

OEL (HOLDINGS) LIMITED (Incorporated in the Republic of Singapore) (Unique Entity Number: 198403368H)

PROPOSED CAPITALISATION

1. INTRODUCTION

The Board of Directors (the **"Board**") of OEL (Holdings) Limited (the **"Company"** and together with its subsidiaries, the **"Group**") wishes to announce that the Company has on 8 January 2024 entered into the following:

- (a) a conditional capitalisation deed dated 8 January 2024 (the "ZJ Conditional Capitalisation Deed") with Dr. Zhang Jian, the Executive Chairman and a substantial shareholder of the Company, pursuant to which the Company agreed, subject to and upon the terms and conditions set out therein, to capitalise the ZJ Loan Outstanding Amount (as defined herein) via the allotment and issuance of 145,285,714 new Shares (as defined herein) (the "ZJ Capitalisation Shares") at S\$0.007 per Share (the "Capitalisation Price") to Dr. Zhang Jian, credited as fully paid-up and free from any mortgage, charge, security interest, lien, pledge, assignment by way of security, equity, claim, right of first refusal, right of pre-emption, option, covenant, restriction, reservation, lease, trust, order, decree, judgment, title defect (including retention of title claim), conflicting claim of ownership or any other encumbrance of any nature whatsoever (whether or not perfected other than liens arising by operation of law) ("Encumbrance"), in full repayment and discharge of the ZJ Loan Outstanding Amount;
- (b) a conditional capitalisation deed dated 8 January 2024 (the "ZYL Conditional Capitalisation Deed") with Ms. Zhang Yulei, pursuant to which the Company agreed, subject to and upon the terms and conditions set out therein, to capitalise the ZYL Loan (as defined herein) via the allotment and issuance of 71,428,571 new Shares (the "ZYL Capitalisation Shares") at the Capitalisation Price to Ms. Zhang Yulei, credited as fully paid-up and free from any Encumbrance, in full repayment and discharge of the ZYL Loan;
- (c) a conditional novation and capitalisation deed dated 8 January 2024 with Mr. Zhang Yunhai, pursuant to which:
 - AJJ Healthcare Management Pte. Ltd. ("AJJ"), a subsidiary of the Company, the Company and Mr. Zhang Yunhai agreed, subject to and upon the terms and conditions set out therein, for ZYH Loan (as defined herein) to be novated from AJJ to the Company; and
 - (ii) the Company agreed, subject to and upon the terms and conditions set out therein, to capitalise the ZYH Loan Outstanding Amount (as defined herein) via the allotment and issuance of 58,037,143 new Shares (the "ZYH Capitalisation Shares") at the Capitalisation Price to Mr. Zhang Yunhai, credited as fully paid-up and free from any Encumbrance, in full repayment and discharge of the ZYH Loan Outstanding Amount,

(the "ZYH Conditional Novation and Capitalisation Deed");

- (d) a conditional novation and capitalisation deed dated 8 January 2024 with Mr. Chua June Gay, pursuant to which:
 - AJJ, the Company and Mr. Chua June Gay agreed, subject to and upon the terms and conditions set out therein, for the Acquisition Consideration (as defined herein) to be novated from AJJ to the Company; and
 - (ii) the Company agreed, subject to and upon the terms and conditions set out therein, to capitalise S\$200,000 of the Acquisition Consideration (the "Capitalised Acquisition Consideration") via the allotment and issuance of 28,571,429 new Shares (the "CJG Capitalisation Shares") at the Capitalisation Price to Mr. Chua June Gay, credited as fully paid-up and free from any Encumbrance, in full repayment and discharge of the Capitalised Acquisition Consideration,

