept their provisional allotment of Rights Shares in full, their proportionate ownership of the Company will be reduced and such Shareholders will have their shareholdings in the Company diluted after completion of the Rights Issue due to the issuance of new Shares. They may also experience a dilution in the value of their Shares.

Even if an Entitled Shareholder sells his provisional allotment of Rights Shares, or such provisional allotment of Rights Shares are sold on his behalf, the consideration he receives may not be sufficient to compensate him fully for the dilution of his ownership of the Company as a result of the Rights Issue.

(S) Negative publicity may adversely affect the price of the Shares

Any negative publicity or announcement, whether justifiable or not, relating to the Group or any of its associates or existing or future joint venture partners may adversely affect the price of the Shares. Such negative publicity or announcement may include involvement in insolvency proceedings, litigation suits and failed attempts in joint ventures or take-overs.

APPENDIX I – RISK FACTORS

(T) The price of the Shares may be volatile, which could result in substantial losses for investors subscribing for the Rights Shares

There is no assurance that the market price for 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 in recent years and market prices of shares may continue to be volatile. Volatility in the price of the Shares may be caused by factors outside its control and may be unrelated or disproportionate to the Group's operating results.

Examples of such factors include, *inter alia*, (i) corporate actions such as fundraising exercises, significant acquisitions, strategic alliances or joint ventures, disposals and business diversification; (ii) variation(s) of its operating results or changes in our financial position; (iii) success or failure of the Company in implementing business and growth strategies; (iv) changes in securities analysts' perceptions or estimates of the Group's financial performance; (v) changes in the share prices of companies with similar business to the Group that are listed in Singapore or elsewhere; (vi) changes in conditions affecting the industries in which we operate in; (vii) additions or departures of key personnel; (viii) fluctuations in stock market prices and volume; (ix) involvement in litigation or negative publicity involving the Group or any Director or key personnel of the Group; (x) general economic, political and regulatory environment in the markets that the Group operates in; (xi) changes in accounting policies; and (xii) other events of factors described in this Offer Information Statement.

For these reasons, among others, the Shares may trade at prices that are higher or lower than the NAV per Share. In addition, 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.

(U) There is no assurance that an active market for the Shares will develop after the Rights Issue

Active and liquid trading for securities generally result 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, *inter alia*, the size of the free float, the price of each board lot, institutional interests, and 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 may not change or decline after the Rights Issue.

APPENDIX I – RISK FACTORS

Shareholders should note that the Shares trade in board lots of 100 Shares. Following the Rights Issue, Shareholders who hold odd lots of the Rights Shares and who wish to trade in odd lots on Catalist should note that there is no assurance that they will be able to acquire such number of Rights Shares to make up one board lot of 100 Rights Shares or to dispose of their odd lots (whether in part or whole) on Catalist. Further, Entitled Shareholders who hold odd lots of less than 100 Rights Shares may experience difficulty and/or have to bear disproportionate transaction costs in disposing of odd lots of their Rights Shares.

(V) An active market may not develop for the “nil-paid” rights entitlements during the provisional allotment period prescribed by the SGX-ST

There is no assurance that an active trading market for the “nil-paid” rights on Catalist will develop during the trading period. 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, Shareholders in certain jurisdictions are not allowed to participate in the Rights Issue. The “nil-paid” rights which would otherwise be provisionally allotted to Foreign Shareholders, may be sold by the Company, which could affect the trading price of the “nil-paid” rights.

Investors may experience future dilution in the value of their Shares.

The Group may need to raise additional funds in the future to finance the repayment of borrowings, expansion of new developments relating to the Group’s existing operations and/or to finance future investments. If additional funds are raised through the issuance by the Company of new Shares other than on a *pro rata* basis to existing Shareholders, the percentage ownership of existing Shareholders may be reduced and existing Shareholders may experience dilution in the value of their Shares.

(W) Any future sales of the Shares by the Group’s Substantial Shareholders and/or Directors could adversely affect its Share price

Any future sale of Shares by the Substantial Shareholders and/or Directors in the public market can have a downward pressure on the price of the Shares. The sale of a significant amount of such Shares in the public market, or the perception that such sales may occur, could materially and adversely affect the market price of the Shares. These factors could also affect the Group’s ability to issue additional equity securities in the future.

APPENDIX II – 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 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, save as provided in paragraph 5.7 of this Appendix II. 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 his provisional allotment of Rights Securities specified in the ARE, in full or in part, and (if applicable) apply for Excess Rights Securities, he 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 HIS/THEIR BANK ACCOUNT(S) WITH THE RELEVANT PARTICIPATING BANK** (if he/they accept and (if applicable) apply through an ATM of a 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 HIS/THEIR DESIGNATED BANK ACCOUNT FOR SINGAPORE DOLLARS VIA CDP’S DIRECT CREDITING SERVICE**, as the case may be, (in each case) **AT HIS/THEIR OWN RISK**; in the event he/they 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 HIS/THEIR OWN RISK** or in such other manner as he/they may have agreed with CDP for the payment of any cash distributions without interest or any share of revenue or other benefit arising therefrom

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

(if he/they accept and (if applicable) apply 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 HIS PROVISIONAL ALLOTMENT OF RIGHTS SECURITIES SPECIFIED IN HIS ARE AND (IF APPLICABLE) APPLY FOR EXCESS RIGHTS SECURITIES EITHER THROUGH CDP AND/OR BY WAY OF AN ELECTRONIC APPLICATION THROUGH AN ATM OF A PARTICIPATING BANK OR ACCEPTED ELECTRONIC SERVICE. WHERE AN ENTITLED DEPOSITOR IS A DEPOSITORY AGENT, IT MAY MAKE ITS 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.

