APPENDIX DATED 7 OCTOBER 2022

THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR ATTENTION. PLEASE READ IT CAREFULLY.

IF YOU ARE IN ANY DOUBT AS TO ITS CONTENTS OR THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

Capitalised terms appearing on the cover of this Appendix have the same meanings as defined herein.

This appendix ("**Appendix**") is circulated to the shareholders of Singapore Paincare Holdings Limited (the "**Company**"), together with the Company's annual report for the financial year ended 30 June 2022 ("**Annual Report**"). The notice of the Annual General Meeting and the accompanying proxy forms are enclosed with the Annual Report.

If you have sold or transferred all your ordinary shares (the "**Shares**") in the capital of the Company, you should immediately forward this Appendix, the notice of the Annual General Meeting and the accompanying proxy form immediately to the purchaser or the transferee, or to the bank, stockbroker or agent through whom you effected the sale or the transfer for onward transmission to the purchaser or the transferee.

This Appendix 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 Appendix has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Appendix, including the correctness of any of the statements or opinions made or reports contained in this Appendix.

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.

SINGAPORE PAINCARE HOLDINGS

Bringing pain relief closer to you

SINGAPORE PAINCARE HOLDINGS LIMITED

(Company Registration No. 201843233N)

(Incorporated in the Republic of Singapore)

APPENDIX TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED ADOPTION OF THE SHARE BUYBACK MANDATE

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DEFINITIONS

The following definitions apply throughout in this Appendix unless otherwise stated:

"AGM" or "Annual General Meeting"	:	The annual general meeting of the Company
"Annual Report"	:	The annual report of the Company for FY2022
"Appendix"	:	This appendix to Shareholders dated 7 October 2022 in respect of the proposed adoption of the Share Buyback Mandate
"Board" or "Board of Directors"	:	The board of Directors of the Company as at the date of this Appendix
"Catalist"	:	The sponsor-supervised listing platform of the SGX-ST
"Catalist Rules"	:	Section B of the Listing Manual of the SGX-ST, dealing with the rules of Catalist, as may be amended, varied or supplemented from time to time
"CDP"	:	The Central Depository (Pte) Limited
"CEO"	:	Chief executive officer of the Company
"Companies Act"	:	Companies Act 1967, as amended or modified from time to time
"Company"	:	Singapore Paincare Holdings Limited
"Constitution"	:	The constitution of the Company, as may be amended or modified from time to time
"Director"	:	A director of the Company as at the date of this Appendix or as appointed from time to time
"EPS"	:	Earnings per Share
"FY"	:	Financial year ended or ending 30 June (as the case may be)
"Group"	:	The Company and its subsidiaries
"Latest Practicable Date"	:	30 September 2022, being the latest practicable date prior to the printing of this Appendix
"Market Day"	:	A day on which the SGX-ST is open for trading in securities
"Market Purchases"	:	Has the meaning ascribed to it in Paragraph 2.4 of this Appendix
"NAV"	:	Net asset value

"NTA"	:	Net tangible assets
"Off-Market Purchases"	:	Has the meaning ascribed to it in Paragraph 2.4 of this Appendix
"Relevant Parties"	:	Has the meaning ascribed to it in Paragraph 2.11.4 of this Appendix
"Relevant Period"	:	The period commencing from the date on which the ordinary resolution in relation to the Share Buyback Mandate is passed in a general meeting and expiring on the earliest of (a) the date on which the next AGM is held or is required by law to be held, or (b) the date on which the purchases or acquisitions of Shares are carried out to the full extent of the Share Buyback Mandate, or (c) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Company in a general meeting
"Registrar"	:	The Registrar of Companies
"securities account"	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account
"Securities and Futures Act"	:	Securities and Futures Act 2001
"SGX-ST"	:	Singapore Exchange Securities Trading Limited
"Share Buyback Mandate"	:	A general mandate given by Shareholders to authorise the Directors to purchase or otherwise acquire, on behalf of the Company, Shares, within the Relevant Period, in accordance with the terms set out in this Appendix as well as the rules and regulations set forth in the Companies Act and the Catalist Rules
"Shareholders"	:	Persons who are registered as holders of Shares in the Register of Shareholders of the Company except that where the registered holder is CDP, the term "Shareholders" shall, where the context admits, mean the Depositors in the Depository Register maintained by CDP and into whose securities accounts those Shares are credited
"Shares"	:	Ordinary shares in the share capital of the Company
"SIC"	:	The Securities Industry Council of Singapore
"Sponsor"	:	Novus Corporate Finance Pte. Ltd.
"Take-over Code"	:	The Singapore Code on Take-overs and Mergers, as may be amended or modified from time to time

"%" or "per cent."	:	Percentage or per centum
"S$" or "cents"	:	Singapore dollars and cents respectively

The terms "**Depositor**" and "**Depository Register**" shall have the meanings ascribed to them, respectively, in Section 81SF of the Securities and Futures Act or any statutory modification thereof, as the case may be.