(the "CJG Conditional Novation and Capitalisation Deed") and

(e) a conditional capitalisation deed dated 8 January 2024 (the "Sponsor Conditional Capitalisation Deed", and together with the ZJ Conditional Capitalisation Deed, the ZYL Conditional Capitalisation Deed, the ZYH Conditional Novation and Capitalisation Deed and the CJG Conditional Novation and Capitalisation Deed, collectively, the "Conditional Capitalisation Deeds", and each a "Conditional Capitalisation Deed") with Evolve Capital Advisory Private Limited ("Sponsor"), pursuant to which the Company agreed, subject to and upon the terms and conditions set out therein, to capitalise half of the Outstanding Sponsor Fees (as defined herein), amounting to S\$39,501 (the "Outstanding Sponsor Fees Capitalised Amount", and together with the ZJ Loan Outstanding Amount, the ZYL Loan, the ZYH Loan Outstanding Amount and the Capitalised Acquisition Consideration, collectively, the "Outstanding Amounts", and each an "Outstanding Amount"), via the allotment and issuance of 5,643,000 new Shares (the "Sponsor Capitalisation Shares", and together with the ZJ Capitalisation Shares, the ZYL Capitalisation Shares, the ZYH Capitalisation Shares, the CJG Capitalisation Shares and the Sponsor Capitalisation Shares, collectively, the "Capitalisation Shares") at the Capitalisation Price to the Sponsor, credited as fully paid-up and free from any Encumbrance, in full repayment and discharge of the Outstanding Sponsor Fees Capitalised Amount.

2. THE PROPOSED CAPITALISATION

2.1 Background

2.1.1 <u>ZJ Loan</u>

As announced on 2 April 2023, the Company and Dr. Zhang Jian had on 1 April 2023 entered into a loan agreement, pursuant to which Dr. Zhang Jian extended to the Company an interest-free shareholder's loan of S\$1,400,000 (the "**ZJ Loan**"), of which S\$1,017,000 remains owing by the Company as at the date of the ZJ Conditional Capitalisation Deed (the "**ZJ Loan**"). The ZJ Loan is due for full repayment on the date falling 399 days from the date of disbursement by Dr. Zhang Jian.

Please refer to the Company's announcement on 2 April 2023 (SGXNet Announcement No. SG230402OTHRK50K) for further information on the ZJ Loan.

2.1.2 <u>ZYL Loan</u>

As announced on 28 August 2023, the Company and Ms. Zhang Yulei, the Chief Strategy Officer of the Company and the daughter of Dr. Zhang Jian, had on 28 August 2023 entered into a loan agreement, pursuant to which Ms. Zhang Yulei extended to the Company an interest-free loan of S\$500,000, the entire amount of which remains owing by the Company as at the date of the ZYL Conditional Capitalisation Deed (the "**ZYL Loan**"). The ZYL Loan is due for full repayment on the date falling 399 days from the date of disbursement by Ms. Zhang Yulei.

Please refer to the Company's announcement on 28 August 2023 (SGXNet Announcement No. SG2308280THRAZ7Y) for further information on the ZYL Loan.

2.1.3 <u>ZYH Loan</u>

As announced on 23 November 2022, AJJ and Mr. Zhang Yunhai had on 23 November 2022 entered into a loan agreement, pursuant to which Mr. Zhang Yunhai extended to AJJ a loan of S\$400,000 at a fixed interest rate of 1.6% per annum (the "**ZYH Loan**"), the entire amount of which as well as accrued interest amounting to S\$6,260 remain owing by the Company (as a result of the novation from AJJ to the Company pursuant to the ZYH Conditional Novation and Capitalisation Deed) as at the date of the ZYH Conditional Novation and Capitalisation Deed (the "**ZYH Loan Outstanding Amount**").

Please refer to the Company's announcement on 23 November 2022 (SGXNet Announcement No. SG221123OTHRFJX4) for further information on the ZYH Loan.

2.1.4 Acquisition Consideration

As announced on 7 August 2023, AJJ completed the acquisition of 70.0% of the shareholding interests in Quest Asia Technologies Pte. Ltd. ("Quest Asia") from Mr. Chua June Gay and Ms. Wang Limei, resulting in Quest Asia becoming an indirect subsidiary of the Company (the "Quest Acquisition"). The consideration payable by AJJ to Mr. Chua June Gay in connection with the Quest Acquisition is \$\$335,250 (the "Acquisition Consideration"), all of which remains owing by the Company (as a result of the novation of the Acquisition Consideration from AJJ to the Company pursuant to the CJG Conditional Novation and Capitalisation Deed) as at the date of the CJG Conditional Novation and Capitalisation Deed.