The Company and CDP shall be entitled to process each application submitted for the acceptance of the provisional allotment of Rights Securities, and where applicable, application for Excess Rights Securities in relation to the Rights Issue and the payment received in relation thereto, pursuant to such application, by an Entitled Shareholder, on its own, without regard to any other application and payment that may be submitted by the same Entitled Shareholder. 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 and (if applicable) application for Excess Rights Securities.

- 1.4 For SRS Members and investors who hold Security 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 a 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 Renounees, 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.

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

- 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 II.
- 1.7 All references to “Rights Securities” and “Excess Rights Securities” on the SGX Investor Portal at the URL: <https://www.investors.sgx.com> shall mean the Rights Shares and Excess Rights Shares (as defined in the ARE or the ARS, as the case may be) respectively. All capitalised terms in the ARE and the ARS which are not otherwise defined in the ARE or the ARS (as the case may be) shall have the same meaning ascribed to them in this Offer Information Statement.

2. MODE OF ACCEPTANCE AND APPLICATION

2.1 Acceptance/Application by way of Electronic Application through an ATM of a 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 respective Participating Banks. Please refer to Appendix IV of this Offer Information Statement for the additional terms and conditions for Electronic Applications through an ATM of a 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 A PARTICIPATING BANK OR THROUGH AN ACCEPTED ELECTRONIC SERVICE, HE WOULD HAVE IRREVOCABLY AUTHORISED THE RELEVANT BANK TO DEDUCT THE FULL AMOUNT PAYABLE FROM HIS BANK ACCOUNT IN RESPECT OF SUCH APPLICATION. IN THE CASE OF AN ENTITLED DEPOSITOR WHO HAS ACCEPTED THE RIGHTS SECURITIES PROVISIONALLY ALLOTTED TO HIM 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 A PARTICIPATING BANK OR AN ACCEPTED ELECTRONIC SERVICE, THE COMPANY AND/OR CDP SHALL BE AUTHORISED AND ENTITLED TO ACCEPT HIS 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, he must:

- (a) complete and sign the ARE. In particular, he must state in Part C(i) of the ARE the total number of Rights Securities provisionally allotted to him which he 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

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

- (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 envelopes provided to **CLEARBRIDGE HEALTH LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147**,

in each case so as to arrive not later than **5:30 P.M. ON 4 DECEMBER 2024** (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 – CLEARBRIDGE 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: (A) 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 1.3 and 5.2 of this Appendix II 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.

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

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

- (a) complete and sign the ARE for the number of Rights Securities provisionally allotted which he 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 his 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 his 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 4 DECEMBER 2024** (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.

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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 Operation 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 Renounee by ordinary post and **AT HIS OWN RISK**, to his Singapore address as maintained in the records of CDP and for the Renounee to accept his 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 Renounee is **5:30 P.M. ON 4 DECEMBER 2024** (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 his 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 his 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 him 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.

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4. ILLUSTRATIVE EXAMPLES (ASSUMPTION: ON THE BASIS OF TWO (2) RIGHTS SECURITIES FOR EVERY ONE (1) EXISTING SHARE AT AN ISSUE PRICE OF S\$0.002 FOR EACH RIGHTS SECURITY)

As an illustration, if an Entitled Depositor has 100,000 Shares standing to the credit of his Securities Account as at the Record Date, the Entitled Depositor will be provisionally allotted 200,000 Rights Securities as set out in his 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

(a) Accept his entire provisional allotment of 200,000 Rights Securities and (if applicable) apply for Excess Rights Securities.

Procedures to be taken

(1) Accept his entire provisional allotment of 200,000 Rights Securities and (if applicable) apply for Excess Rights Securities by way of an Electronic Application through an ATM of a Participating Bank not later than 9:30 p.m. on 4 December 2024 or an Accepted Electronic Service as described herein not later than 5:30 p.m. on 4 December 2024 (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 his provisional allotment of 200,000 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\$400.00 (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 – CLEARBRIDGE 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 his own risk, in the self-addressed envelope provided to **CLEARBRIDGE HEALTH LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147** so as to arrive not later than **5:30 P.M. ON 4 DECEMBER 2024** (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.

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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.

- (b) Accept a portion of his provisional allotment of Rights Securities, for example 50,000 provisionally allotted Rights Securities, not apply for Excess Rights Securities and trade the balance on the SGX-ST.
- (1) Accept his provisional allotment of 50,000 Rights Securities by way of an Electronic Application through an ATM of a Participating Bank not later than 9:30 p.m. on 4 December 2024 or an Accepted Electronic Service as described herein not later than 5:30 p.m. on 4 December 2024 (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 his provisional allotment of 50,000 Rights Securities, and forward the original signed ARE, together with a single remittance for S\$100.00, in the prescribed manner described in alternative (a)(2) above, to CDP, so as to arrive not later than 5:30 p.m. on 4 December 2024 (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 150,000 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.

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- (c) Accept a portion of his provisional allotment of Rights Securities, for example 50,000 provisionally allotted Rights Securities, and reject the balance.
- (1) Accept his provisional allotment of 50,000 Rights Securities by way of an Electronic Application through an ATM of a Participating Bank not later than 9:30 p.m. on 4 December 2024 or an Accepted Electronic Service as described herein not later than 5:30 p.m. on 4 December 2024 (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 his provisional allotment of 50,000 Rights Securities and forward the original signed ARE, together with a single remittance for S\$100.00, in the prescribed manner described in alternative (a)(2) above to CDP so as to arrive not later than 5:30 p.m. on 4 December 2024 (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 150,000 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 a Participating Bank by 9:30 p.m. on 4 December 2024 or if an acceptance is not made through CDP via ARE or an Accepted Electronic Service by 5:30 p.m. on 4 December 2024.

