CLEARBRIDGE HEALTH LIMITED
(Company Registration No.: 201001436C)
(Incorporated in the Republic of Singapore)

DISPOSAL OF SUBSIDIARY

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1. INTRODUCTION

The Board of Directors (the "**Board**") of Clearbridge Health Limited (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that its 80.2%-owned subsidiary, Clearbridge Medical Group Pte. Ltd. ("**CMG**"), has on 14 August 2026 entered into a share transfer agreement ("**Agreement**") with Tengfai (Hong Kong) Limited (the "**Purchaser**") for the sale by CMG and purchase by the Purchaser of 100% of the total issued and paid-up ordinary shares (the "**Sale Shares**") in Clearbridge Medical Hong Kong Corporation Limited ("**CMHK**") (the "**Disposal**"). [Completion of the Disposal took place on the same day.]

2. THE DISPOSAL

2.1 Information on the Purchaser

The Purchaser is a company incorporated in Hong Kong and is principally engaged in investment holding. As at the date of this announcement, the Purchaser does not hold any shareholding interest, direct or indirect, in the Company or any of its subsidiaries. Ong Kam Tin is the director and beneficial owner of the Purchaser and is a licensed general practitioner practicing in Causeway Bay, Hong Kong. The Purchaser and its director and beneficial owner are not connected to any of the directors, executive officers, substantial shareholders or controlling shareholders of the Company.

2.2 Information on CMHK

CMHK is a company incorporated in Hong Kong and is principally engaged in the provision of healthcare-related services. CMHK is the sole legal owner and operator of Clearbridge Medical Centre, a licensed family medicine general practitioner clinic (the "**Clinic**") located at Causeway Bay, Hong Kong. The Clinic provides healthcare services such as GP consultation, vaccination, health screening, pre-employment checkup, as well as the sale of supplement products and medical test kits.

CMHK holds 100% of total issued and paid-up capital of Shanghai Kai Zhun Health Management Co. Ltd ("**Shanghai Kai Zhun**") and Red Dot Health Technology (Shanghai) Co. Ltd ("**Red Dot Shanghai**"), both of which are dormant. In connection with the Disposal, Shanghai Kai Zhun is currently in the process of being deregistered and it is intended for Red Dot Shanghai to be transferred to RedDot Holding Co. Limited, a indirect whollyowned subsidiary of the Company. The transfer is in the process of being effected, pending completion of administrative requirements under the applicable laws of the People's Republic of China. Both Shanghai Kai Zhun and Red Dot Shanghai remain subsidiaries of CMHK as at the date of this announcement. Pending the completion of administrative procedures for such deregistration and transfer, it has been agreed between the Purchaser and CMG that the same shall not hold up completion of the Disposal.

Pursuant to an internal restructuring exercise undertaken on 30 April 2026, certain intercompany balances owing by CMHK to CMG and/or other entities within the Group were waived and capitalised, and certain assets and liabilities of CMHK were transferred to certain subsidiaries within the Group prior to the Disposal. The aforesaid intercompany balances arose substantially from operational funding and advances provided by CMG and/or other entities within the Group to support the operations of CMHK.

The Disposal is expected to result in a loss on disposal of approximately S$70,793. CMHK was in a net liabilities position of approximately S$164,297 as at 30 June 2026, of which approximately S$131,766 is attributable to the Company. The net loss of CMHK attributable to the Company for the six months ended 30 June 2026 ("**1H2026**") is approximately S$469,375.

2.3 **Consideration**

The consideration payable by the Purchaser to CMG for the Sale Shares shall be HKD260,000 (equivalent to S$42,414, based on an exchange rate of SGD 1: HKD6.13 as at 14 August 2026 (the "**Exchange Rate**")) ("**Consideration**").

The Consideration shall be payable by the Purchaser to CMG in two instalments by way of bank transfer or cheque as follows:

(a) the first instalment of HKD130,000 (equivalent to approximately S$21,207 based on the Exchange Rate, representing 50% of the Consideration) shall be payable on the date of completion of the Disposal. As the Disposal has been completed today, the abovementioned first instalment has been paid as at the date of this Announcement; and

(b) the second instalment of HKD130,000 (equivalent to approximately S$21,207 based on the Exchange Rate, representing 50% of the Consideration) shall be payable upon completion of repayment of the Existing Debts (as defined below).

The Consideration was arrived at on a willing-buyer and willing-seller basis, benchmarked against the net liabilities position of CMHK as at 30 June 2026, following the internal restructuring. The Company is of the view that the Consideration is fair and reasonable, having regard to the fact that retaining CMHK would require the Group to continue funding recurring operating costs in Hong Kong without certainty of profitability. The Purchaser will assume full responsibility for all ongoing operating costs of CMHK from the date of completion of the Disposal.

2.4 **Material Terms**

The Disposal includes, as part of its material terms, the closure of all non-clinic businesses in CMHK (being the sale of supplement products and medical test kits) and CMG bearing certain existing debts and liabilities of CMHK arising prior to the completion of the Disposal (the "**Existing Debts**").

Pursuant to the Agreement, CMG shall solely bear and discharge the Existing Debts, amounting to HKD240,335 (equivalent to approximately S$39,206, based on the Exchange Rate), within two months from the date of completion of the Disposal. The Existing Debts comprise third-party trade and operating liabilities of CMHK and do not form part of the intercompany balances which were capitalised and/or novated pursuant to the pre-disposal restructuring. The financial effect of the Existing Debts has been taken into account in the computation of the loss on disposal and the relevant Rule 1006 calculations set out in this Announcement.