Please refer to the Company's announcements dated 16 June 2023 (SGXNet Announcement No. SG230616OTHR5IOJ) and 7 August 2023 (SGXNet Announcement No. SG230807OTHRJMEF) for more information on the Quest Acquisition.

2.1.5 Unpaid Sponsor Fees

As at the date of the Sponsor Conditional Capitalisation Deed, the Company owes the Sponsor a total of S\$79,002 (the **"Outstanding Sponsor Fees"**), which are outstanding professional fees for continuing sponsorship services.

2.1.6 Following the completion of the proposed capitalisation of (a) the ZJ Loan Outstanding Amount (the "Proposed ZJ Loan Capitalisation"); (b) the ZYL Loan (the "Proposed ZYL Loan Capitalisation"); (c) the ZYH Loan (the "Proposed ZYH Loan Capitalisation"); (d) the Capitalised Acquisition Consideration (the "Proposed Partial Acquisition Consideration Capitalisation"); and (e) the Outstanding Sponsor Fees ("Proposed Outstanding Sponsor Fees Capitalised Amount Capitalisation", and together with the Proposed ZJ Loan Capitalisation, the Proposed ZYL Loan Capitalisation, the Proposed ZYH Loan Capitalisation and the Proposed Partial Acquisition Consideration Capitalisation, the "Proposed Capitalisation"):

- the Capitalisation Shares will constitute approximately 24.86% of total enlarged issued share capital of the Company following the Proposed Capitalisation ("Enlarged Share Capital");
- (ii) the ZJ Capitalisation Shares will constitute approximately 11.69% of the Enlarged Share Capital;
- (iii) the ZYL Capitalisation Shares will constitute approximately 5.75% of the Enlarged Share Capital;
- (iv) the ZYH Capitalisation Shares will constitute approximately 4.67% of the Enlarged Share Capital;
- (v) the CJG Capitalisation Shares will constitute approximately 2.30% of the Enlarged Share Capital; and
- (vi) the Sponsor Capitalisation Shares will constitute approximately 0.45% of the Enlarged Share Capital.
- 2.1.7 The Capitalisation Price represents (a) a premium of approximately 16.7% to the price of S\$0.006, being the volume weighted average price of the ordinary shares in the capital of the Company ("Shares") for trades done on SGX-ST on 3 January 2024 (being the last full Market Day with trading volume before the date on which the Conditional Capitalisation Deeds were entered into), and (b) a premium of approximately 16.7% to the price of S\$0.006, being the volume weighted average price of the Shares for trades done on SGX-ST over a period of one month up to and including 3 January 2024.

2.2 **Rationale for the Proposed Capitalisation**

Spearheaded by AJJ and Quest Asia, each a subsidiary of the Company, the Group has emerged as innovators in Singapore's healthcare industry. Focused on various medical devices and complemented by cutting-edge digital, artificial intelligence ("**AI**") and robotic solutions, the Group has managed to build a robust product portfolio comprising over 6,000 products, and has managed to establish strategic partnerships with more than 35 global manufacturers, thus boosting its market influence as well as the flexibility of its supply chain.

The Board anticipates that 2024 will be a pivotal year for the Group in terms of expansion of the Group's influence in Singapore's healthcare industry and exploring new opportunities in Southeast Asia. The Group also intends to strengthen collaborations with global healthcare technology innovators to align with Singapore's national strategy of providing technologically advanced and cost-effective solutions enabled by AI. In addition, the Group is committed to enhancing its environmental, social and governance initiatives by investing in sustainable technologies and practices. With the foregoing plans, the Group plans to position itself at the forefront of innovation in the healthcare industry.

The Proposed Capitalisation facilitates the repayment of the ZJ Loan Outstanding Amount, the ZYL Loan, the ZYH Loan, the Capitalised Acquisition Consideration and the Outstanding Sponsor Fees. This will reduce the debt burden and overall gearing of the Group without adversely affecting its operating cash flow. Further, this will strengthen the Group's financial position and capital base, thereby increasing the Company's net asset value ("**NAV**") per Share and enhancing Shareholders' equity.

Based on the unaudited consolidated financial statements of the Group for the six months ended 30 June 2023, and assuming that the Capitalisation Shares are issued at the

Capitalisation Price, the Company's NAV per Share will improve from 0.02 cents to 0.20 cents.

