

CLEARBRIDGE HEALTH LIMITED

(Company Registration No.: 201001436C)
(Incorporated in the Republic of Singapore)
(the “Company”)

PROPOSED PLACEMENT OF 2,147,910,412 NEW ORDINARY SHARES IN THE SHARE CAPITAL OF THE COMPANY

1. INTRODUCTION

- 1.1. The board of directors (“**Directors**” or “**Board**”) of Clearbridge Health Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that the Company had, on 10 June 2026, entered into subscription agreements (each a “**Subscription Agreement**”, and collectively, the “**Subscription Agreements**”) with each of the subscribers set out in paragraph 2.2 of this announcement (each a “**Subscriber**”, and collectively, the “**Subscribers**”).
- 1.2. Pursuant to the Subscription Agreements, the Subscribers have agreed to subscribe and pay for, and the Company have agreed to allot and issue to the Subscribers, an aggregate of 2,147,910,412 new ordinary shares in the share capital of the Company (each a “**Subscription Share**”, and collectively the “**Subscription Shares**”) at an issue price of S\$0.0018 (the “**Issue Price**”) for each Subscription Share, amounting to an aggregate sum of S\$3,866,238.74 (the “**Subscription Consideration**”) (the “**Proposed Placement**”).

2. DETAILS OF THE PROPOSED PLACEMENT

2.1. The Issue Price

The Issue Price of S\$0.0018 represents a premium of 80.00% to the volume weighted average price of S\$0.0010 based on trades done on 10 June 2026 on the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) being the full market day on which there was trading in the Shares up to the date on which the Subscription Agreements were executed.

The Issue Price was commercially agreed between the Company and the Subscribers after arm’s length negotiations and taking into account the recent trading performance of the Company and prevailing market conditions.

2.2. Details of the Subscribers and their respective subscriptions

- 2.2.1. Shareholders should note that information relating to the Subscribers in this paragraph and elsewhere in this announcement were provided by the Subscribers. The Company and the Directors have not independently verified the accuracy and correctness of such information herein.
- 2.2.2. The details of the Subscribers and their respective subscription of the Subscription Shares are as follows:

Name of Subscriber	Number of Subscription Shares subscribed	Shareholding as a percentage of enlarged issued share capital of the Company after Completion ⁽¹⁾	Subscription Consideration payable (S\$)
Ong Choon Yi	870,000,000	13.50%	S\$1,566,000
Vitters Sim Yu Xiong	961,910,412	14.93%	S\$1,731,438.74
Xu Tianwei	316,000,000	4.90%	S\$568,800
Total	2,147,910,412	33.33%	S\$3,866,238.74

Note:

- (1) *Based on the number of Subscription Shares divided by the enlarged issued and paid-up share capital of the Company of 6,443,731,237 Shares immediately after the Proposed Placement.*

As at the date of this announcement, none of the Subscribers hold any Shares in the Company.

2.2.3. Further information about the Subscribers is set out below:

Name of Subscriber	Background of the Subscriber
Ong Choon Yi	Mr Ong has more than 18 years of experience with corporate finance transactions and fund-raising on the capital markets. He was formerly Vice President (Equity Sales) in Maybank Securities for more than 15 years and is presently a non-executive director on the board of 2 other companies listed on SGX. Mr Ong is also a director of a consultancy company providing business and management advisory services, where he advises local and foreign companies on mergers and acquisitions and corporate finance transactions.
Vitters Sim Yu Xiong	Mr Sim was formerly Chief Financial Officer of a company listed on SGX and was also formerly a non-executive director on the board of a company listed on SGX.
Xu Tianwei	Ms Xu is involved in the management of business operations within the manufacturing sector in Singapore and Indonesia.

2.2.4. The Subscribers have expressed an interest to invest in the Company through the Proposed Placement for their own respective financial investment purposes. The Subscribers are contacts from the business network of the Company's management team and had been made aware of this investment through the Company's management team. The Subscribers currently do not have any connections or relationships (including business relationships) with the Group, any of the Directors and/or substantial shareholders of the Company. There is no introducer or commission fees payable in connection with the Proposed Placement.

2.2.5. The Subscribers have each represented and warranted to the Company, inter alia, that:

- (a) each of them is independent of, and not acting in concert (as defined in The Singapore Code on Take-overs and Mergers) with any other party to obtain or consolidate effective control in the Company through the subscription of the Subscription Shares;
- (b) each of them is not a Director or a substantial shareholder of the Company, an interested person as defined in Chapter 9 of the SGX-ST Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**") or any other person in the categories set out in Rule 812(1) of the Catalist Rules;
- (c) each of them, do not, directly or indirectly, hold any Shares as at the date of the relevant Subscription Agreements; and
- (d) each of them is subscribing for the Subscription Shares solely for the purposes of investment and solely for their own benefit and as principal (and not as an underwriter or a placement agent or a nominee or a trustee for any person) and has not entered into any arrangement or agreement to sell or otherwise dispose of any of the Subscription Shares to any person.

