



SINGAPORE O&G LTD.
CARING FOR WOMEN'S & CHILDREN'S HEALTH

SINGAPORE O&G LTD.

(Company Registration No. 201100687M)

SUBSCRIPTION OF NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES IN THE SHARE CAPITAL OF A JOINT VENTURE COMPANY IN MALAYSIA AND USE OF PROCEEDS FROM INITIAL PUBLIC OFFERING

1. INTRODUCTION

The Board of Directors (the “**Board**”) of Singapore O&G Ltd. (the “**Company**”, together with its subsidiaries, collectively, the “**Group**”) wishes to announce that SOG Mother & Baby Centre Pte. Ltd., a wholly owned subsidiary of the Company, has subscribed for 1,964,000 non-convertible redeemable preference shares (“**RPS**”), in the share capital of LYC SOG Mother & Child Sdn. Bhd. (the “**JV Co**”), a company incorporated in Malaysia, representing 49% of the total number of RPS issued by the JV Co (the “**Subscription**”). The aggregate subscription price of RM1,964,000 (“**Subscription Price**”) (equivalent of S\$634,452.00 based on an exchange rate of RM1:S\$0.3237 as at 9 February 2022) is payable by cash. The remaining 51% of the total number of RPS issued by the JV Co has been subscribed by LYC Mother & Child Centre Sdn. Bhd., which holds 51% shareholding in the JV Co.

The rationale for subscribing to the RPS is for the JV Co to use the proceeds from the Subscription for the setting-up and renovation of the Johor confinement centre.

2. SALIENT TERMS OF RPS

Issue Price	RM1.00 per RPS
Total number of RPS	4,000,000
Voting Rights	The RPS do not carry any voting rights.
Conversion Rights	The RPS shall not be entitled to convert into ordinary shares of the JV Co at any time.
Dividends	The holders of the RPS are not entitled to any dividend in respect of the RPS.
Non-Transferable	The RPS are not transferable.
Liquidation Preference	In the event of liquidation or winding up of the JV Co, save for the RPS which have already been redeemed, the holders of the RPS shall be entitled to the repayment of capital paid-up on the RPS in priority to the holders of the ordinary shares of the JV Co. Thereafter, all remaining funds and assets of the JV Co legally available for distribution to Shareholders shall be distributed in a pro-rata basis among the holders of the ordinary shares.

Redemption	<p>The RPS shall be redeemable, at the sole and absolute discretion of the JV Co, in the following manner:</p> <p>(a) Redemption of such number of RPS (in proportion to the shareholdings of the RPS holders) as the JV Co shall determine at the Redemption Price (as described below) per RPS shall take place by the JV Co giving not less than fourteen (14) days' prior written notice to each holder of the RPS and such notice (specifying, inter alia, the date and place of redemption), shall be delivered or posted to the address of each holder of the RPS as notified to the JV Co from time to time;</p> <p>(b) On the redemption date, the JV Co shall pay the holder of the RPS the amount payable in respect of such redemption without interest; and</p> <p>(c) The RPS as shall be redeemed by the JV Co shall be cancelled.</p>
Redemption Price	The Redemption Price per RPS shall be equivalent to the Issue Price per RPS.

3. PAYMENT OF SUBSCRIPTION PRICE AND FINANCIAL EFFECTS

The Subscription Price is funded through internal resources by utilising the initial public offering ("IPO") net proceeds for the expansion of business operations. As of the date of this announcement, the use of IPO net proceeds is as follows:

	Amount Allocated	Amount Utilised	Amount Unutilised
Use of IPO proceeds	S\$'000	S\$'000	S\$'000
Expansion of business operations ¹	3,000	(2,573)	427
Investments in healthcare professionals and synergistic businesses ²	6,000	(6,000)	-
Working capital purposes ³	200	(200)	-
Total	9,200	(8,773)	427

Notes:

- S\$2.6 million from the expansion of business operations category has been utilised for the following:*
 - S\$1.3 million for set-up cost of new clinics from 2016 to 2021;*
 - S\$0.6 million for the capital injection and incorporation of SOG Mother & Baby Centre Pte Ltd in relation to the joint venture as disclosed in the Company's announcement dated 30 June 2021; and*
 - S\$0.6 million for the subscription of RPS in JV Co.*
- S\$6.0 million from the investments in healthcare professionals and synergistic businesses category has been utilised to pay the first tranche cash consideration of S\$6.0 million for the JL Acquisition in January 2016, in accordance with the terms and conditions of the Framework Agreement dated 4 November 2015 and the Sale and Purchase Agreement dated 31 December 2015.*
- S\$0.2 million from the working capital purposes category has been utilised for the working capital of SOG Dermatology (Gleneagles) and SOG-Clinic for Children (Gleneagles), as disclosed in the Company's Q1 2019 announcement dated 9 May 2019.*

The above utilisations are in accordance with the intended use of the IPO net proceeds, as stated in the offer document of the Company dated 26 May 2015.

The Subscription is not expected to have any material impact on the earnings per share or net tangible assets per share of the Group for the financial year ending 31 December 2022.

4. INTEREST OF DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the Directors, substantial shareholders or controlling shareholders of the Company, and their respective associates, has any interest, direct or indirect, in the Subscription, other than through their respective shareholding interests (if any) in the Company.

5. FURTHER UPDATES

The Company will continue to provide periodic updates on the use of the balance of the IPO net proceeds through SGXNet as and when such funds are materially disbursed.

BY ORDER OF THE BOARD

DR. BEH SUAN TIONG
EXECUTIVE CHAIRMAN
9 February 2022

*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 document, including the correctness of any of the statements or opinions made or reports contained in this document.*

The contact person for the Sponsor is Ms. Jennifer Tan, 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, sponsorship@ppcf.com.sg.