With the strengthening of its balance sheet, the Group will be in a better position to negotiate for more favourable financing terms from financial institutions in respect of any funding requirements which may be required to achieve the objectives of the Group as described above. An improved balance sheet may also help the Company attract new investments to further its plans.

2.3 **Conditions Precedent**

Each Conditional Capitalisation Deed provides that completion of the Proposed ZJ Loan Capitalisation, the Proposed ZYL Loan Capitalisation, the Proposed ZYH Loan Capitalisation, the Proposed Partial Acquisition Consideration Capitalisation and the Proposed Outstanding Sponsor Fees Capitalised Amount Capitalisation, as applicable, is conditional upon the fulfilment of the following conditions precedent (the **"Conditions"**):

- (a) approval by the shareholders of the Company ("**Shareholders**") having been obtained;
- (b) the listing and quotation notice being obtained from SGX-ST approving, *inter alia*, the listing and quotation of the relevant Capitalisation Shares on the Catalist Board of SGX-ST and such approval not having been revoked or amended, and where such approval is subject to conditions ("Listing Conditions"), such Listing Conditions being acceptable to the Company and, if so acceptable, such Listing Conditions having been fulfilled on or before that date to the satisfaction of SGX-ST or waived by SGX-ST; and
- (c) the capitalisation of the relevant Outstanding Amount and the allotment and issuance, as well as the listing and quotation, of the relevant Capitalisation Shares on the Catalist Board of SGX-ST not being prohibited by any statute, order, rule, regulation, directive, notice or guideline promulgated or issued after the date of the relevant Conditional Capitalisation Deed by any legislative, executive or regulatory body or authority of the Republic of Singapore (including without limitation, SGX-ST, the Monetary Authority of Singapore and/or the Securities Industry Council of Singapore) or elsewhere which is applicable to the Company.

2.4 Shareholders' Approval under Chapters 8 and 9 of the Catalist Rules

2.4.1 **Specific Approval from Shareholders**

Section 161 of the Companies Act and Rule 805(1) of Section B of the listing manual of SGX-ST dealing with the rules of Catalist (the **"Catalist Rules"**) provide, *inter alia*, that an issuer must obtain the prior approval of shareholders in general meeting for the issue of shares or convertible securities or the grant of options carrying rights to subscribe for shares of the issuer unless the issue of shares or convertible securities or the grant of options carrying rights to subscribe for shares of the issuer is made pursuant to a general mandate previously obtained from shareholders of the issuer at a general meeting as provided in Rule 806 of the Catalist Rules.

As The ZYL Capitalisation Shares, the CJG Capitalisation Shares and the Sponsor Capitalisation Shares will not be issued pursuant to a general mandate, specific Shareholders' approval is required for the Proposed ZYH Loan Capitalisation, the Proposed Partial Acquisition Consideration Capitalisation and the Proposed Outstanding Sponsor Fees Capitalised Amount Capitalisation.

2.4.2 Placement to Restricted Persons

Rules 804 of the Catalist Rules provides, *inter alia*, that except in the case of an issue made on a *pro rata* basis to shareholders or a scheme referred to in Part VIII of Chapter 8 of the Catalist Rules, no director of an issuer, or associate of the director, may participate directly or indirectly in an issue of equity securities or convertible securities unless shareholders in general meeting have approved the specific allotment.

Rules 812(1) and (2) of the Catalist Rules further provide that an issue must not be placed to, *inter alia*, the issuer's directors, substantial shareholders and the immediate family members of the directors and substantial shareholders, unless specific shareholders' approval is obtained for such placement.

Dr. Zhang Jian is the Chairman and an executive director of the Company. He also holds an aggregate 14.81% shareholding interest in the Company and is, therefore, a substantial shareholder of the Company.

Ms. Zhang Yulei is the daughter of Dr. Zhang Jian.

Accordingly, each of Dr. Zhang Jian and Ms. Zhang Yulei is a person within the restrictions of Rules 804 and 812(1) of the Catalist Rules, and specific shareholders' approval is required for the Proposed ZJ Loan Capitalisation and the Proposed ZYL Loan Capitalisation.