2.3. The Subscription Shares

2.3.1. Following Completion, the Company's issued share capital will increase from 4,295,820,825 Shares (excluding treasury shares) in the share capital of the Company ("**Shares**") to

6,443,731,237 Shares (excluding treasury shares). The Subscription Shares represent approximately 50% of the existing issued share capital of the Company comprising 4,295,820,825 Shares (excluding treasury shares) as at the date of this announcement and will represent approximately 33.33% (rounded to two decimal places) of the enlarged issued share capital of the Company of 6,443,731,237 Shares (excluding treasury shares), based on the assumption that there will be no changes to the number of Shares (excluding treasury shares) before Completion. The Company does not hold any treasury shares.

- 2.3.2. The Subscription Shares, when issued and delivered, will be free from all pre-emption rights, charges, liens and other encumbrances and with all rights and benefits attaching thereto and shall rank *pari passu* in all respects with the Shares existing as at the date of the issuance of the Subscription Shares save for dividends, rights, allotments or other distributions, the record date of which falls on or before the date of allotment and issuance of the Subscription Shares.
- 2.3.3. The Proposed Placement will not result in a transfer of controlling interest of the Company within the definition of Rule 803 of the Catalist Rules and there are no share borrowing arrangements for the Proposed Placement. The Proposed Placement is not expected to give rise to any material conflicts of interest.
- 2.3.4. As at the date of this announcement, the Company has outstanding 659,999,996 warrants with each warrant carrying the right to subscribe for 1 Share at an exercise price of S\$0.0024 for each Share. No adjustment to the exercise price and/or the number of the warrants will be required as a result of the Proposed Placement.

2.4. Mandate for the allotment and issuance of the Subscription Shares

- 2.4.1. The Subscription Shares will be allotted and issued pursuant to the general share issue mandate (the “**General Mandate**”) granted by shareholders of the Company to the Directors pursuant to Section 161 of the Companies Act 1967 of Singapore by way of an ordinary resolution passed at the annual general meeting of the Company held on 23 April 2026 (“**FY2025 AGM**”).
- 2.4.2. Under the General Mandate, the Directors are authorised to, *inter alia*, allot and issue new shares not exceeding 100.0% of the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time the General Mandate was passed, of which the aggregate number of shares to be issued other than on a pro-rata basis to the existing shareholders of the Company shall not exceed 50.0% (excluding treasury shares and subsidiary holdings), after adjusting for:
 - (a) any new Shares arising from the conversion or exercise of any convertible securities which were issued and outstanding or subsisting at the time the General Mandate was approved;
 - (b) any new Shares arising from exercising share options or vesting of share awards which were issued and outstanding or subsisting at the time the General Mandate was approved (provided that such options or awards were granted in compliance with the provisions of the Catalist Rules); and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares.
- 2.4.3. As at the date of this announcement, the Company has not issued any shares pursuant to the General Mandate and accordingly, the Company is authorised to issue up to 2,147,910,412 Shares other than on a pro-rata basis. The proposed allotment and issuance of 2,147,910,412 Subscription Shares falls within the limit of the General Mandate obtained at the FY2025 AGM, and represents approximately 50% of the issued share capital of the Company of 4,295,820,825 Shares at the time the approval for the General Mandate was granted.

2.5. Exemption from the prospectus requirement

The offer and allotment and issuance of the Subscription Shares is made pursuant to the exemption under Section 272B of the Securities and Futures Act 2001 (the “SFA”). As such, no prospectus or offer information statement will be issued by the Company in connection with the Proposed Placement.

2.6. Additional Listing Application

The Company will be making an application, through its continuing sponsor, UOB Kay Hian Private Limited, to the SGX-ST for the listing of and quotation for the Subscription Shares on the Catalist Board of the SGX-ST. The Company will make the necessary announcements in due course upon obtaining the listing and quotation notice in respect of the Subscription Shares from SGX-ST.

3. **OTHER SALIENT TERMS OF THE SUBSCRIPTION AGREEMENTS**

3.1. Completion

Subject to the terms and conditions of the Subscription Agreements, Completion shall take place on the date falling no later than the fifth (5th) business day after the satisfaction of the last of the conditions precedent to each of the Subscription Agreement or waived in accordance with the terms of each of the Subscription Agreement (as the case may be), or such other date as may be agreed in writing between the parties to the Subscription Agreement (the “**Completion Date**”).