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 4 DECEMBER 2024 (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 A PARTICIPATING BANK; AND**
- (b) **5:30 P.M. ON 4 DECEMBER 2024 (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.**

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

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 a Participating Bank by **9:30 P.M. ON 4 DECEMBER 2024** (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 **9:30 P.M. ON 4 DECEMBER 2024** (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 HIS/THEIR BANK ACCOUNT(S) WITH THE RELEVANT PARTICIPATING BANK** (if he/they accept and (if applicable) apply through an ATM of a Participating Bank or) or electronic service delivery networks (such as SGX Investor Portal) ("**Accepted Electronic Service**") or **BY CREDITING DIRECTLY INTO HIS/THEIR DESIGNATED BANK ACCOUNT FOR SINGAPORE DOLLARS VIA CDP'S DIRECT CREDITING SERVICE**, as the case may be, (in each case) **AT HIS/THEIR OWN RISK**; in the event he/they 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 HIS/THEIR OWN RISK** or in such other manner as he/they 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 he/they accept and (if applicable) apply 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 HE SHOULD TAKE, HE SHOULD CONSULT HIS STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

5.2 Appropriation

Without prejudice to paragraph 1.3 of this Appendix II, an Entitled Depositor should note that:

- (a) by accepting his provisional allotment of Rights Securities and/or applying for Excess Rights Securities, he acknowledges that, in the case where the amount of remittance payable to the Company in respect of his acceptance of the Rights Securities provisionally allotted to him and (if applicable) in respect of his 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

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

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 his acceptance of the Rights Securities provisionally allotted to him; and secondly, (if applicable) towards payment of all amounts payable in respect of his 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, he would have irrevocably authorised the Company and CDP, in applying the amounts payable for his acceptance of the Rights Securities and (if applicable) his 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 him 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 his 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 him.

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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 monies, as the case may be, will be refunded to such Entitled, 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 relevant Participating Bank **AT THEIR OWN RISK** (if they had applied for Excess Rights Securities by way of an Electronic Application through an ATM of a 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 HIS/THEIR DESIGNATED BANK ACCOUNT FOR SINGAPORE DOLLARS VIA CDP'S DIRECT CREDITING SERVICE**, as the case may be, (in each case) **AT HIS/THEIR OWN RISK**; in the event he/they 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 HIS/THEIR OWN RISK** or in such other manner as he/they 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 he/they accept and (if applicable) apply 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 a Participating Bank and payment of the full amount payable for such Rights Securities is effected by **9:30 P.M. ON 4 DECEMBER 2024** or an Accepted Electronic Service and payment of the full amount payable for such Rights Securities is effected by **5:30 P.M. ON 4 DECEMBER 2024** (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 – CLEARBRIDGE 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 **CLEARBRIDGE HEALTH LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147**; or an Accepted Electronic Service by **5:30 P.M. ON 4 DECEMBER 2024** (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

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

- (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 4 DECEMBER 2024** (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 monies 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 HIS/THEIR DESIGNATED BANK ACCOUNT FOR SINGAPORE DOLLARS VIA CDP'S DIRECT CREDITING SERVICE**, as the case may be, (in each case) **AT HIS/THEIR OWN RISK**; in the event he/they 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 HIS/THEIR OWN RISK** or in such other manner as he/they 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 he/they accept and (if applicable) apply 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.

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It is your responsibility to ensure that the ARE and/or the 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 the 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 the 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 will 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**.

6. **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 his personal data by the Participating Banks, the Share Registrar, the Securities Clearing and Computer Services (Pte) Limited, CDP, the SGX-ST, the Sponsor and the Company ("**Relevant Persons**") for the purpose of facilitating his application for the Rights Securities, and in order for the Relevant Persons to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); (ii) warrants that where he discloses the personal data of another person, such disclosure is in compliance with applicable law; and (iii) agrees that he will indemnify the Relevant Persons in respect of any penalties, liabilities, claims, demands, losses and damages as a result of his breach of warranty.

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

7. PROCEDURE TO COMPLETE THE ARE/ARS

7.1 Know your holdings and entitlement

A. KNOW YOUR HOLDINGS & ENTITLEMENT

Number of Shares currently held by you

XX.XXX

This is your shareholdings as at Record Date.

Shares as at 5.00 p.m. on 15 November 2024

This is the date to determine your rights entitlements.

Number of Rights Shares provisionally allotted

XX.XXX

This is your number of rights entitlement.

Issue Price

\$S\$0.002 per Rights Security

This is the price that you need to pay when you subscribe for one Rights Security.

7.2 Select your application options

B. SELECT YOUR APPLICATION OPTIONS

1. Online via SGX Investor Portal

Access event via Corporate Action Forms Submission on investors.sgx.com or log into your Portfolio on investor.sgx.com to submit your application via electronic application form. Make payment using PayNow by **5:30 P.M. ON 4 DECEMBER 2024**. You do not need to return this form.

This is the last date and time to subscribe for the Rights Securities through ATM and CDP.

2. ATM

Follow the procedures set out on the ATM screen of a Participating Bank. Submit your application by **9:30 P.M. ON 4 DECEMBER 2024**

You can apply your rights shares through ATMs of these participating banks.

Participating Bank is DBS Bank Ltd. (including POSB) and Oversea-Chinese Banking Corporation Limited.

