

CLEARBRIDGE HEALTH LIMITED

(Company Registration No.: 201001436C)

(Incorporated in the Republic of Singapore)

PROPOSED PLACEMENT OF 309,500,000 NEW ORDINARY SHARES IN THE CAPITAL OF CLEARBRIDGE HEALTH LIMITED

1. INTRODUCTION

- 1.1. The board of directors (the “**Board**” or “**Directors**”) of Clearbridge Health Limited (the “**Company**”, and together with its subsidiaries, referred to as the “**Group**”) wishes to announce that the Company had, on 19 December 2024, entered into a subscription agreement (the “**Subscription Agreement**”) with the subscriber, whose details are set out in paragraph 2.2 of this announcement below (the “**Subscriber**”).
- 1.2. Pursuant to the terms and conditions of the Subscription Agreement, the Subscriber has agreed to subscribe and pay for, and the Company has agreed to allot and issue to the Subscriber, an aggregate of 309,500,000 new ordinary shares in the capital of the Company (each a “**Subscription Share**”, and collectively the “**Subscription Shares**”) at an issue price of S\$0.0031 (the “**Issue Price**”) for each Subscription Share, amounting to an aggregate subscription consideration of S\$959,450 (the “**Subscription Consideration**”) (the “**Proposed Placement**”).

2. DETAILS OF THE PROPOSED PLACEMENT

2.1. The Issue Price

The Issue Price of S\$0.0031 is equivalent to the volume weighted average price of S\$0.0031 per ordinary share in the capital of the Company (“**Shares**”) based on trades done on 19 December 2024 on the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), being the last full market day on which there was trading in the Shares preceding or up to the date on which the Subscription Agreement was executed.

The Issue Price was commercially agreed between the Company and the Subscriber after arm’s length negotiations and taking into account the recent trading performance of the Company and prevailing market conditions.

2.2. Details of the Subscriber and his subscription

2.2.1. Shareholders of the Company (“**Shareholders**”) should note that information relating to the Subscriber in this paragraph and elsewhere in this announcement were provided to the Company by the Subscriber. The Company and the Directors have not independently verified the accuracy and correctness of such information set out herein.

2.2.2. The details of the Subscriber and his subscription of the Subscription Shares are as follows:

Name of Subscriber	Number of existing Shares held	Number of Subscription Shares subscribed for	Shareholding percentage in the Company as at the date of this announcement ⁽¹⁾	Shareholding percentage in the Company after the completion of the Proposed Placement ⁽²⁾	Subscription Consideration payable (S\$)
Ong Choon Yi	2,001,000	309,500,000	0.11%	14.36%	959,450

Notes:

- (1) Based on the existing issued and paid-up share capital of the Company of 1,859,224,056 Shares as of the date of this announcement.
- (2) Based on the enlarged issued and paid-up share capital of the Company of 2,168,724,056 Shares after the completion of the Proposed Placement.

2.2.3. Further information pertaining to the Subscriber is set out below:

Name of Subscriber	Background of the Subscriber
Ong Choon Yi (“Mr Ong”)	Mr Ong has had 17 years of experience with corporate finance transactions and fund-raising including initial public offerings and reverse take-overs. He has been the Vice President of Maybank Securities Pte Ltd since 2007 and was also appointed as the Non-Executive Chairman and Lead Independent Director of VCPlus Limited (a company listed on the Catalist board of the SGX-ST) with effect from 15 November 2023. Mr Ong is also a director of a consultancy company providing business and management advisory services, where he advises local and foreign companies on mergers and acquisitions and corporate finance transactions.

2.2.4. The Subscriber was first introduced to the Company by the senior management of the Company. The Subscriber has expressed an interest to invest in the Company through the Proposed Placement for his own financial investment purposes. No introducer fee or commission was paid or is payable by the Company to any party in connection with the Proposed Placement.