3.2. Conditions Precedent

Completion of the Proposed Placement pursuant to the Subscription Agreement is conditional upon, amongst others, the following conditions:

- (a) the approval in-principle from the SGX-ST being obtained for the listing and quotation of the Subscription Shares and such approval not having been revoked or amended as at the Completion Date, and if the approval is granted subject to conditions, such conditions being reasonably acceptable to the Company, and to the extent that any conditions for the listing and quotation of the Subscription Shares are required to be fulfilled on or before Completion Date, they are so fulfilled;
- (b) payment of such amount equivalent to the Subscription Price having been made to the Company by way of cashier’s order by no later than 12 June 2026 or such other date to be mutually agreed in writing between the Parties, such cashier’s order to be held in the hands of the Company’s solicitors;
- (c) the Company obtaining such approval(s) from its board of Directors in connection with the Subscription Agreement and the transactions contemplated herein as may be necessary;
- (d) the allotment, issue, and subscription of the Subscription Shares by the Subscribers not being prohibited by any statute, order, rule, regulation or directive promulgated or issued hereafter by any legislative, executive or regulatory body or authority of Singapore;
- (e) the entry into and completion of the Proposed Placement not being in contravention of the Catalist Rules, the SFA and such other applicable laws and regulations;
- (f) the representations and warranties of the Company in the Subscription Agreement being true, accurate, and correct as if repeated on and as of the Completion Date, with reference to the then existing circumstances and the Company having performed in all of its obligations herein to be performed on or before the Completion Date;

- (g) the representations and warranties of the Subscriber in the Subscription Agreement being true, accurate, and correct as if repeated on and as of the Completion Date, with reference to the then existing circumstances and the Subscriber having performed in all of its obligations herein to be performed on or before the Completion Date;
- (h) save as otherwise agreed between the Company and the Subscriber, there not having been at any time prior to or on the Completion Date the occurrence of any of the following events:
 - (i) liquidation or bankruptcy of any of the Company and/or the Subscriber;
 - (ii) termination of substantially all or part of the business of the Company and/or any of its subsidiaries, by resolution of the general meeting of its shareholders;
 - (iii) appointment of any assignee, receiver or liquidator for substantially all or part of the assets or business of the Company and/or any of its subsidiaries; or
 - (iv) attachment, sequestration, execution or seizure of substantially all or part of the assets of the Company and/or any of its subsidiaries.

The cashier's orders for amounts equivalent to the Subscription Price has been provided by each Subscriber to the Company's solicitors as at the date of this announcement. As at Completion, the same shall be set-off against the Subscription Price.

3.3. Long-Stop Date

Each of the Subscription Agreements is subject to the long-stop date falling three (3) months after the date of the respective Subscription Agreements or any other date that the Subscriber may agree with the Company (the "**Long-Stop Date**"). The Subscription Agreements will terminate on or before the Long-Stop Date (or such later date as the Company and the Subscriber may agree in writing) if any of the conditions precedent set out in paragraph 0 of this announcement are not satisfied or mutually waived by the Company and the respective Subscriber, or the time for performance is not extended by mutual agreement of the Company and each Subscriber. In respect of which, neither of such Subscriber nor the Company shall have any claim against the other for costs, expenses, damages, losses, compensation or otherwise in respect of the subscription of the Subscription Shares by the Subscriber, save for any other rights or liabilities which have accrued prior to such termination, or which are expressed to apply after such termination.

3.4. Right to appoint Director

Pursuant to the terms of his Subscription Agreement, Mr Ong Choon Yi and Mr Vitters Sim Yu Xiong each have the right to nominate a person to the Board, provided always that such person shall (i) meet all applicable requirements for a director of a listed entity on the SGX-ST pursuant to the applicable laws and regulations and (ii) be considered suitable for the role as director by the Board, nominating committee and remuneration committee of the Company.

4. **RATIONALE FOR THE PROPOSED PLACEMENT**

- 4.1. The Company is proposing to undertake the Proposed Placement to raise funds to be utilised by the Group as general working capital. The Proposed Placement would strengthen the Group's financial position so that the Group can address any immediate business needs and maintain the competitiveness of the Group's business amidst an increasing challenging operating environment. In addition to enhancing the resilience of the Group's existing business, the Group is keen to procure and capitalise on business opportunities that would further the Group's strategic objectives and provide long-term growth and value for Shareholders. As such,

the Company is of the view that Proposed Placement is beneficial to and in the interest of the Company and the Group.

