SINGAPORE PAINCARE HOLDINGS LIMITED
(Company Registration No.: 201843233N)
(Incorporated in the Republic of Singapore)

RECEIPT OF GRANT OF EXTENSION OF TIME OR WAIVERS IN RESPECT OF RULES 705(1), 707(1), AND 711A OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (THE "SGX-ST") LISTING MANUAL SECTION B: RULES OF CATALIST ("CATALIST RULES")

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1. **INTRODUCTION**

The Board of Directors (the "**Board**") of Singapore Paincare Holdings Limited (the "**Company**") refers to the following announcements:

(i) the joint announcement dated 28 May 2025 made by the Company and Advance Bridge Healthcare Pte. Ltd. (the "**Offeror**") in relation to the proposed acquisition (the "**Acquisition**") of all the issued and fully paid-up ordinary shares in the capital of the Company (excluding treasury shares) ("**Shares**"), other than the Shares owned by Dr. Lee Mun Kam Bernard and Dr. Loh Foo Keong Jeffrey (the "**Scheme Shares**"), by the Offeror, which will be effected by the Company by way of a scheme of arrangement (the "**Scheme**") in accordance with Section 210 of the Companies Act 1967 of Singapore (the "**Companies Act**") and the Singapore Code on Take-overs and Mergers (the "**Joint Announcement**");

(ii) the joint announcement dated 10 June 2025 made by the Company and the Offeror in relation to the scheme consideration of S$0.16 in cash for each Share (the "**Scheme Consideration**") being final;

(iii) the announcement dated 15 July 2025 made by the Company in relation to the application for extension of time or waivers in respect of Catalist Rules 705(1), 707(1) and 711A;

(iv) the announcement dated 30 July 2025 made by the Company in relation to the hearing date of the application in HC/OA 787/2025 that had been filed with the court for leave to convene the scheme meeting in the manner set out in the application or such other manner as the court deems fit;

(v) the announcement dated 12 August 2025 made by the Company in relation to the court granting leave to the Company to convene the meeting(s) of the Scheme Shareholders to consider, and if thought fit, approving the Scheme ("**Scheme Meeting**") and containing further orders in relation to the conduct of the Scheme Meeting; and

(vi) the announcement dated 13 August 2025 made by the Company in relation to the electronic despatch of the scheme document dated 13 August 2025 ("**Scheme Document**") to the Scheme Shareholders.

(collectively known as the "**Announcements**").

Unless otherwise defined, all capitalised terms used in this announcement shall have the respective meanings given to them in the Announcements and the Scheme Document.

2. **GRANT OF EXTENSION OF TIME OR WAIVERS FROM COMPLIANCE WITH RULES 705(1), 707(1), AND 711A OF THE CATALIST RULES**

The Company had on 15 July 2025, submitted, via its Continuing Sponsor, an application to the Singapore Exchange Regulation Pte. Ltd. (the "**SGX RegCo**") to seek the SGX RegCo's approval for the following:

(a) in the event that the Scheme is not approved by the Scheme Shareholders at the Scheme Meeting, an extension of time of 60 days (the "**EOT**") to comply with the requirements of Catalist Rules 705(1), 707(1) and 711A as follows:

(i) release its unaudited financial results for the financial year ended 30 June 2025 ("**FY2025**") ("**FY2025 Results**") from the current deadline of 29 August 2025 in accordance with Catalist Rule 705(1) to 28 October 2025;

(ii) hold its annual general meeting for FY2025 ("**FY2025 AGM**") from the current deadline of 31 October 2025 in accordance with Catalist Rule 707(1) to 30 December 2025; and

(iii) issue its sustainability report for FY2025 ("**FY2025 SR**") from the current deadline of 31 October 2025 in accordance with Catalist Rule 711(A) to 30 December 2025,

(the "**EOT Application**").

(b) in the event that the Scheme is approved by Scheme Shareholders at the Scheme Meeting, a waiver from compliance with Catalist Rules 705(1), 707(1) and 711A (the "**Waivers**").

The Board wishes to announce that the SGX RegCo had on 19 August 2025 advised that it has no objections to the grant of the EOT and the Waivers, subject to the conditions set out in paragraph 3 of this announcement.