2.4.3 Transfer of Controlling Interest

Rule 803 of the Catalist Rules provides that an issue must not issue securities to transfer a controlling interest without prior approval of its shareholders in general meeting. Under the Catalist Rules, a controlling shareholder is a person who directly or indirectly holds 15.0% or more of the nominal amount of all voting shares in the Company, or a person who in fact exercises control over the Company.

The allotment and issuance of the ZJ Capitalisation Shares will increase Dr. Zhang Jian's shareholding in the Company from 14.81% to 22.82% following the completion of the Proposed Capitalisation, resulting in Dr. Zhang Jian becoming a controlling shareholder of the Company after the completion of the Proposed Capitalisation. Accordingly, the Proposed ZJ Loan Capitalisation will constitute a transfer of controlling interest in the Company and is subject to Shareholders' approval.

2.4.4 Interested Person Transactions

Under Chapter 9 of the Catalist Rules, where a listed company or any of its subsidiaries or associated companies which is an "entity at risk" (as defined in the Catalist Rules) proposes to enter into a transaction which is an "interested person transaction" (as defined below) with the listed company's "interested persons" (as defined in the Catalist Rules), shareholders' approval and/or an immediate announcement is required in respect of that transaction if its value is equal to or exceeds certain financial thresholds set out in Chapter 9 of the Catalist Rules.

Pursuant to Rule 906 of the Catalist Rules, the approval of independent Shareholders (in addition to an immediate announcement) is required where:

- (a) the value of such transaction is equal to or exceeds 5.0% of the Group's latest audited NTA; or
- (b) the value of such transaction, when aggregated with the value of other transactions entered into with the same interested person during the same financial year, equals to

or exceeds 5.0% of the Group's latest audited NTA (such aggregation need not include any transaction that has been approved by Shareholders previously or is the subject of aggregation with another transaction that has been previously approved by Shareholders).

Based on the audited consolidated financial statements of the Group for the financial year ended 2022, the Group's latest audited NTA as of 31 December 2022 was approximately S\$1,107,000. The Proposed ZJ Loan Capitalisation represents approximately 91.87% of the Group's latest audited NTA, and the Proposed ZYL Loan Capitalisation represents approximately 45.17% of the Group's latest audited NTA.

As each of the Proposed ZJ Loan Capitalisation and the Proposed ZYL Loan Capitalisation constitutes an interested person transaction under Chapter 9 of the Catalist Rules and will each exceed 5.0% of the Group's latest audited NTA, it is subject to the approval of independent Shareholders in accordance with Rule 906(1)(a) of the Catalist Rules.

The Audit Committee of the Company will be obtaining an opinion from an independent financial adviser in relation to the Proposed ZJ Loan Capitalisation and the Proposed ZYL Loan Capitalisation, and will consider the opinion of the independent financial adviser before forming its view on whether the Proposed ZJ Loan Capitalisation and the Proposed ZYL Loan Capitalisation are on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders. The opinion of the independent financial adviser will be set out in the circular to be despatched to Shareholders (the "**Circular**") in due course, and the view of the Audit Committee will also be made known in the Circular.

2.4.5 **Shareholders' Approval**

For the reasons set out in paragraphs 2.4.1, 2.4.2, 2.4.3 and 2.4.4 above, Shareholders' approval is sought for the Proposed Capitalisation at an extraordinary general meeting to be convened (the "**EGM**"). Dr. Zhang Jian and his associates shall abstain from voting on the resolution relating to the Proposed Capitalisation at the EGM.

3. FINANCIAL EFFECTS OF THE PROPOSED CAPITALISATION

For illustrative purposes only and based on (a) the audited consolidated financial statements of the Company as of and for the financial year ended 31 December 2022 ("**FY2022**"), and (b) the unaudited consolidated financial statements of the Company as of and for the six months period ended 30 June 2023 ("**6M2023**"), the financial effects of the Proposed Capitalisation on the Group are set out below.

The analysis below has been prepared solely for illustrative purposes and does not purport to be indicative or a projection of the results and financial position of the Group after completion of the Proposed Capitalisation.

