

SINGAPORE PAINCARE HOLDINGS LIMITED

Company Registration No.:201843233N
(Incorporated in the Republic of Singapore)

ANNOUNCEMENT PURSUANT TO RULE 706A OF THE CATALIST RULES

The Board of Directors (“**Board**”) of Singapore Paincare Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce the following transaction that occurred during the six-month financial period from 1 July 2023 to 31 December 2023, pursuant to Rule 706A of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist:-

A. ACQUISITION OF 100% OF THE TOTAL ISSUED SHARE CAPITAL OF BOON LAY CLINIC AND SURGERY PTE. LTD.

The Company had on 1 July 2023, acquired 100% of the total issued share capital of Boon Lay Clinic and Surgery Pte. Ltd. (“**Boon Lay**”) from Dr. Cynthia Chao Wen Pin (“**Dr. Cynthia**”) and Dr. Anthony Chao Tar Liang (collectively, with Dr. Cynthia Chao, the “**Vendors**”), for a cash consideration of S\$1,000,000 (the “**Consideration**”). Following the acquisition, Boon Lay became a wholly-owned subsidiary of the Company.

Boon Lay was incorporated in Singapore in 2014 and has a total issued and paid-up share capital of S\$100, comprising 100 ordinary shares.

The Consideration, which was satisfied in full on completion of the acquisition, was arrived at on a willing-buyer, willing-seller basis, after negotiation which were conducted at arms’ length between the Company and the Vendors after taking into consideration factors such as net asset value and past revenue and net profit of Boon Lay and the synergies between Boon Lay and the Group. The acquisition was funded fully by the proceeds raised from the Company’s initial public offer. The net asset value of Boon Lay was S\$303,204 as at 30 June 2022.

Please refer to the Company’s announcement dated 1 July 2023 for more information on Boon Lay.

B. INCORPORATION OF A 60% SUBSIDIARY, ALEXANDRA MEDICINE AND PAINCARE CLINIC PTE. LTD.

The Company and Dr. Seet Yu Shiang (“**Dr. Seet**”) had on 3 October 2023 incorporated a subsidiary in Singapore known as Alexandra Medicine and Paincare Clinic Pte. Ltd. (“**Alexandra**”).

Alexandra has a total issued and paid-up capital of S\$100.00 comprising 100 ordinary shares at S\$1.00 each, of which 60% of the issued share capital are held by the Company and the remaining 40% of the issued share capital are held by Dr. Seet. Alexandra is a 60% subsidiary of the Company upon its incorporation.

The principal activity of Alexandra is in the provision of clinic and other general medical services (Western).

The incorporation of Alexandra was funded through internal resources of the Group and is not expected to have any material impact on the consolidated net tangible assets and earnings per share of the Group for the current financial year ending 30 June 2024.

None of the Directors or the substantial shareholders or their respective associates has any interest, direct or indirect, in the incorporation of Alexandra (other than through their respective shareholding interests in the Company, if any).

C. ENTRY INTO A JOINT VENTURE

The Company, had on 4 July 2023 entered into a joint venture agreement (“**JVA**”) with Puxiang Medical Investment Co., Ltd 普祥医疗投资集团有限公司 (“**PMI**”) (formerly known as Beijing Puxiang Hospital Investment Management Co., Ltd) (the “**Joint Venture**”). Pursuant to the JVA, a joint venture company was to be incorporated in the People’s Republic of China to perform technical services related to pain care, training services, health consulting services or such other business as the parties may agree. Subsequently on 29 December 2023, the Company entered into an amended joint venture agreement (“**Amended JVA**”) to include Beijing Puxin Rui An Management Partnership (Limited Partnership) 北京普新瑞安启仁企业管理合伙企业（有限合伙） (“**BPRA**”) as a new party to the Joint Venture. The joint venture company, Beijing Puxin Hospital Management Limited 北京普新医院管理公司 (“**BPHM**”) was incorporated on 22 September 2023 with a total issued and paid up share capital of RMB 3 million comprising 3 million shares at RMB 1 each.

The shareholding proportion of BPHM is as follows:

| Name of shareholder | Registered capital (RMB '000) | Shareholding ratio |
|---------------------|----------------------------------|--------------------|
| PMI | 1,071 | 35.7% |
| Company | 1,029 | 34.3% |
| BPRA | 900 | 30.0% |
| Total | 3,000 | 100.0% |

Pursuant to the Amended JVA, BPHM has become a 34.3% associated company of the Company and the term of BPHM shall be indefinite.

The subscription of shares by the Company in BPHM was funded through internal resources of the Group and is not expected to have any material impact on the consolidated net tangible assets and earnings per share of the Group for the current financial year ending 30 June 2024.

Please refer to the Company’s announcements dated 6 July 2023 and 30 December 2023 for more information on the Joint Venture.

D. DISPOSAL OF TWO INDIRECT ASSOCIATED COMPANIES

The Company’s associate company, Sen Med Holdings Pte Ltd (“**Sen Med**”) had, on 29 December 2023, entered into a sale and purchase agreement (the “**SPA**”) to dispose 100% of the total equity interest in The Family Clinic @Towner Pte Ltd (“**TFC**”) as well as 100% of the total equity interest in X-ray + Medical Screening Pte Ltd (“**X-ray**”, together with TFC, collectively, the “**Target Companies**”) (the “**Disposal**”) to Stellark Health Pte Ltd (the “**Purchaser**”).

Subsequent to the completion of the Disposal, Sen Med no longer holds any equity interest in the Target Companies.

The aggregate consideration for the Disposal of 100% equity interest in the Target Companies is S\$80,000.00 (the “**Sale Consideration**”) and payable by the Purchaser to Sen Med fully in cash. Upon the execution of the SPA, the Purchaser made a partial payment of S\$20,000.00 with the remaining S\$60,000, payable on the date of completion. The Sale Consideration was arrived after arms’ length negotiations between Sen Med and the Purchaser on a willing-seller, willing-buyer basis, taking into account the financial position of the Target Companies. The net asset value of the Target Companies as at 30 September 2023 was S\$192,866. No valuation was conducted.

Please refer to the Company’s announcement dated 30 December 2023 for more information.

By Order of the Board

Lee Mun Kam Bernard
Executive Director and Chief Executive Officer
14 February 2024

This announcement has been prepared by the Company and reviewed by the Company's sponsor, Novus Corporate Finance Pte. Ltd. (the "**Sponsor**") in compliance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalist.

This announcement has not been examined or approved by 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 Mr. Pong Chen Yih, Chief Operating Officer, at 7 Temasek Boulevard, #18-03B Suntec Tower 1, Singapore 038987, telephone (65) 6950 2188.