2.2.5. Save as disclosed in paragraph 2.2.4 of this announcement and his Existing Interest (as defined below), the Subscriber currently does not have any connections or relationships (including business relationships) with the Group, any of the Directors or substantial Shareholders and their respective associates.

2.2.6. The Subscriber has represented and warranted to the Company, *inter alia*, that:

- (a) the Subscriber is independent of, and not acting in concert with (as defined in the Singapore Code on Take-overs and Mergers (the “Code”)) or collaboration with anyone or in accordance with the instructions of anyone in relation to the subscription of the Subscription Shares and/or Shares and/or to obtain or consolidate control over the Company (including as contemplated in the Code);
- (b) the Subscriber shall not, for a period of six (6) months from completion of the Proposed Placement, acquire or be deemed to acquire Shares such that he obtains a controlling interest in the Company;
- (c) the Subscriber is not a Director or a substantial Shareholder or other persons restricted as specified in Rule 812(1) of the SGX-ST Listing Manual Section B: Rules of Catalist (the “Catalist Rules”). The Subscriber is independent of the Company, its Directors and substantial Shareholders and their respective associates;
- (d) the Subscriber is not an interested person as defined in Chapter 9 of the Catalist Rules. Save for his direct interest in 2,001,000 Shares (“Existing Interest”), the Subscriber and his associates do not directly or indirectly, hold any other Shares as at the date of the Subscription Agreement, and save for his Existing Interest and the Subscription Shares, the Subscriber and his associates will not acquire or be deemed to acquire any interest in any Shares prior to completion of the Proposed Placement. Save for his

Existing Interest, the Subscriber and his associates do not have any existing connection (including business relationships) with any of the Company, its Directors or substantial Shareholders and their respective associates;

- (e) the Subscriber is subscribing for the Subscription Shares solely for the purpose of investment, for his own benefit and as principal (and not as an underwriter or a placement agent or a nominee or a trustee for or otherwise on behalf of any person or entity). The Subscriber has not entered into any arrangement or agreement to sell or otherwise dispose of any of the Subscription Shares to any person or entity and is not subscribing for the Subscription Shares with a view of such Subscription Shares being subsequently offered for sale to another person or entity; and
- (f) the Subscriber is currently not involved in the management of the Company and does not have any board representations in the Company and does not intend to have any management rights or board representations in the Company pursuant to the subscription of the Subscription Shares.

2.3. Payment of the Subscription Consideration

The Subscriber shall make payment of the Subscription Consideration to the Company by way of a cashier's order, telegraphic transfer or such other payment method as may be agreed in writing between the Company and the Subscriber (the "**Parties**").

2.4. The Subscription Shares

- 2.4.1. Following completion of the Proposed Placement and assuming no further allotment and issuance of new Shares by the Company, the Company's issued share capital will increase from 1,859,224,056 Shares to 2,168,724,056 Shares. The Company does not hold any Shares in treasury and does not have any subsidiary holdings as at the date of this announcement. The Subscription Shares represent approximately 16.65% (rounded to two decimal places) of the existing issued share capital of the Company comprising 1,859,224,056 Shares as at the date of this announcement and will represent approximately 14.27% (rounded to two decimal places) of the enlarged issued share capital of the Company of 2,168,724,056 Shares, based on the assumption that there will be no changes to the number of Shares before completion of the Proposed Placement.
- 2.4.2. The Subscription Shares shall be issued free from all claims and encumbrances whatsoever and shall rank *pari passu* in all respects with and carry all rights similar to existing Shares, save that they will not be entitled to any dividends, rights, allotments and/or other distributions, the record date for which falls on or before the issue of the Subscription Shares.
- 2.4.3. The Proposed Placement will not result in a transfer of controlling interest of the Company within the definition of Rule 803 of the Catalist Rules and none of the Subscription Shares will be placed to any of the persons restricted as specified in Rule 812(1) of the Catalist Rules.
- 2.4.4. There is no moratorium imposed on the Subscription Shares and there are no share borrowing arrangements for the Proposed Placement. The Proposed Placement is not expected to give rise to any material conflicts of interest.
- 2.4.5. The Company had issued convertible bonds with a principal amount of S\$9,500,000 on 8 March 2019, and convertible bonds with a principal amount of S\$1,500,000 on 17 May 2019 (collectively, the "**Bonds**") in which the outstanding principal amount of the Bonds as of the date of this announcement is S\$3,525,000 (the "**Outstanding Bonds**"). The Company notes that:
 - (a) pursuant to the terms and conditions of the Bonds, if and whenever the Company shall issue any Shares (other than Shares issued on the conversion of the Bonds) at a consideration per Share which is less than the conversion price of the Bonds (the