The Existing Debts which CMG has undertaken to bear represent approximately half month recurring operating costs (such as staff costs, clinic rental and compliance obligations), and the Board is of the view that bearing such one-time obligation in exchange for a clean exit is commercially prudent.

No person will be appointed to the Board, and no service contract will be entered into by the Company in connection with the Disposal.

3. RATIONALE AND USE OF PROCEEDS

3.1 The Disposal will allow the Group to streamline its operations and improve cost efficiency to focus the Group's resources on its current operations. The Board is of the view that it is an opportune time for the Group to dispose of its loss-making assets to improve the Group's future financial position. This is particularly as retaining CMHK would cause the Group to continue to incur recurring operating costs in Hong Kong including rental, staffing and compliance obligations, with no certainty of profitability.

3.2 The proceeds derived from the Disposal shall be fully utilised as working capital to fund the operational expenses of the core business of the Group.

4. RELATIVE FIGURES UNDER RULE 1006 OF THE CATALIST RULES

4.1 Based on the latest announced unaudited consolidated financial statements of the Group for 1H2026, the relative figures computed pursuant to Rule 1006 of the Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") in respect of the Disposal are as follows:

Bases under Rule 1006 of the Catalist Rules		Relative Figure
(a)	Net value of the assets to be disposed of compared with the Group's net asset value	(1.96%) [(1)]
(b)	Net loss attributable to assets disposed of, compared with the Group's net loss	(32.35)% [(2)]
(c)	The aggregate value of the consideration received from such disposal compared with the Company's market capitalization based on the total number of issued shares excluding treasury shares	0.33% [(3)]
(d)	The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not Applicable
(e)	The aggregate volume of proved and probable reserves to be disposed of compared with the Group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets.	Not Applicable

Notes:

(1) Based on the Group's net asset value of approximately S$6,725,000 as at 30 June 2026 and the net liabilities of CMHK attributable to the Company of approximately S$131,766 as at 30 June 2026.

(2) Based on the Group's net loss before tax for 1H2026 of approximately S$1,451,000 and the net loss before tax attributable to CMHK of approximately S$469,375.

(3) Based on the Group's market capitalization which is determined by multiplying the number of ordinary shares in the capital of the Company ("**Shares**") in issue, being 6,443,731,237 Shares, by the volume-weighted average price of S$0.0020 per Share on 12 August 2026, being the last full market day on which Shares were traded preceding the date of the Agreement, and the aggregate value of the Consideration of HKD260,000 (equivalent to S$42,414, based on the Exchange Rate).

4.2 The absolute relative figures computed under Rule 1006 of the Catalist Rules exceed 5% but do not exceed 50%. The relative figures computed under Rule 1006(a) and (b) of the Catalist Rules involves a negative figure, and the loss on disposal of approximately S$70,793, representing approximately 5% of the Group's net loss before tax for 1H2026.

Based on the above, the Disposal falls within paragraph 4.4(c) and (e) of Practice Note 10A of the Catalist Rules, with the Disposal being treated as a discloseable transaction.

5. FINANCIAL EFFECTS

5.1 The pro forma financial effects of the Disposal are for illustrative purposes only and the pro forma financial effects have been prepared based on the audited consolidated financial statements of the Group for the financial year ended 31 December 2025 ("**FY2025**"), being the most recently completed financial year, and on the following key bases and assumptions:

(a) the financial effects of the Disposal on the net tangible assets ("**NTA**") per Share is computed on the assumption that the Disposal has been completed on 31 December 2025; and

(b) the financial effects of the Disposal on the earnings per share ("**EPS**") of the Group, is computed on the assumption that the Disposal has been completed on 1 January 2025.

5.2 NTA

Details on the NTA per Share of the Group before and after the Disposal are as follows:

	Before the Disposal	**After the Disposal**
NTA of the Group as at 31 December 2025 (S$'000)	1,098	907
Total number of issued and paid-up Shares	4,295,820,825	4,295,820,825
NTA per Share of the Group (S$ cents)	0.03	0.02

5.3 EPS

Details on the EPS of the Group before and after the Disposal are as follows:

	Before the Disposal	**After the Disposal**
Net loss for FY2025 attributable to Shareholders (S$'000)	(12,908)	(12,100)
Number of Shares	4,295,820,825	4,295,820,825

	Before the Disposal	After the Disposal
EPS (S$ cents)	(0.30)	(0.28)

6. INTEREST OF DIRECTORS AND CONTROLLING SHAREHOLDERS

6.1 None of the Directors and their respective associates have any interest, direct or indirect, in the Disposal, other than through their respective shareholding interest in the Company, if any.

6.2 The Directors have not received any notification of interest in the Disposal from any controlling shareholders of the Company and their respective associates, and are not aware of any controlling shareholders of the Company and their respective associates which has any interest, direct or indirect, in the Disposal, other than through their respective shareholding interests in the Company.

7. 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 Disposal, 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.

8. DOCUMENT AVAILABLE FOR INSPECTION

The 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 557177 for a period of three (3) months from the date of this announcement.

BY ORDER OF THE BOARD

Ong Choon Yi (Wang Junyi)
Executive Director and Group Chief Executive Officer

14 August 2026

*This announcement has been reviewed by the Company's sponsor, UOB Kay Hian Private Limited (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 Mr Lance Tan, Senior Vice President, at 83 Clemenceau Avenue, #10- 01 UE Square, Singapore 239920, telephone (65) 6590 6881.