3.1 Share Capital

The effects of the Proposed Capitalisation on the share capital of the Company as of 31 December 2022 and 30 June 2023, respectively, are as follows:

	•	No. of Shares as of 30 June 2023	•
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Existing issued and paid-up share capital	933,802,074	42,745	933,802,074	42,745
Issuance of Capitalisation Shares pursuant to the Proposed Capitalisation	29,571,428	207	233,199,164	1,632
Enlarged issued and paid-up share capital after the Proposed Capitalisation	963,373,502	42,952	1,167,001,238	44,377

3.2 NAV per Share

For illustrative purposes only, the financial effects of the Proposed Capitalisation on the NAV of the Group, assuming that the Proposed Capitalisation had been completed on 31 December 2022 and 30 June 2023 respectively, are as follows:

	NAV per Share (cents) as of 31 December 2022	NAV per Share (cents) as of 30 June 2023
Before adjusting for the Proposed Capitalisation	0.12	0.02
After adjusting for the Proposed Capitalisation	0.14	0.20

3.3 Earnings per Share ("EPS")

For illustrative purposes only, the financial effects of the Proposed Capitalisation on the EPS of the Group, assuming that the Proposed Capitalisation had been completed at the beginning of FY2022 and 6M2023 respectively, are as follows:

	Basic EPS (cents) for FY2022	Diluted EPS (cents) for FY2022	Basic EPS (cents) for 6M2023	Diluted EPS (cents) for 6M2023
Before adjusting for the Proposed Capitalisation	(0.45)	(0.45)	(0.12)	(0.12)
After adjusting for the Proposed Capitalisation	(0.44)	(0.44)	(0.09)	(0.09)

3.4 Gearing

For illustrative purposes only, the financial effects of the Proposed Capitalisation on the gearing of the Group, assuming that the Proposed Capitalisation had been completed on 31 December 2022 and 30 June 2023 respectively, are as follows:

	Net Debt (S\$'000) as of 31 Decembe r 2022	Total Equity (S\$'000) as of 31 Decembe r 2022	Gearing ⁽¹⁾ (times) as of 31 Decembe r 2022	Net Debt (S\$'000) as of 30 June 2023	Total Equity (S\$'000) as of 30 June 2023	Gearing ⁽¹⁾ (times) as of 31 June 2023
Before adjusting for the Proposed Capitalisation	1,761	1,196	1.47	3,463	82	42.23
After adjusting for the Proposed Capitalisation	1,554	1,333 ⁽²⁾	1.17	1,827	1,718 ⁽²⁾	1.06

Notes:

- (1) Gearing means the ratio of net debt to equity attributable to the owners of the parent. Net debt means the aggregate amount of liabilities arising from banks and financial institutions, shareholder loans, trade and other payables and other liabilities, less cash and cash equivalents.
- (2) Computed based on (a) equity attributable to the owners of the Company as of 31 December 2022, adjusted for the Proposed Capitalisation, and (b) equity attributable to the owners of the Company as of 30 June 2023, adjusted for the Proposed Capitalisation, respectively.

4. ADDITIONAL LISTING APPLICATION

The Company will be submitting, through the Sponsor, an additional listing application to SGX-ST for permission for the listing and quotation of the Capitalisation Shares on the Catalist Board of SGX-ST. The Company will make the necessary announcement upon receipt of the listing and quotation notice from SGX-ST.

5. CIRCULAR

Further details on the Proposed Capitalisation will be set out in the Circular to be despatched to Shareholders in due course, together with a notice of the EGM that the Company proposes to convene for the purpose of seeking Shareholders' approval.

6. CAUTION IN TRADING

Shareholders and potential investors are advised to exercise caution in trading their Shares as there is no certainty or assurance as at the date of this announcement that the Proposed Capitalisation will be completed or that no changes will be made to the terms thereof. The Company will make the necessary announcements when there are further developments on the Proposed Capitalisation. Shareholders are advised to read this announcement and any further announcements by the Company carefully, and should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

Zhao Xin Chief Executive Officer and Executive Director 8 January 2024

This announcement has been prepared by the Company and has been reviewed by the Company's Sponsor, Evolve Capital Advisory Private Limited (the "**Sponsor**"). It has not been examined or approved by 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.

The contact person for the Sponsor is Mr. Jerry Chua (Telephone Number: +65 6241 6626) at Evolve Capital Advisory Private Limited, 138 Robinson Road, #13-02, Oxley Tower, Singapore 068906.