3. **CONDITIONS TO THE EOT AND THE WAIVERS**

The EOT and Waivers are subject to the following conditions:

(a) in the event that the Scheme is not approved by the Scheme Shareholders at the Scheme Meeting, an extension of time of 60 days to comply with the requirements of Catalist Rules 705(1), 707(1) and 711A, subject to the following conditions:

(i) the Company announcing the EOT granted, the reasons for seeking the EOT, the conditions as required under Catalist Rule 106 and if the EOT's conditions have been satisfied. If the EOT's conditions have not been met on the date of the announcement, the Company must make an update announcement when the conditions have all been met;

(ii) the Scheme Meeting being held before 29 August 2025;

(iii) the Company releasing its FY2025 Results by 28 October 2025, convening the FY2025 AGM by 30 December 2025 and issuing its FY2025 SR by 30 December 2025;

(iv) submission of a written confirmation from the Company that it is not aware of any information that will have a material bearing on investors' decision which has yet to be announced by the Company; and

(v) the Board of Directors' confirmation that the EOT will not be in contravention of any laws and regulations governing the Company and its constitution (or the equivalent in the Company's country of incorporation),

(collectively, the **"EOT Conditions"** and each, a "**EOT Condition**"); or

(b) In the event that the Scheme is approved by Scheme Shareholders at the Scheme Meeting, a complete waiver from compliance with the requirements under Catalist Rules 705(1), 707(1) and 711A, subject to the following conditions:

(i) the Company announcing the Waivers granted, the reasons for seeking the Waivers, the conditions as required under Catalist Rule 106 and if the Waivers' conditions have been satisfied. If the Waivers' conditions have not been met on the date of the announcement, the Company must make an update announcement when the conditions have all been met;

(ii) the Scheme Meeting being held before 29 August 2025;

(iii) an independent financial adviser's opinion that the financial terms of the Scheme are fair and reasonable to the Scheme Shareholders;

(iv) the Scheme becoming effective;

(v) submission of a written confirmation from the Company that it is not aware of any information that will have a material bearing on investors' decision which has yet to be announced by the Company; and

(vi) the Board of Directors' confirmation that the Waivers will not be in contravention of any laws and regulations governing the Company and its constitution (or the equivalent in the Company's country of incorporation),

(collectively, the "**Waiver Conditions**" and each, a "**Waiver Condition**").

4. **EOT CONDITIONS**

(a) With respect to the EOT Condition set out in paragraph 3(a)(i) of this announcement, the Company sets out the reasons for seeking the EOT as follows:

(i) Over the past few months, the Company has committed significant resources and time to the preparation of the Scheme, including, *inter alia*, the discussions with the Offeror on the Scheme, the engagement of various professionals in respect of the Scheme, and the preparation of the implementation agreement dated 28 May 2025, the Joint Announcement and the Scheme Document. Accordingly, the Company does not have sufficient capacity to concurrently prepare the FY2025 Results, the annual report for FY2025 ("**FY2025 AR**"), the FY2025 SR and the FY2025 AGM. The preparation of the FY2025 Results, FY2025 AR and the FY2025 SR requires the engagement of various other professional parties, including independent valuers, the Company's external auditors and sustainability consultants, to assist in preparing and compiling the necessary reports and underlying components; and

(ii) There is currently uncertainty regarding the Company's listing status. In the event that the Scheme Shareholders do not approve the Scheme at the Scheme Meeting, the Company will remain a public company listed on the Catalist board of the SGX-ST and will be required to comply with Catalist Rules 705(1), 707(1) and 711A. However, if the Scheme is approved by the Scheme Shareholders at the Scheme Meeting (which is targeted to be held prior to the regulatory deadline of releasing of the FY2025 Results), the Company will become a wholly-owned subsidiary of the Offeror and an application will be sought from the SGX-ST for the delisting of the Company from the Official List of the SGX-ST (the "**Delisting**"). In such a latter scenario, the FY2025 Results, the FY2025 AR, the FY2025 SR and the FY2025 AGM will not be of much benefit to the Scheme Shareholders and will instead result in the Company having to incur unnecessary costs without a meaningful purpose. The Company therefore prefers to await the outcome of the Scheme Meeting before engaging the necessary professional parties and incurring costs associated with the preparing of the FY2025 Results, FY2025 AR, FY2025 SR and FY2025 AGM.

(b) With respect to the EOT Condition set out in paragraph 3(a)(ii), the Company had on 13 August 2025 informed Scheme Shareholders that the Scheme Meeting is to be held on 28 August 2025;

(c) With respect to the EOT Condition set out in paragraph 3(a)(iii), the Company will endeavour to meet the timelines, in the event the Scheme is not approved by the Scheme Shareholders at the Scheme Meeting;

(d) With respect to the EOT Condition set out in paragraph 3(a)(iv), the Company had submitted the required written confirmation to the SGX-ST on 20 August 2025; and

(e) With respect to the EOT Condition set out in paragraph 3(a)(v), the Board of Directors confirms that the EOT will not be in contravention of any laws and regulations governing the Company and its constitution.

