

**OUE HEALTHCARE LIMITED**  
(Incorporated in the Republic of Singapore)  
(Registration No. 201304341E)

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**CESSATION OF SHAREHOLDING BY BROWNY HEALTHCARE PTE. LTD.**

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**1. INTRODUCTION**

The Board of Directors (the "**Board**") of OUE Healthcare Limited (the "**Company**") refers to the announcement made by OUE Limited today that its wholly-owned subsidiary, Treasure International Holdings Pte. Ltd. ("**TIHPL**"), has entered into a share purchase agreement (the "**SPA**") with Browny Healthcare Pte. Ltd. ("**BHPL**"), a controlling shareholder holding 19.32% shareholding interest in the Company, for the purchase of all of its 858,412,248 ordinary shares in the capital of the Company subject to the terms of the SPA (the "**Transaction**"). The Transaction is expected to complete ("**Closing**") on 24 December 2025 or such other date as may be agreed between the parties in writing. Following Closing, OUE Limited will hold 3,984,729,000 shares in the Company, representing approximately 89.68% of the Company's total issued share capital, and BHPL will no longer hold any shares in the Company.

Further details on the SPA are set out in the announcement made by OUE Limited today via SGXNet.

**2. TERMINATION OF MEMORANDUM OF UNDERSTANDING AND RESIGNATION OF DIRECTOR**

- 2.1 As a result of the cessation of shareholding by BHPL in the Company, the memorandum of understanding dated 23 March 2021 (as amended, supplemented and modified from time to time) ("**MOU**") with BHPL, in relation to certain investor protection rights for BHPL, will be terminated on Closing.
- 2.2 In accordance with the terms of the SPA, and following termination of the MOU, BHPL will, *inter alia*, procure that its nominated director, Mr. Takeshi Seo, to resign from the Board upon Closing.
- 2.3 The termination of the MOU is not expected to have any material impact on the net tangible assets per share and earnings per share of the Company and its subsidiaries for the current financial year ending 31 December 2025.

The Company will make further announcements and disclosures for compliance with applicable laws and in accordance with the requirements of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited in respect of matters contemplated by this announcement, and as and when there are material developments in respect of the same. Shareholders and potential investors of the Company should exercise caution when trading in the shares of the Company. In the event of any doubt as to the action they should take, shareholders should consult their financial, tax, legal or other professional advisers.

The Board wishes to express its sincere appreciation to BHPL and its parent company, ITOCHU Corporation, for their partnership and contributions to the Company since BHPL's investment in 2018. At the same time, the Company looks forward to strengthening its collaboration with OUE Limited as the Company continues to pursue its strategic growth plans.

**By Order of the Board**

Mr. Yet Kum Meng  
Chief Executive Officer and Executive Director  
16 December 2025

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*This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

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