

## EXIT OFFER

in connection with

### THE PROPOSED VOLUNTARY DELISTING OF HEALTHWAY MEDICAL CORPORATION LIMITED FROM THE OFFICIAL LIST OF THE CATALIST BOARD OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

by



**OVERSEA-CHINESE BANKING CORPORATION LIMITED**  
(Company Registration No. 193200032W)  
(Incorporated in Singapore)

for and on behalf of

**OUEH INVESTMENTS PTE. LTD.**  
(Company Registration No. 202320619N)  
(Incorporated in the Republic of Singapore)

to acquire all the issued and paid-up ordinary shares in the capital of

**HEALTHWAY MEDICAL CORPORATION LIMITED**  
(Company Registration No. 200708625C)  
(Incorporated in the Republic of Singapore)

other than those already owned, controlled or agreed to be acquired  
by the Offeror and the parties acting in concert with it

### CLOSE OF EXIT OFFER AND FINAL LEVEL OF ACCEPTANCES

#### 1. INTRODUCTION

Oversea-Chinese Banking Corporation Limited ("**OCBC Bank**") refers to:

- (a) the exit offer letter dated 5 September 2023 (the "**Exit Offer Letter**") in relation to the exit offer (the "**Exit Offer**") by OCBC Bank, for and on behalf of OUEH Investments Pte. Ltd. (the "**Offeror**"), to acquire all the issued and paid-up ordinary shares (the "**Shares**") in the capital of Healthway Medical Corporation Limited (the "**Company**") (excluding treasury shares) held by shareholders of the Company (the "**Shareholders**"), other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it (collectively, the "**Offeror Concert Party Group**") as at the date of the Exit Offer (the "**Offer Shares**", and Shareholders other than the Offeror Concert Party Group, "**Offer Shareholders**");
- (b) the announcement released by OCBC Bank, for and on behalf of the Offeror, on 27 September 2023 in relation to, *inter alia*, the satisfaction of the Minimum Acceptance Condition;

- (c) the announcement released by the Company on 28 September 2023 in relation to the results of the extraordinary general meeting of the Company held on 28 September 2023;
- (d) the announcement released by OCBC Bank, for and on behalf of the Offeror, on 28 September 2023 in relation to the Exit Offer being declared unconditional in all respects;
- (e) the announcement released by OCBC Bank, for and on behalf of the Offeror, on 10 October 2023 in relation to the extension of the Exit Offer; and
- (f) the announcement released by the Company on 16 October 2023 in relation to the Company having received a letter from the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") indicating that the SGX-ST has no objection to the voluntary delisting of the Company (the "**Delisting**") from the Official List of the Catalist of the SGX-ST (the "**SGX-ST Approval Announcement**").

Unless otherwise defined, capitalised terms used herein shall have the same meanings as given to them in the Exit Offer Letter.

## **2. CLOSE OF THE EXIT OFFER**

OCBC Bank wishes to announce, for and on behalf of the Offeror, that the Exit Offer has closed at 5.30 p.m. (Singapore time) on 26 October 2023 (the "**Final Closing Date**").

**Accordingly, the Exit Offer is no longer open for acceptances and any acceptances received after 5.30 p.m. (Singapore time) on the Final Closing Date will be rejected.**

### 3. FINAL LEVEL OF ACCEPTANCES OF THE EXIT OFFER

OCBC Bank wishes to announce, for and on behalf of the Offeror, that as at 5.30 p.m. (Singapore time) on 26 October 2023, the total number of Shares (a) held before the offer period; (b) acquired or agreed to be acquired during the offer period; and (c) for which valid acceptances of the Exit Offer have been received, are as follows:

	<b>Number of Shares</b>	<b>Percentage of issued Shares (%)<sup>(1)(2)</sup></b>
Shares held by the Offeror Concert Party Group as at 3 July 2023, being the Joint Announcement Date	1,918,360,165 <sup>(3)</sup>	42.30 <sup>(3)</sup>
Shares acquired or agreed to be acquired by the Offeror Concert Party Group (other than pursuant to valid acceptances of the Exit Offer) between 3 July 2023 up to 5.30 p.m. (Singapore time) on 26 October 2023, both dates inclusive	-	-
Valid acceptances of the Exit Offer as at 5.30 p.m. (Singapore time) on 26 October 2023 received from the Offeror Concert Party Group	-	-
Valid acceptances of the Exit Offer as at 5.30 p.m. (Singapore time) on 26 October 2023 received from Shareholders other than the Offeror Concert Party Group	1,189,993,563	26.24
<b>Total</b>	<b>3,108,353,728</b>	<b>68.53</b>

#### Notes:

- (1) In this Announcement, all shareholding percentages in the Company are calculated based on a total number of 4,535,571,100 Shares in issue as at the date of this Announcement and are rounded to the nearest two (2) decimal places. The Company does not hold any treasury shares as at the date of this Announcement.
- (2) Any discrepancies in the table between the listed amounts and the totals thereof are due to rounding.
- (3) As announced by OCBC Bank on behalf of the Offeror on 20 July 2023, Mr. Chen Yi Chung, who is regarded to be a member of the Offeror Concert Party Group, sold 400,000 Shares on 3 July 2023, representing approximately 0.0088% of the total number of issued Shares in the Company. The Shares held by the Offeror Concert Party Group as at 3 July 2023 does not include such Shares sold by Mr. Chen Yi Chung.

### 4. RESULTANT SHAREHOLDING

Accordingly, based on information available to the Offeror, as at 5.30 p.m. (Singapore time) on 26 October 2023, the Offeror and its Concert Parties owned, controlled or have agreed to acquire (including by way of valid acceptances of the Exit Offer) an aggregate of 3,108,353,728 Shares, representing approximately 68.53% of the total number of issued Shares.

## 5. SGX-ST APPROVAL FOR THE DELISTING

As stated in the SGX-ST Approval Announcement, the Company had, on 13 October 2023, received a letter dated 9 October 2023 from the SGX-ST indicating that the SGX-ST has no objection to the Delisting subject to certain conditions which have been met as at the date of the SGX-ST Approval Announcement. Shareholders should note that the SGX-ST's decision is not an indication of the merits of the proposed Delisting.

Following the receipt of the SGX-ST's no-objection letter, the Company will be delisted from the Official List of the Catalist of the SGX-ST, the date and time of which will be announced by the Company in due course.

## 6. RESPONSIBILITY STATEMENT

Each of the OUEH Directors and the Offeror Directors (including any who may have delegated 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 (other than those relating to the Company and any opinion expressed by the Company) are fair and accurate and that, where appropriate, no material facts have been omitted from this Announcement, the omission of which would make any statement in this Announcement misleading and they hereby collectively and individually accept full responsibility. 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 OUEH Directors and the Offeror 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.

Issued by

**Oversea-Chinese Banking Corporation Limited**

For and on behalf of

**OUEH Investments Pte. Ltd.**

26 October 2023

**Any enquiries relating to this Announcement or the Delisting and Exit Offer should be directed during office hours to Oversea-Chinese Banking Corporation Limited's helpline at 6530 1275.**

### **Forward-Looking Statements**

*All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "shall", "should", "could", "may" and "might". These statements reflect the Company and/or the Offeror's current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results or outcomes may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and none of the Company, OUEH, the Offeror, the Directors, the OUEH Directors, the Offeror Directors or OCBC Bank undertakes any obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.*

### **Disclosure of Dealings**

*The associates (as defined under the Code, and which includes all substantial shareholders) of the Company and the Offeror are hereby reminded to disclose their dealings in any securities of the Company in accordance with Rule 12 of the Code.*