3. Form

Complete section C below and submit this form by **5:30 P.M. ON 4 DECEMBER 2024**, together with BANKER'S DRAFT/CASHIER'S ORDER payable to "**CDP – CLEARBRIDGE RIGHTS ISSUE ACCOUNT**". Write your name and securities account number on the back of the Banker's Draft/Cashier's Order.

This is the payee name to be issued on your Cashier's Order or Banker's Draft where CLEARBRIDGE 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, the list of Participating Banks and payee name on the Banker's Draft or Cashier's Order.

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7.3 Application via SGX Investor Portal



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 mobile or visit Investor Portal at investors.sgx.com

Step 2 Select the event or log in to your Portfolio

Step 3 Enter the number of rights and confirm payment amount

Step 4 Scan QR code using your bank mobile app and submit application along with payment

7.4 Application via Form

Declaration

C. DECLARATION

Please read the instructions overleaf and fill in the blanks below accordingly.

i. Total Number of Rights Shares Applied: (Provisionally Allotted+Excess Rights Shares)

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ii. Cashier's Order/Banker's Draft Details: (Input last 6 digits of CO/BD)

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Signature of Shareholder(s)

Date

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.

Fill in the 6 digits of the CO/BD number (eg. 001764) within the boxes.

Sign within the box.

Notes:

- (1) If the total number of Rights Securities applied exceeds the provisional allotted holdings in your CDP Securities Account as at Closing Date, the remaining application will be put under excess and subject to the excess allocation basis.
- (2) The total number of Rights Securities applied will be based on the cash amount stated in your Banker's Draft/Cashier's Order. The total number of Rights Securities will be appropriated accordingly if the applied quantity exceeds this amount.
- (3) Please note to submit one Banker's Draft/Cashier's Order per application form.

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

7.5 Sample of a Cashier's Order

CASHIER'S ORDER

DATE DD / MM / YY

PAY CDP - RIGHTS ISSUE ACCOUNT

OR ORDER

SINGAPORE DOLLARS ****SEVEN THOUSAND SIX HUNDRED ONLY****

BANK REF. : 0105085000052 S1

VALID FOR SIX MONTHS ONLY FROM DATE OF ISSUE

⑆⑆⑆ 00 6764 ⑆⑆ 7 1 7 1 ⑆⑆ 105⑆ 105099999 7⑆⑆

**APPENDIX III – PROCEDURES FOR ACCEPTANCE, SPLITTING,
RENUNCIATION, EXCESS APPLICATION AND
PAYMENT BY ENTITLED SCRIPHOLDERS**

1. INTRODUCTION

- 1.1 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.
- 1.2 Entitled Scripholders are entitled to receive this Offer Information Statement together with the following documents which are enclosed herewith, and 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 (with Consolidated Listing Form)	Form D
Application of Excess Rights Shares	Form E

- 1.3 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 and the enclosed PAL and (if applicable) the Constitution of the Company. 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.
- 1.4 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 and/or any other application form for the Rights Shares in relation to the Rights Issue or with the terms and conditions of this Offer Information Statement, or in the case of any application by the PAL, the ARE and the ARS, and/or any other application form for the Rights Issue which is illegible, incomplete, incorrectly completed or which is accompanied by an improperly or insufficiently drawn remittance, the Company may, at its absolute discretion, reject or treat as invalid any such acceptance, application and present for payment or other processes all remittances at any time after receipt in such manner as it may deem fit.
- 1.5 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 Renounee, on its own, without regard to any other application and payment that may be submitted by the same Entitled Scripholder or Renounee. For the avoidance of doubt, insufficient payment for an application may render the application invalid and 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.

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- 1.6 **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.**
- 1.7 Entitled Scripholders who intend to trade any part of their provisional allotments of Rights Shares on Catalist should note that all dealings in and transactions of the provisional allotments of Rights Shares through 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 Catalist.
- 1.8 Unless expressly provided to the contrary in this Offer Information Statement and/or the PAL with respect to enforcement against Entitled Scripholders or their Renounees, 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 therein, 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.

2. FORM OF ACCEPTANCE (FORM A)

2.1 Acceptance

An Entitled Scripholder who wishes to accept his entire provisional allotment of Rights Shares or to accept any part of it and decline the balance would:

- (a) complete and sign the Form A of the PAL for the number of Rights Shares which he wishes to accept; and
- (b) forward the PAL, at his own risk, in its entirety, duly completed and signed, together with payment in the prescribed manner to **CLEARBRIDGE HEALTH LIMITED C/O THE SHARE REGISTRAR, TRICOR BARBINDER SHARE REGISTRATION SERVICES AT 9 RAFFLES PLACE, #26-01 REPUBLIC PLAZA 1, SINGAPORE 048619**, so as to arrive not later than 5:30 p.m. on 4 December 2024 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

2.2 Insufficient payment

If:

- (a) no remittance is attached for 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; or
- (b) 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,

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in each case, the attention of the Entitled Scripholder is drawn to paragraph 2.3 of this Appendix II entitled “Appropriation” which sets out the circumstances and manner in which the Company and the Share Registrar shall be authorised and entitled to determine the number of Rights Shares which the Entitled Scripholder has given instructions to accept.

2.3 Appropriation

An Entitled Scripholder should note that by accepting his provisional allotment of Rights Shares, he acknowledges that, the Company and/or 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 in Singapore currency drawn on a bank in Singapore to be applied towards the payment of his acceptance of Rights Shares.

