



MEDI LIFESTYLE LIMITED

(Company Registration Number 201117734D)
(Incorporated in the Republic of Singapore on 26 July 2011)

ENTRY INTO LOAN AGREEMENT WITH AN INTERESTED PERSON

1. INTRODUCTION

The Board of Directors (the "**Board**" or "**Directors**") of Medi Lifestyle Limited (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that the Company has, on 12 November 2025, entered into a loan agreement ("**Loan Agreement**") with Lingholm Holdings Pte. Ltd. ("**LHPL**" and collectively with the Company, the "**Parties**"), pursuant to which, LHPL has agreed to provide the Company a non-interest bearing loan of up to S\$204,000.00 ("**Loan**"), subject to the terms and conditions of the Loan Agreement.

This Loan is in addition to the non-interest bearing loan of S\$1.3 million provided by LHPL to the Company, pursuant to a loan agreement dated 27 February 2024 ("**First Loan**") and a further non-interest bearing loan of S\$2.1 million, pursuant to a loan agreement dated 1 November 2024 ("**Second Loan**"). Further details of the First Loan and Second Loan can be found in the Company's announcements dated 27 February 2024 and 4 November 2024 respectively.

2. INFORMATION ON LHPL

LHPL is a company incorporated in Singapore on 19 September 2012 and its principal business is that of an investment holding company. The shareholders of LHPL are Mr Xia Junwei, Mr Zhang Zhi and Ms Yuan Xiaohan who hold 65.0%, 25.0% and 10.0% of the shares in LHPL respectively. Mr Xia Junwei and Ms Yuan Xiaohan are both directors of LHPL.

As at the date of this announcement, LHPL holds 22,804,430 shares in the capital of the Company ("**Shares**") representing approximately 13.89% of the issued share capital of the Company. Mr Zhang Zhi, a 25.0% shareholder of LHPL is the Non-Independent Non-Executive Deputy Chairman of the Company.

3. SALIENT TERMS OF THE LOAN AGREEMENT

- 3.1. The Loan is interest-free and repayable within 12 months from the date of disbursement (the "**Term**") or at such other time as may be mutually agreed.
- 3.2. The Company may prepay all or any part of the Loan. On the date of prepayment and in addition to the amount to be prepaid, the Company shall pay LHPL a prepayment fee of 1.0% of the amount prepaid. For the avoidance of doubt, the Company may not reborrow any part of the Loan which is repaid or prepaid.
- 3.3. During the Term (or such other period as may be mutually agreed in writing by the Company and LHPL), the Company acknowledges that LHPL shall have the right and option to make changes to the Board (including any nominations, appointments and/or resignations) (the "**Board Changes**") and the Company covenants that it shall procure for all Board Changes to be effected as requested by LHPL, provided that such Board Changes shall always be in compliance with the relevant laws and regulations (including the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**Catalist Rules**") and the Code of Corporate Governance 2018 of Singapore), be subject to approvals by the Nominating Committee of the Company and the Board.

4. USE OF PROCEEDS FROM THE LOAN

The proceeds of the Loan will be used for corporate exercises.

5. RATIONALE FOR THE LOAN

The Loan would allow the Group to have sufficient cash resources to complete certain corporate exercises that are underway.

6. LOAN AS AN INTERESTED PERSON TRANSACTION

While LHPL is not an interested person as defined under Chapter 9 of the Catalist Rules and is not an associate (as defined in the Catalist Rules) of Mr Zhang Zhi, the Non-Independent Non-Executive Deputy Chairman of the Company, LHPL is the single largest shareholder of the Company, holding 13.89% of the of the issued share capital of the Company. In the interest of good corporate governance, the Company will consider the Loan as an interested person transaction. Pursuant to Rule 909(3) of the Catalist Rules, in the case of borrowing of funds from an interested person, the value of the transaction is the interest payable on the borrowing. As the Loan is interest-free, there is no amount at risk to the Group.

Save for the First Loan, Second Loan, and the proposed debt conversion announced by the Company on 10 December 2024, there are no other interested person transactions (excluding transactions less than S\$100,000) entered into by the Group with LHPL or its associates or other interested persons (for the current financial year ending 31 December 2025) as at the date of this announcement.

7. STATEMENT OF THE AUDIT COMMITTEE

The Audit Committee of the Company, having considered the terms of and the rationale for the Loan, are of the opinion that the transaction was conducted on an arm's length basis and on normal commercial terms, and is not prejudicial to the interests of the Company and its minority shareholders. In arriving at this view, the Audit Committee of the Company has taken into consideration, among others, accessibility to bank loans by the Group and interest rates of unsecured private loans in the market.

8. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

Save for their respective shareholdings in the Company and as disclosed, none of the Directors or controlling shareholders of the Company or their respective associates have any direct or indirect interest in the Loan.

9. 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 Loan Agreement, 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.

BY ORDER OF THE BOARD

Herry Pudjianto
Executive Chairman & Chief Executive Officer
13 November 2025

MEDIA CONTACT

For media queries, please contact:

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*This announcement has been reviewed by the Company's sponsor, SAC Capital Private Limited ("**Sponsor**"). This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited ("**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.*

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