The expressions "**associate**", "**associated company**", "**subsidiary**", "**Controlling Shareholder**" and "**Substantial Shareholder**" shall have the meaning ascribed to them respectively in the Companies Act and the Catalist Rules.

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall, where applicable, include corporations.

Any reference in this Appendix to any enactment is a reference to that enactment for the time being amended or re-enacted. Any word defined under the Companies Act, the Securities and Futures Act and the Catalist Rules or any modification thereof and used in this Appendix shall, where applicable, have the meaning ascribed to it under the Companies Act, the Securities and Futures Act and the Catalist Rules or modification as the case may be.

Any reference in this Appendix to a time of day and date shall be a reference to Singapore time and date respectively, unless otherwise stated.

Any discrepancy with the tables in this Appendix between the listed amounts and the totals thereof is due to rounding.

SINGAPORE PAINCARE HOLDINGS LIMITED
(Company Registration No. 201843233N)
(Incorporated in the Republic of Singapore)

Board of Directors:

Ms. Lai Chin Yee *(Non-executive Chairman and Independent Director)*
Dr. Lee Mun Kam Bernard *(Executive Director*)
Dr. Loh Foo Keong Jeffrey *(Executive Director)*
Mr. Chong Weng Hoe *(Independent Non-Executive Director)*
Mr. Yap Beng Tat, Richard *(Independent Non-Executive Director)*
Dr. Lim Kah Meng *(Independent Non-Executive Director)*

Registered Office:

101 Cecil Street
Tong Eng Building #10-01
Singapore 069533

7 October 2022

To: The Shareholders of Singapore Paincare Holdings Limited

Dear Sir/Madam

PROPOSED ADOPTION OF THE SHARE BUYBACK MANDATE

1. INTRODUCTION

1.1 The Directors are proposing to seek Shareholders' approval at the forthcoming AGM for the proposed adoption of the Share Buyback Mandate.

1.2 The purpose of this Appendix is to provide Shareholders with information relating to, and to seek Shareholders' approval for, the proposed adoption of the Share Buyback Mandate to be tabled at the AGM. The notice of AGM is set out on pages 131 to 136 of the Annual Report.

1.3 The Sponsor and the SGX-ST assume no responsibility for the correctness of any of the statements or opinions expressed, or reports contained in this Appendix.

2. THE PROPOSED ADOPTION OF THE SHARE BUYBACK MANDATE

2.1 Introduction

The Companies Act allows a Singapore-incorporated company to purchase or otherwise acquire its issued ordinary shares, stocks and preference shares if the purchase or acquisition is permitted under the company's constitution. Any purchase or acquisition of Shares by the Company would have to be made in accordance with, and in the manner prescribed by, the Constitution, Companies Act, the Catalist Rules, the Take-over Code and such other laws and regulations as may, for the time being, be applicable. As the Company is listed on Catalist, it is also required to comply with Part XI of Chapter 8 of the Catalist Rules, which relates to the purchase or acquisition by an issuer of its own shares. Regulation 13B of the Constitution expressly permits the Company to purchase its issued Shares.

If approved by the Shareholders at the AGM, the authority conferred by the Share Buyback Mandate will take effect from the date of the AGM at which the adoption of the Share Buyback Mandate was approved ("**Approval Date**") and continue in force until the date of the next AGM of the Company or such date as the next AGM is required by law to be held, whereupon it will lapse, unless renewed at such meeting, or unless prior thereto, the share buybacks are carried out to the full extent mandated or the Share Buyback Mandate is revoked or varied by the Company in a general meeting.

2.2 Rationale for the Proposed Adoption of the Share Buyback Mandate

The Board is of the view that the proposed adoption of the Share Buyback Mandate would bring about the following advantages to the Company:

(a) provide the Company the flexibility to purchase or otherwise acquire its Shares if and when circumstances permit. Such flexibility would allow the Company and its Directors to better manage the Company's share capital structure, dividend payout and cash reserves;

(b) share buybacks by the Company is an expedient, effective and cost-efficient manner to facilitate the return of any surplus funds which are in excess of the Company's financial needs;

(c) mitigate short-term market volatility, offset the effects of short-term speculation and boost shareholders' confidence; and

(d) allow the Company to effectively manage and minimise the dilution impact, if any, that may be associated with any share-based incentive schemes of the Company. Any existing Shares may be purchased by the Company and Directors, to be held in treasury, and such treasury shares may consequently be transferred for the purposes of employee share schemes implemented by the Company.