3. REQUEST FOR SPLITTING (FORM B), RENUNCIATION (FORM C) AND NOMINATION (FORM D)

- 3.1 Entitled Scripholders who wish to accept a portion of their provisional allotment of Rights Shares and renounce the balance of their provisional allotment of Rights Shares, or who wish to renounce all or part of their provisional allotments in favour of more than one (1) person, should first, using Form B, request to have their provisional allotments 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, should be returned to **CLEARBRIDGE HEALTH LIMITED C/O THE SHARE REGISTRAR, TRICOR BARBINDER SHARE REGISTRATION SERVICES AT 9 RAFFLES PLACE, #26-01 REPUBLIC PLAZA 1, SINGAPORE 048619** so as to arrive not later than **5:30 P.M. ON 4 DECEMBER 2024** (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 **5:30 P.M. ON 4 DECEMBER 2024** (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 him or, if relevant, to receive physical share certificate(s) and/or to receive any statement from CDP and/or refund of acceptance or application monies. 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.

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3.2 The Split Letters, representing the number of Rights Shares which Entitled Scripholders intend to renounce, may be renounced by completing and signing Form C before delivery to the Renounee(s). Entitled Scripholders should complete and sign Form A of the Split Letter(s) representing that part of their provisional allotments they intend to accept, if any, and forward the said Split Letter(s) together with payment in the prescribed manner to **CLEARBRIDGE HEALTH LIMITED C/O THE SHARE REGISTRAR, TRICOR BARBINDER SHARE REGISTRATION SERVICES AT 9 RAFFLES PLACE, #26-01 REPUBLIC PLAZA 1, SINGAPORE 048619** so as to arrive not later than **5:30 P.M. ON 4 DECEMBER 2024** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

3.3 Entitled Scripholders who wish to renounce their entire provisional allotment of Rights Shares in favour of one (1) person, or renounce any part of it in favour of one (1) person and decline the balance, should complete Form C for the number of provisional allotment of Rights Shares which they wish to renounce and deliver the PAL in its entirety to the Renounee(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 Renounee to deal with it and (if applicable) to receive Split Letters and to have credited to the Renounee's Securities Account with CDP the Rights Shares renounced to him 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 monies.

3.4 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 his favour by completing and signing Form A and the Consolidated Listing Form in Form D 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.

3.5 A Renounee 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 (1) 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 ("**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.

3.6 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).

The Renounee(s) should complete and sign Form D and send Form D together with the PAL in its entirety, duly completed and signed, together with payment in the prescribed manner, to **CLEARBRIDGE HEALTH LIMITED C/O THE SHARE REGISTRAR, TRICOR BARBINDER SHARE REGISTRATION SERVICES AT 9 RAFFLES PLACE, #26-01 REPUBLIC PLAZA 1, SINGAPORE 048619** so as to arrive not later than **5:30 P.M. ON 4 DECEMBER 2024** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

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4. PAYMENT

- 4.1 Payment for 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 "**CLEARBRIDGE HEALTH 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 Cashier's Order or Banker's Draft. The completed and signed PAL and remittance should be addressed to and forwarded at the sender's own risk to **CLEARBRIDGE HEALTH LIMITED C/O THE SHARE REGISTRAR, TRICOR BARBINDER SHARE REGISTRATION SERVICES AT 9 RAFFLES PLACE, #26-01 REPUBLIC PLAZA 1, SINGAPORE 048619** by **5:30 P.M. ON 4 DECEMBER 2024** (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.**
- 4.2 If acceptance and (if applicable) excess application and payment in the prescribed manner as set out in this Offer Information Statement and the PAL is not received by **5:30 P.M. ON 4 DECEMBER 2024** (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 Shares shall be deemed to have been declined and shall forthwith lapse and become void and cease to be capable of acceptance and such provisional allotment of Rights Shares 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 subject to applicable laws and the Catalist Rules. The Company will return or refund all unsuccessful application monies 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 any share of revenue or other benefit arising therefrom within fourteen (14) days after the Closing Date.

5. APPLICATIONS FOR EXCESS RIGHTS SHARES (FORM E)

- 5.1 Form E contains full instructions with regard to Excess Rights Shares application, acceptable forms of payment and the procedures to be followed if the Entitled Scripholders wish to apply for Rights Shares in excess of his provisional allotment of Rights Shares. 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, signing the Form B of the PAL and forwarding it with a **SEPARATE SINGLE REMITTANCE** for the full amount payable in respect of the Excess Rights Shares applied for in the form and manner set out above to **CLEARBRIDGE HEALTH LIMITED C/O THE SHARE REGISTRAR, TRICOR BARBINDER SHARE REGISTRATION SERVICES AT 9 RAFFLES PLACE, #26-01 REPUBLIC PLAZA 1, SINGAPORE 048619** so as to arrive not later than **5:30 P.M. ON 4 DECEMBER 2024** (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.**

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- 5.2 Applications for Excess Rights Shares are subject to the terms and conditions contained in the PAL, Form E, this Offer Information Statement and (if applicable) the Constitution of the Company. 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 Scripholders, the original allottee(s) or their respective Renouncee(s), or the Purchaser(s) of the provisional allotment of Rights Shares, the unsold "nil-paid" provisional allotments (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, the PAL, Form E and (if applicable) the Constitution of the Company.
- 5.3 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 Shareholders for 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) will rank last in priority for the rounding of odd lots and allotment of Excess Rights Shares. 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 reject or refuse, in whole or in part, any application for Excess Rights Shares without assigning any reason. CDP takes no responsibility for any decision that the Directors may make.
- 5.4 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 monies for Excess Rights Shares received by the Company, as the case may be, will be returned or refunded to them by the Company without interest or any share of revenue or other benefit arising therefrom within fourteen (14) days after the Closing Date by means of a crossed cheque drawn on a bank in Singapore and sent, **BY ORDINARY POST** to their mailing addresses in Singapore as maintained with the Share Registrar **AT THEIR OWN RISK**.