“**Conversion Price**”) then in effect, the Conversion Price shall be adjusted to such consideration per Share; and

- (b) in the event that the Outstanding Bonds are subsequently converted, the Company shall either seek Shareholders’ specific approval for issuance of Shares for such conversion in the Company’s subsequent general meeting, or if the issuance of such Shares are covered under the general mandate obtained from the Company’s Shareholders pursuant to Rule 806 of the Catalist Rules, rely on such general mandate for the issuance.

2.4.6. Save as set out at paragraph 2.4.5 above, the Company does not have any other warrants or convertible securities.

2.5. Mandate for the allotment and issuance of the Subscription Shares

2.5.1. The Subscription Shares will be allotted and issued pursuant to the general share issue mandate (the “**General Mandate**”) granted by Shareholders to the Directors pursuant to Section 161 of the Companies Act 1967 of Singapore and Rule 806 of the Catalist Rules by way of an ordinary resolution passed at the annual general meeting of the Company held on 29 April 2024 (“**FY2024 AGM**”).

2.5.2. Pursuant to the General Mandate, the Directors are authorised to, *inter alia*, allot and issue new Shares not exceeding 100.00% of the total number of Shares (excluding treasury shares and subsidiary holdings of the Company) at the time the General Mandate was passed, of which the aggregate number of Shares to be issued other than on a *pro-rata* basis to the existing Shareholders shall not exceed 50.00% of the total number of Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of the General Mandate, after adjusting for:

- (a) any new Shares arising from the conversion or exercise of any convertible securities which were issued and outstanding or subsisting at the time the General Mandate was approved;
- (b) any new Shares arising from exercising share options or vesting of share awards which were issued and outstanding or subsisting at the time the General Mandate was approved (provided that such options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules); and
- (c) any subsequent bonus issue, consolidation or subdivision of Shares.

2.5.3. As at the date of the FY2024 AGM, being the date the General Mandate was passed by Shareholders, the Company’s total number of issued Shares (excluding treasury shares and subsidiary holdings) was 619,741,352 Shares. Accordingly, the total number of new Shares that may be issued by the Company pursuant to the General Mandate is 619,741,352 Shares, of which the maximum number of new Shares that may be issued by the Company other than on a *pro-rata* basis is 309,870,676 new Shares.

2.5.4. As at the date of this announcement, the Company has not issued any Shares pursuant to the General Mandate that would require adjustments as described in paragraph 2.5.2 above.

2.5.5. Based on the aforesaid, the Company is authorised to issue up to 309,870,676 Shares other than on a *pro-rata* basis pursuant to the General Mandate. The proposed allotment and issuance of 309,500,000 Subscription Shares falls within the limit of the General Mandate obtained at the FY2024 AGM, and as such, prior approval of Shareholders is not required for the allotment and issuance of the Subscription Shares pursuant to the Proposed Placement.

2.6. Exemption from the prospectus requirement

The offer and allotment and issuance of the Subscription Shares is made pursuant to the private placement exemption under Section 272B of the Securities and Futures Act 2001 of Singapore (the “SFA”). As such, no prospectus or offer information statement will be issued by the Company and lodged with the SGX-ST acting as agent on behalf of the Monetary Authority of Singapore in connection with the Proposed Placement.