- 4.2. The estimated net proceeds from the Proposed Placement is approximately S\$3,766,000 (after deducting estimated fees and expenses of approximately S\$100,000) (“**Net Proceeds**”). The Company intends to utilise 100% of the Net Proceeds as general working capital.
- 4.3. Pending deployment of the Net Proceeds for such purposes, the Net Proceeds may be placed in deposits with financial institutions or invested in short-term money market instruments or used for any other purpose on a short-term basis as the Directors may in their absolute discretion deem fit in the interests of the Group.
- 4.4. The Company will make periodic announcements on the breakdown and utilisation of the Net Proceeds as and when the Net Proceeds are materially disbursed and whether such a use is in accordance with the stated use and in accordance with the percentage allocated. The Company will provide a status report on the use of the Net Proceeds in its annual report. Where there is any material deviation from the stated use of proceeds, the Company will announce the reasons for such deviation. Where the proceeds have been used for general corporate and/or working capital purposes, the Company will provide a breakdown with specific details on how the proceeds have been applied in the Company’s announcement(s) and its annual report(s).

5. FINANCIAL EFFECTS OF THE PROPOSED PLACEMENT

5.1. Assumptions

- 5.1.1. The pro forma financial effects of the Proposed Placement on the Company’s share capital and the Group’s net tangible assets (“**NTA**”) per Share and loss per Share (“**LPS**”) set forth below are strictly for illustrative purposes and are not indicative of the actual financial position and results of the Group following the completion of the Proposed Placement.
- 5.1.2. The pro forma financial effects of the Proposed Placement have been computed based on the audited financial statements of the Group for its financial year ended 31 December 2025 (“**FY2025**”) on the following bases and assumptions:
 - (a) the financial effects of the Proposed Placement on the NTA per Share is computed on the assumption that the Proposed Placement had been completed on 31 December 2025;
 - (b) the financial effects of the Proposed Placement on the LPS of the Company is computed on the assumption that the Proposed Placement had been completed on 1 January 2025; and
 - (c) the estimated fees and expenses (including professional fees in relation to the Proposed Placement) incurred by the Company in connection with the Proposed Placement is approximately S\$100,000.

5.2. Share Capital

	Before the Proposed Placement	After the Proposed Placement
Issued and paid-up share capital (S\$)	101,300,000	105,066,239
Number of Shares as at the date of announcement	4,295,820,825	6,443,731,237

	Before the Proposed Placement	After the Proposed Placement
(excluding treasury shares) ⁽¹⁾		

Note:

⁽¹⁾ As at the date of this announcement, the Company does not have treasury shares.

5.3. NTA per Share

	Before the Proposed Placement	After the Proposed Placement
NTA attributable to owners of the Company (S\$)	1,098,000	4,864,239
Number of Shares	4,295,820,825	6,443,731,237
NTA per Share of the Group (S\$ cents)	0.0256	0.0755

5.4. LPS per Share

	Before the Proposed Placement	After the Proposed Placement
Loss attributable to the owners of the Group (S\$)	(12,908,000)	(12,908,000)
Weighted average number of Shares	3,290,111,000	5,438,021,412
LPS per Share (S\$ cents)	(0.39)	(0.24)

6. CONFIRMATION BY DIRECTORS

6.1. In accordance with Rule 810(1)(c) of the Catalist Rules, the Directors are of the opinion that after taking into consideration:

- (a) the present bank facilities, the working capital available to the Group is sufficient to meet its present requirements, and the Proposed Placement is being undertaken for reasons provided in paragraph 0 above; and
- (b) the present bank facilities and the Net Proceeds arising from the Proposed Placement, the working capital available to the Group is sufficient to meet its present requirements.

6.2. Notwithstanding the above, the Company has decided to undertake the Proposed Placement as per the reasons set out in paragraph 4 above.

7. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors and their respective associates, and to the best of the knowledge of the

Directors, none of the substantial shareholders of the Company, as well as their respective associates, has any interest, whether direct or indirect, in the Proposed Placement (other than in his capacity as Director or shareholder of the Company, as the case may be).

8. 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 Proposed Placement, 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.

9. DOCUMENT AVAILABLE FOR INSPECTION

Copies of the Subscription Agreements are 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.

10. FURTHER ANNOUNCEMENTS

The Company will continue to keep shareholders updated and release announcements relating to the Proposed Placement (including any material developments and progress made) as may be appropriate from time to time.

11. CAUTIONARY STATEMENT

Shareholders should note that the Proposed Placement remains subject to, amongst others, fulfilment of the conditions precedent under the Subscription Agreements. There is no certainty or assurance that the conditions precedent for the Proposed Placement can be fulfilled or that the Proposed Placement will be undertaken at all. Shareholders and investors should consult their stockbrokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take or when dealing with their Shares or securities of the Company.

BY ORDER OF THE BOARD

Andrew John Lord
Lead Independent Director
10 June 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.