6. GENERAL

- 6.1 No acknowledgements or receipts will be issued in respect of any acceptances, remittances or applications.
- 6.2 **Entitled Scripholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**
- 6.3 Upon listing and quotation on Catalist, the Rights Shares, when 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 SGX-ST and/or CDP shall be made in accordance with CDP's "*Terms and Conditions for Operation of Securities Accounts with CDP*" and "*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.

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- 6.4 To facilitate scripless trading, Entitled Scripholders and their Renounees 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 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 Renounees who wish to accept and/or 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 Renounees 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 not be valid for delivery pursuant to trades done on Catalist under the book-entry (scripless) settlement system, although they will continue to be prima facie evidence of legal title. These physical share certificates will be sent **BY ORDINARY POST** to person(s) entitled thereto to their mailing addresses in Singapore as recorded with **CDP AT HIS/THEIR OWN RISK**.
- 6.5 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 and other correspondences will be sent to their addresses last registered with CDP.
- 6.6 A holder of physical share certificate(s), or an Entitled Scripholder who has not deposited his share certificate(s) with CDP but who wishes to trade on Catalist, must deposit with CDP his existing share certificate(s), together with the duly executed instrument(s) of transfer in favour of CDP, and have his Securities Account credited with the number of Rights Shares and/or existing Shares, as the case may be, before he can effect the desired trade.
- 6.7 **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 4 DECEMBER 2024 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY).**

7. PERSONAL DATA PRIVACY

By completing and delivering the PAL, an Entitled Scripholder or a Renounee (i) consents to the collection, use and disclosure of his personal data by the Relevant Persons (as defined in Appendix II) for the Purposes (as defined in Appendix II); (ii) warrants that where he discloses the personal data of another person, such disclosure is in compliance with applicable law; and (iii) agrees that he will indemnify the Relevant Persons in respect of any penalties, liabilities, claims, demands, losses and damages as a result of his breach of warranty.

APPENDIX IV – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH AN ATM OF A PARTICIPATING BANK

The procedures for Electronic Applications through ATMs of the Participating Bank(s) are set out on the ATM screens of the Participating Bank(s) (“**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 through an ATM of a Participating Bank. Any Electronic Application through an ATM of a Participating Bank 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 “**Electronic Applicant**” in the terms and conditions for Electronic Application through an ATM of a Participating Bank and the Steps shall mean the Entitled Depositor or his Renounee or the Purchaser who accepts the provisional allotments of Rights Shares or (as the case may be) who applies for the Excess Rights Shares through an ATM of a Participating Bank. An Electronic Applicant must have an existing bank account with, and be an ATM cardholder of, the Participating Bank before he can make an Electronic Application through an ATM of a Participating Bank.

The actions that the Electronic Applicant must take at ATMs of the Participating Banks(s) are set out on the ATM screens of the Participating Bank. Upon completion of his Electronic Application transaction, the Electronic Applicant will receive an ATM transaction slip (“**Transaction Record**”), confirming the details of his Electronic Application. The Transaction Record is to be retained by the Electronic Applicant and should not be submitted with any ARE or ARS.

For SRS Members and investors who hold Shares through finance companies or Depository Agents, acceptances of their provisional allotments of Rights Shares and (if applicable) applications for Excess Rights Shares must be done through the respective SRS Approved Banks, finance companies or Depository Agents. Such investors are advised to provide their 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 directly through CDP, Electronic Application at any ATM of a Participating Bank or an Accepted Electronic Service, the Share Registrar and/or the Company will be rejected.

For Renounees 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 Renounees 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. Any acceptance of the Rights Shares and (if applicable) application for Excess Rights Shares made directly through CDP, Electronic Application at any ATM of a Participating Bank or an Accepted Electronic Service, the Share Registrar and/or the Company will be rejected.

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An Electronic Applicant, including one who has a joint bank account with the Participating Bank, must ensure that he enters his own Securities Account number when using the ATM card issued to him in his own name. Using his own Securities Account number with an ATM card which is not issued to him in his own name will render his acceptance or (as the case may be) application liable to be rejected.

The Electronic Application through ATMs of the Participating Bank(s) shall be made in accordance with, 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 his Electronic Application through ATMs of the Participating Bank(s) for the Rights Shares, the Electronic Applicant is required to confirm statements to the following effect in the course of activating the ATM for his Electronic Application:
 - (a) that he has received a copy of this Offer Information Statement and has read, understood and agreed to all the terms and conditions of acceptance of and (as the case may be) application for the Rights Shares under the Rights Issue and this Offer Information Statement prior to effecting the Electronic Application through an ATM of a Participating Bank and agrees to be bound by the same; and
 - (b) that he consents to the disclosure of his name, NRIC/passport number, address, nationality, Securities Account number and application details (“**Relevant Particulars**”) from his account with that Participating Bank to the Share Registrar, CDP, Securities Clearing and Company Services (Pte) Limited, the SGX-ST, the Sponsor, the Company and any other relevant parties (“**Relevant Parties**”) as CDP may deem fit for the purpose of the Rights Issue and his acceptance and/or (if applicable) excess application.

His acceptance of the provisional allotments of Rights Shares and (if applicable) application for Excess Rights Shares will not be successfully completed and cannot be recorded as a completed transaction in the ATM unless he presses the “**Enter**” or “**OK**” or “**Confirm**” or “**Yes**” key, as the case may be. By doing so, the Electronic Applicant shall be treated as signifying his confirmation of each of the two (2) statements above. In respect of statement 1(b) above, his confirmation, by pressing the “**Enter**” or “**OK**” or “**Confirm**” or “**Yes**” key, as the case may be, shall signify and shall be treated as his 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 that Participating Bank of the Relevant Particulars to the Relevant Parties.