2.7. No placement agent

No placement agent has been appointed in respect of the Proposed Placement.

2.8. Additional Listing Application

The Company will be making an application, through its continuing sponsor, ZICO Capital Pte. Ltd., to the SGX-ST for the listing of and quotation for the Subscription Shares on the Catalyst Board of the SGX-ST. The Company will make the necessary announcements in due course upon obtaining the listing and quotation notice in respect of the Subscription Shares from the SGX-ST.

3. OTHER SALIENT TERMS OF THE SUBSCRIPTION AGREEMENT

3.1. Completion

Subject to the terms and conditions of the Subscription Agreement, completion of the Proposed Placement shall take place on the date falling no later than the fifth (5th) business day after the satisfaction of the last of the conditions precedent of the Subscription Agreement and actions respectively required of the Company and the Subscriber, or such other date as may be agreed in writing between the Company and the Subscriber (the “**Completion Date**”).

3.2. Conditions Precedent

Completion of the Proposed Placement pursuant to the Subscription Agreement is conditional upon, *inter alia*, the fulfilment of the following conditions precedent on or before the Long-Stop Date (as defined below):

- (a) the approval in-principle from the SGX-ST being obtained for the listing and quotation of the Subscription Shares and such approval not having been revoked or amended as at the Completion Date, and if the approval is granted subject to conditions, such conditions being reasonably acceptable to the Company, and to the extent that any conditions for the listing and quotation of the Subscription Shares are required to be fulfilled on or before Completion Date, they are so fulfilled;
- (b) the Company obtaining such approval(s) from the Board in connection with the Subscription Agreement and the transactions contemplated in the Subscription Agreement as may be necessary;
- (c) the allotment, issue, and subscription of the Subscription Shares by the Subscriber not being prohibited by any statute, order, rule, regulation or directive promulgated or issued hereafter by any legislative, executive or regulatory body or authority of Singapore;
- (d) the entry into and completion of the Proposed Placement not being in contravention of the Catalyst Rules, the SFA and such other applicable laws;
- (e) the representations and warranties of the Company in the Subscription Agreement being true, accurate, and correct as if repeated on and as of the Completion Date, with reference to the then existing circumstances and the Company having performed in all of its obligations herein to be performed on or before the Completion Date;

- (f) the representations and warranties of the Subscriber in the Subscription Agreement being true, accurate, and correct as if repeated on and as of the Completion Date, with reference to the then existing circumstances and the Subscriber having performed in all of its obligations herein to be performed on or before the Completion Date;
- (g) save as otherwise agreed between the Company and the Subscriber, there not having been at any time prior to or on the Completion Date the occurrence of any of the following events:
 - (i) liquidation or bankruptcy of any of the Company and/or the Subscriber;
 - (ii) termination of substantially all or part of the business of the Company and/or any of its subsidiaries, by resolution of the general meeting of its Shareholders;
 - (iii) appointment of any assignee, receiver or liquidator for substantially all or part of the assets or business of the Company and/or any of its subsidiaries; or
 - (iv) attachment, sequestration, execution or seizure of substantially all or part of the assets of the Company and/or any of its subsidiaries.

3.3. Long-Stop Date

The Subscription Agreement is subject to the long-stop date falling six (6) months after the date of the Subscription Agreement or such other date to be agreed in writing between the Parties (the “**Long-Stop Date**”).

If the conditions precedent set out in paragraph 3.2 of this announcement are not satisfied, mutually waived by the Company and the Subscriber, or the time for performance is not extended by mutual agreement of the Company and the Subscriber by the Long-Stop Date, the Subscription Agreement shall forthwith terminate. In the event of such termination, neither of the Parties shall have any claim against the other for costs, damages, compensation or otherwise, save for any rights or liabilities accruing prior to such termination.