5. **WAIVER CONDITIONS**

(a) With respect to the Waiver Condition set out in paragraph 3(b)(i), the Company sets out the reasons for seeking the Waivers as follows:

(i) The Scheme Meeting is targeted to be held ahead of the regulatory deadline for the releasing of the FY2025 Results. In the event that the Scheme Shareholders approve the Scheme at the Scheme Meeting, the Scheme will become effective and binding in accordance with its terms once the order of the Court sanctioning the Scheme under Section 210 of the Companies Act is lodged with the Accounting and Corporate Regulatory Authority of Singapore ("**ACRA**");

(ii) In such a scenario, the release of the FY2025 Results, and the subsequent issuance of the FY2025 AR and the FY2025 SR, and the holding of the FY2025 AGM would not be of benefit or relevance to shareholders of the Company, taking into consideration the following:

a. the Scheme would have been approved by a majority in number of the Scheme Shareholders, present and voting, either in person or by proxy at the Scheme Meeting, such majority representing not less than three-fourths in value of the Scheme Shares voted at the Scheme Meeting

pursuant to the requirements of Section 210(3AB) of the Companies Act; and

b. the Offeror is making the Acquisition with a view to delist and privatise the Company, and accordingly, subject to the Scheme becoming effective and binding in accordance with its terms and the approval of the SGX-ST, the Company will become a wholly-owned subsidiary of the Offeror and shall be delisted from the Official List of the SGX-ST.

The interest of the shareholders of the Company in accessing updated financial information of the Group will not be prejudiced by the grant of the Waivers. Moreover, it will not be meaningful for the Company to incur additional costs in connection with the preparation and release of the FY2025 Results, FY2025 AR and FY2025 SR, and to convene the FY2025 AGM in light of the Scheme and the impending Delisting; and

(iii) Based on the indicative timeline for the Scheme, in the event that the Scheme becomes effective and binding in accordance with its terms, the date of settlement of the Scheme Consideration and the Delisting may occur before the regulatory deadlines on which the Company is required to issue its FY2025 AR and FY2025 SR and convene its FY2025 AGM.

(b) With respect to the Waiver Condition set out in paragraph 3(b)(ii), the Company had on 13 August 2025 informed Scheme Shareholders that the Scheme Meeting is to be held on 28 August 2025;

(c) The Waiver Condition set out in paragraph 3(b)(iii) has been met, and the independent financial adviser's opinion that the financial terms of the Scheme are fair and reasonable to the Scheme Shareholders are included in the Scheme Document dated 13 August 2025;

(d) The fulfilment of the Waiver Condition set out in paragraph 3(b)(iv) will be subject to the results of the Scheme Meeting to be convened on 28 August 2025;

(e) With respect to the Waiver Condition set out in paragraph 3(b)(v), the Company had submitted the required written confirmation to the SGX-ST on 20 August 2025; and

(f) With respect to the Waiver Condition set out in paragraph 3(b)(vi), the Board of Directors confirms that the Waivers will not be in contravention of any laws and regulations governing the Company and its constitution.

6. APPLICATION TO ACRA

In the event that the Scheme is not approved by Scheme Shareholders at the Scheme Meeting, the Company will also be applying to ACRA for an extension of time ("**ACRA Application**") to comply with (a) Section 175(1)(a) of the Companies Act for a listed company to hold its annual general meeting within four months from the financial year end; and (b) Section 197(1)(a) of the Companies Act 1967 for a listed company to file its annual returns within five months from the financial year end.

In the event that the Scheme is approved by Scheme Shareholders at the Scheme Meeting, and the Company becomes a wholly-owned subsidiary of the Offeror, the Company will, (i) pursuant to Section 175(1)(b) of the Companies Act, be required to hold its annual general meeting within six (6) months from the financial year end, and (ii) pursuant to Section 197(1)(b) of the Companies Act, be required to file its annual returns within seven (7) months from the financial year end.

These deadlines are currently expected to fall after the completion of the Delisting. Accordingly, in such an event, the Company will, at its discretion, assess post Delisting whether an application to ACRA for an extension of time will be necessary.

7. RESPONSIBILITY STATEMENTS

The directors of the Company (including any who may have delegated detailed supervision of the preparation of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement which relate to the Company (excluding information relating to the Offeror and/or the Offeror's Concert Parties or any opinion expressed by the Offeror and/or the Offeror's Concert Parties) are fair and accurate and that, where appropriate, there are no other material facts omitted from this announcement, the omission of which would make any statement in this announcement misleading, and the directors of the Company jointly and severally accept responsibility accordingly.

Where any information in this announcement has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source (including the Offeror and/or the Offeror's Concert Parties), the sole responsibility of the directors of the Company has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement in its proper form and context. The directors of the Company do not accept any responsibility for any information relating to the Offeror and/or the Offeror's Concert Parties or any opinion expressed by the Offeror and/or the Offeror's Concert Parties.

BY ORDER OF THE BOARD
Singapore Paincare Holdings Limited

Dr. Lee Mun Kam Bernard
Executive Chairman and Chief Executive Officer
20 August 2025

This announcement has been reviewed by the Company's sponsor, Novus 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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