2. An Electronic Applicant may make an Electronic Application through an ATM of a Participating Bank for the Rights Shares using cash only by authorising the Participating Bank to deduct the full amount payable from his account with such Participating Bank.
3. The Electronic 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 his 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 Electronic Applicant, the Electronic Applicant agrees to accept the decision as final and binding.

APPENDIX IV – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH AN ATM OF A PARTICIPATING BANK

4. If the Electronic Applicant's Electronic Application through an ATM of a Participating Bank is successful, his confirmation (by his action of pressing the "Enter" or "OK" or "Confirm" or "Yes" key, as the case may be, on the ATM screen) of the number of Rights Shares accepted and/or Excess Rights Shares applied for shall signify and shall be treated as his acceptance of the number of Rights Shares accepted and/or Excess Rights Shares applied that may be allotted to him.
5. In the event that the Electronic Applicant accepts the Rights Shares and (if applicable) instructions to apply for Excess Rights Shares together with payment thereof by way of the ARE and/or the ARS (as the case may be), whether directly to CDP and/or by way of acceptance through Electronic Application through an ATM of a Participating Bank, the Company and/or CDP shall be authorised and entitled to accept the Electronic 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 Electronic Applicant has validly given instructions to accept, the Electronic Applicant shall be deemed to have irrevocably given instructions to accept the lesser of the aggregate number of provisionally allotted Rights Shares which have been accepted by the Electronic Applicant by way of the ARE and/or the ARS (as the case may be) and by Electronic Application through an ATM of a Participating Bank, and the number of Rights Shares represented by the provisional allotment of the Rights Shares standing to the credit of the "Free Balance" of his Securities Account which is available for acceptance and payment as at the Closing Date. The Company and/or CDP, in determining the number of Rights Shares for which the Electronic 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 the ARS or by way of acceptance by Electronic Application through an ATM of a Participating Bank, which the Electronic Applicant has authorised or is deemed to have authorised to be applied towards the payment in respect of his acceptance.
6. If applicable, in the event that the Electronic Applicant applies for Excess Rights Shares both by way of ARE and by way of an application through Electronic Application through an ATM of a Participating Bank, the Company and/or CDP shall be authorised and entitled to accept the Electronic 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 Electronic Applicant has validly given instructions to apply for, the Electronic 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 he has applied by way of the ARE, whether directly to CDP and/or by Electronic Application through an ATM of a Participating Bank. The Company and/or CDP, in determining the number of Excess Rights Shares which the Electronic 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 a Participating Bank, which the Electronic Applicant has authorised or is deemed to have authorised to be applied towards the payment in respect of his application.

APPENDIX IV – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH AN ATM OF A PARTICIPATING BANK

7. The Electronic 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 Electronic Applicant in the name of CDP for deposit into his Securities Account;
 - (b) return or refund (without interest or any share of revenue or other benefit arising therefrom) the acceptance/application monies, should his Electronic Application through an ATM of a Participating Bank 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 Electronic Applicant's bank account with his 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 monies, should his Electronic Application through an ATM of a Participating Bank for Excess Rights Shares be accepted in part only, by automatically crediting the Electronic Applicant's bank account with his 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 THROUGH AN ATM OF A PARTICIPATING BANK, THE ELECTRONIC APPLICANT CONFIRMS THAT HE IS NOT ACCEPTING/APPLYING FOR THE RIGHTS SHARES AS NOMINEE OF ANY OTHER PERSON.**
9. The Electronic Applicant irrevocably agrees and acknowledges that the submission of his Electronic Application through an ATM of a Participating Bank 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 Share Registrar and/or the Participating Bank) and any other events whatsoever beyond the control of the Company, CDP, the Share Registrar and/or the Participating Bank and if, in any such event, the Company, CDP, the Share Registrar and/or the Participating Bank do not record or receive the Electronic Applicant's Electronic Application through an ATM of a Participating Bank **by 9:30 P.M. ON 4 DECEMBER 2024**, 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 Electronic Applicant shall be deemed not to have made an Electronic Application through an ATM of a Participating Bank and the Electronic Applicant shall have no claim whatsoever against the Company, CDP, the Share Registrar and/or the Participating Bank in respect of any purported acceptance thereof and (if applicable) excess applications therefor, or for any compensation, loss or damages in connection therewith or in relation thereto.
10. **ELECTRONIC APPLICATIONS MAY ONLY BE MADE THROUGH AN ATM OF A PARTICIPATING BANK FROM MONDAY TO SATURDAYS (EXCLUDING PUBLIC HOLIDAYS) BETWEEN 7:00 A.M. AND 9:30 P.M.**
11. Electronic Applications through an ATM of a Participating Bank shall close at **9:30 P.M. ON 4 DECEMBER 2024** or such other time as the Directors may, in their absolute discretion, decide (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