4. **RATIONALE FOR THE PROPOSED PLACEMENT AND USE OF PROCEEDS**

- 4.1. The Company is proposing to undertake the Proposed Placement to raise funds to be utilised by the Group as general working capital, including being prioritised for repayment of existing borrowings (including bank loans) and interest, and payment for the operating expenses of the Group. The Company is of the view that the funds raised via the Proposed Placement will provide the Group with greater flexibility to, *inter alia*, capitalise on business opportunities that would synergise and enhance the Group’s operations, thereby facilitating long-term growth and delivering value for Shareholders.
- 4.2. The Proposed Placement also represents an opportunity for the Company to engage in preliminary discussions with the holders of the Outstanding Bonds (the “**Outstanding Bondholders**”) and the Company has received an indication from a majority of the Outstanding Bondholders that they would be keen on converting the Outstanding Bonds at a Conversion Price equivalent to the Issue Price. This is in furtherance of the Group’s strategy of evaluating its options to preserve value for the Group and if need be, to undertake such necessary actions to restructure its business and operations to achieve sustainability. The Company will make further announcements to update its Shareholders should there be any material update in relation to this matter.
- 4.3. The aggregate consideration payable by the Subscriber is S\$959,450. The estimated net proceeds from the Proposed Placement is approximately S\$929,450 (after deducting estimated fees and expenses of approximately S\$30,000) (“**Net Proceeds**”). The Company intends to utilise 100% of the Net Proceeds as general working capital, including being prioritised for

repayment of existing borrowings (including bank loans) and interest, and payment for the Group's operating expenses.

- 4.4. Pending deployment of the Net Proceeds for the abovementioned purposes, the Net Proceeds may be placed in deposits with financial institutions or invested in short-term money market instruments or used for any other purpose on a short-term basis as the Directors may in their absolute discretion deem fit in the interests of the Group.
- 4.5. 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 and in accordance with the percentage allocated. In addition, the Company will subsequently provide a status report on the use of the Net Proceeds in its interim and full year financial results announcement(s) and in the annual report(s) of the Company, until such time as the Net 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 announcement(s) and its annual report(s).

5. PRO FORMA FINANCIAL EFFECTS OF THE PROPOSED PLACEMENT

5.1. Assumptions

- 5.1.1. The *pro forma* financial effects of the Proposed Placement on the Company's share capital and the Group are set forth below are strictly for illustrative purposes only and are not indicative of the actual financial position and results of the Group following the Proposed Placement.
- 5.1.2. The *pro forma* financial effects of the Proposed Placement have been computed based on the audited consolidated financial statements of the Group for its financial year ended 31 December 2023 ("FY2023"), on the following bases and assumptions:
 - (a) the financial effects of the Proposed Placement on the consolidated net tangible assets ("NTA") per Share is computed on the assumption that the Proposed Placement had been completed on 31 December 2023;
 - (b) the financial effects of the Proposed Placement on the earnings per share ("EPS") of the Company is computed on the assumption that the Proposed Placement had been completed on 1 January 2023;
 - (c) the financial effects of the Proposed Placement being calculated on the assumption that the following allotment and issuance of Shares by the Company have been completed as of 1 January 2023:
 - (i) the allotment and issuance of 842,058 Shares pursuant to the Clearbridge Health Performance Share Plan, as disclosed in the Company's announcement dated 16 May 2023;
 - (ii) the allotment and issuance of 688,954 Shares pursuant to the Clearbridge Health Performance Share Plan, as disclosed in the Company's announcement dated 26 April 2024; and
 - (iii) the allotment and issuance of 1,239,482,704 Shares pursuant to the rights issue undertaken by the Company, as disclosed in the Company's announcement dated 11 December 2024; and
 - (d) the estimated fees and expenses incurred by the Company in connection with the Proposed Placement is approximately S\$30,000.