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12. All particulars of the Electronic Applicant in the records of his Participating Bank at the time he makes his Electronic Application through an ATM of a Participating Bank 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 Electronic Applicant after the time of the making of his Electronic Application through an ATM of a Participating Bank, the Electronic Applicant shall promptly notify his Participating Bank.
13. The Electronic Applicant must have sufficient funds in his bank account(s) with his Participating Bank at the time he makes his Electronic Application through an ATM of a Participating Bank, failing which his Electronic Application through an ATM of a Participating Bank will not be completed. Any Electronic Application made through the ATMs of the Participating Bank(s) that does not strictly conform to the instructions set out on the ATM screens of the Participating Banks will be rejected.
14. Where an Electronic Application through an ATM of a Participating Bank is not accepted, it is expected that the full amount of the acceptance/application monies will be refunded in Singapore currency (without interest or any share of revenue or other benefit arising there from) to the Electronic Applicant by being automatically credited to the Electronic Applicant's account with the Participating Bank within three (3) Business Days after the commencement of trading of the Rights Shares. An Electronic Application through an ATM of a Participating Bank may also be accepted in part, in which case the balance amount of acceptance/application monies 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(s) and agreeing to close the Rights Issue at **9:30 P.M. ON 4 DECEMBER 2024** (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 by making and completing an Electronic Application through an ATM of a Participating Bank, the Electronic Applicant agrees that:
 - (a) his Electronic Application is irrevocable (whether or not, to the extent permitted by law, any supplementary or replacement document is lodged with the SGX-ST, acting as agent on behalf of the Authority);
 - (b) his Electronic Application, the acceptance by the Company and the contract resulting there from shall be governed by and construed in accordance with the laws of Singapore and he irrevocably submits to the exclusive jurisdiction of the Singapore courts;
 - (c) his Electronic Application, the acceptance by the Company and the contract resulting there from shall be governed by and construed in accordance with the laws of Singapore and he irrevocably submits to the exclusive jurisdiction of the Singapore courts;
 - (d) he will not be entitled to exercise any remedy of rescission or misrepresentation at any time after acceptance of the provisionally allotted Rights Shares or and (if applicable) application for Excess Rights Shares;
 - (e) in respect of the Rights Shares and/or Excess Rights Shares for which his Electronic Application has been successfully completed and not rejected, acceptance of the Electronic 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; and

APPENDIX IV – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH AN ATM OF A PARTICIPATING BANK

- (f) unless expressly provided to the contrary in this Offer Information Statement or the Electronic Application with respect to enforcement against the Electronic Applicant, a person who is not a party to any contract made pursuant to this Offer Information Statement and/or the Electronic Application 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 therein, 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 liability) or terminate such contracts. Where the third parties are conferred rights under such contracts, those rights are not assignable or transferable.
16. The Electronic Applicant should ensure that his personal particulars as recorded by both CDP and the Participating Bank are correct and identical. Otherwise, his Electronic Application through an ATM of a Participating Bank may be liable to be rejected. The Electronic Applicant should promptly inform CDP of any change in his address, failing which the notification letter on successful allotment and/or other correspondence will be sent to his address last registered with CDP.
17. The existence of a trust will not be recognised. Any Electronic Application through an ATM of a Participating Bank by an Applicant must be made in his own name and without qualification. The Company will reject any application by any person acting as nominee.
18. In the event that the Electronic 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 or ARS and/or by way of Electronic Application through the ATMs of the Participating Bank(s), 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 surplus acceptance and (if applicable) application monies, as the case may be, will be returned or refunded without interest or any share of revenue or other benefit arising there from 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 he may have agreed with CDP for the payment of any cash distributions if he accepts and (if applicable) applies through CDP; and/or
- (b) by crediting the Electronic Applicant's bank account with the Participating Bank **AT HIS OWN RISK** if he accepts and (if applicable) applies through an ATM of that Participating Bank, the receipt by such bank being a good discharge to the Company's and CDP's of their obligations, if any, thereunder.
19. The Electronic Applicant acknowledges that, in determining the total number of Rights Shares represented by the provisional allotment of Rights Shares which he can validly accept, the Company and CDP are entitled and the Electronic Applicant authorises the Company and CDP to take into consideration:
- (a) the total number of Rights Shares represented by the provisional allotment of Rights Shares that the Electronic Applicant has validly accepted, whether under the ARE and/or ARS or any other form of application (including Electronic Application through an ATM of a Participating Bank) for the Rights Shares;

APPENDIX IV – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH AN ATM OF A PARTICIPATING BANK

- (b) the total number of Rights Shares represented by the provisional allotment of Rights Shares standing to the credit of the “Free Balance” of the Electronic Applicant’s Securities Account which is available for acceptance; and
- (c) the total number of Rights Shares represented by the provisional allotment of Rights Shares which has been disposed of by the Electronic Applicant.

The Electronic Applicant acknowledges that the Company’s and CDP’s determination shall be conclusive and binding on him.

- 20. The Electronic 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 Rights Shares accepted by the Electronic Applicant and (if applicable) the Excess Rights Shares which the Electronic Applicant has applied for.
- 21. With regard to any application 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 Electronic 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 application or present for payment 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 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 Shareholder, on its own, without regard to any other application and payment that may be submitted by the same Entitled Shareholder. For the avoidance of doubt, insufficient payment for an application may render the application invalid and evidence of payment (or overpayment) in other applications shall not constitute, or be construed as, an affirmation of such invalid application and (if applicable) application for Excess Rights Shares.

APPENDIX V – LIST OF PARTICIPATING BANKS

PARTICIPATING BANK(S) FOR ELECTRONIC APPLICATIONS THROUGH AN ATM:

1. DBS Bank Ltd. (including POSB)
2. Oversea-Chinese Banking Corporation Limited

DIRECTORS' RESPONSIBILITY STATEMENT

OFFER INFORMATION STATEMENT

DATED 19 NOVEMBER 2024

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
CLEARBRIDGE HEALTH LIMITED

CHEN JOHNSON

(Non-Executive Non-Independent Chairman)

YEE PINH JEREMY

(Executive Director and
Chief Executive Officer)

ANDREW JOHN LORD

(Lead Independent Director)

MARK BENEDICT RYAN

(Independent Director)

MAH HOW SOON (MA HAOSHUN)

(Independent Director)