5.2. Share Capital

Details on the share capital of the Company before and after the allotment and issuance of the Subscription Shares are as follows:

	Before the allotment and issuance of all Subscription Shares	After the allotment and issuance of all Subscription Shares
Issued and paid-up share capital of the Company as at 31 December 2023 (S\$'000)	95,128	96,057
Number of Shares as at 31 December 2023 ⁽¹⁾	1,859,224,056	2,168,724,056

Note:

⁽¹⁾ As at the date of this announcement, the Company does not have treasury shares and does not have any subsidiary holdings.

5.3. NTA per Share

Details on the NTA per Share of the Group before and after the allotment and issuance the Subscription Shares are as follows:

	Before the allotment and issuance of all Subscription Shares	After the allotment and issuance of all Subscription Shares
NTA of the Group as at 31 December 2023 (S\$'000)	1,490	2,419
Total number of issued and paid-up Shares ⁽¹⁾	1,859,224,056	2,168,724,056
NTA per Share of the Group (S\$ cents)	0.08	0.11

Note:

⁽¹⁾ As at the date of this announcement, the Company does not have treasury shares and does not have any subsidiary holdings.

5.4. EPS

Details on the EPS of the Group before and after the allotment and issuance of the Subscription Shares are as follows:

	Before the allotment and issuance of all Subscription Shares	After the allotment and issuance of all Subscription Shares
Net earnings for FY2023 attributable to Shareholders (S\$'000)	(32,199)	(32,199)

	Before the allotment and issuance of all Subscription Shares	After the allotment and issuance of all Subscription Shares
Weighted average number of Shares	1,859,224,056	2,168,724,056
EPS (S\$ cents)	(1.73)	(1.48)

- 5.5. The *pro forma* financial effects of the Proposed Placement are presented solely for illustrative purposes only and are not intended to be indicative or reflective of the actual financial position of the Group after completion of the Proposed Placement. No representation is made as to the actual financial position and/or results of the Company or Group following completion of the Proposed Placement.

6. CONFIRMATION BY DIRECTORS

- 6.1. In accordance with Rule 810(1)(c) of the Catalist Rules, the Directors are of the opinion that after taking into consideration:

- (a) 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, and the Proposed Placement is being undertaken for reasons provided in paragraph 4 of this announcement above; and
- (b) the Group's present internal resources, operating cash flows, cost-cutting measures and the Net Proceeds arising from the Proposed Placement, the working capital available to the Group is sufficient to meet its present requirements.

- 6.2. Notwithstanding the above, the Company has decided to undertake the Proposed Placement as per the reasons set out in paragraph 4 of this announcement.

7. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors and their respective associates, and to the best of the knowledge of the Directors, none of the substantial Shareholders, as well as their respective associates, (i) has any interest, whether direct or indirect, in the Proposed Placement (other than in his capacity as Director or Shareholder, as the case may be); and (ii) has any connections (including business relationships) with the Subscriber.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Placement, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement 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 announcement in its proper form and context.

9. DOCUMENT AVAILABLE FOR INSPECTION

A copy of the Subscription Agreement is available for inspection during the normal business hours at the registered office of the Company at 37 Jalan Pemimpin, #08-05, Mapex, Singapore 577177 for a period of three (3) months from the date of this announcement.

10. FURTHER ANNOUNCEMENTS

The Company will continue to keep Shareholders updated and release announcements relating to the Proposed Placement (including any material developments and progress made) as may be appropriate from time to time.

11. CAUTIONARY STATEMENT

Shareholders should note that the Proposed Placement remains subject to, *inter alia*, fulfilment of the conditions precedent pursuant to the Subscription Agreement. There is no certainty or assurance that the conditions precedent for the Proposed Placement can be fulfilled or that the Proposed Placement will be undertaken at all.

Shareholders and potential investors of the Company are advised to read this announcement and any further announcements made by the Company carefully and to exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbrokers, bank managers, solicitors or other professional advisers.

BY ORDER OF THE BOARD

Yee Pinh Jeremy
Executive Director and Chief Executive Officer
19 December 2024

This announcement has been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "Sponsor").

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

The contact person for the Sponsor is Ms Goh Mei Xian, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.