The Directors will only effect the share purchases via Market Purchases or Off-Market Purchases if the share buyback is beneficial to the Company and the Shareholders, after taking into account factors such as the amount of cash available, the prevailing market conditions and the most cost-effective and efficient approach. The Directors do not propose to carry out purchases pursuant to the Share Buyback Mandate to such an extent that would, or in circumstances that might, result in a material adverse effect on the float, liquidity, orderly trading of the Shares and/or financial position of the Group.

2.3 Authority and Limits of the Share Buyback Mandate

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the Share Buyback Mandate are summarised below.

(a) Maximum Number of Shares

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company.

In accordance with Rule 867 of the Catalist Rules, the total number of Shares that may be purchased or acquired by the Company is limited to that number of Shares representing not more than 10% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) as at the date of the AGM at which the Share Buyback Mandate is approved, unless the Company has, at any time during the Relevant Period, effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, in which event, the total number of Shares shall be taken to be the total number of Shares as altered (excluding any treasury shares or subsidiary holdings that may be held by the Company from time to time).

For illustrative purposes only, on the basis of 179,623,416 Shares in issue (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date, and assuming no further Shares are issued on or prior to the AGM, not more than 17,962,341 Shares,

representing 10% of the issued ordinary Shares of the Company (excluding treasury shares and subsidiary holdings) as at the date of the AGM, may be purchased or acquired by the Company pursuant to the Share Buyback Mandate.

As at the Latest Practicable Date, the Company does not hold any treasury shares and there are no subsidiary holdings.

While the Share Buyback Mandate would authorise a purchase or acquisition of Shares up to the 10% limit, Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Buyback Mandate may not be carried out up to the full 10% limit as authorised, or at all. In particular, no purchase or acquisition of the Shares would be made in circumstances which would have or may have a material adverse effect on the float, liquidity, orderly trading of the Shares and/or financial position of the Group.

(b) Duration of Authority

Purchases or acquisitions of Shares may be made during the Relevant Period, at any time and from time to time, on and from the Approval Date, up to the earliest of:

(a) the date on which the next AGM is held or is required by law to be held;

(b) the date on which the purchases or acquisitions of Shares are carried out to the full extent of the Share Buyback Mandate; or

(c) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Shareholders in a general meeting.

The authority conferred on the Directors by the Share Buyback Mandate to purchase Shares may be renewed by Shareholders in the next AGM or any other general meeting of the Company.

2.4 Manner of Purchase or Acquisition of Shares

Purchases or acquisitions of Shares may be made by way of:

(a) on-market purchases ("**Market Purchases**"), transacted on the SGX-ST through the SGX-ST's trading system or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or

(b) off-market purchases ("**Off-Market Purchases**") in accordance with an equal access scheme(s), as defined in Section 76C of the Companies Act and which will satisfy all the conditions prescribed by the Companies Act and the Catalist Rules.

The Directors may impose such terms and conditions which are not inconsistent with the Share Buyback Mandate, the Catalist Rules, the Constitution and the Companies Act, as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. An Off-Market Purchase must also satisfy all of the following conditions as set out under the Companies Act:

(i) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;

(ii) all of those persons shall be given a reasonable opportunity to accept the offers made to them; and

(iii) the terms of all the offers shall be the same, except that there shall be disregarded (a) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements, (b) differences in consideration attributable to the fact that offers relate to Shares with different amounts remaining unpaid (if applicable) and (c) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

Rule 870 of the Catalist Rules further provides that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders which must contain at least the following information:

(1) the terms and conditions of the offer;

(2) the period and procedures for acceptances;

(3) the reasons for the proposed share buyback;

(4) the consequences, if any, of share purchases by the Company that will arise under the Take-over Code or other applicable take-over rules;

(5) whether the share buybacks, if made, could affect the listing of the Company's equity securities on the SGX-ST;

(6) details of any Share buybacks made by the Company in the previous 12 months (whether by way of Market Purchases or Off-Market Purchases in accordance with an equal access scheme), giving the total number of the Shares purchased, the purchase price per Share or the highest or lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and

(7) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

2.5 Maximum Purchase Price

The purchase price to be paid for the Shares will be determined by the Directors. However, the purchase price to be paid for the Shares pursuant to the share buyback (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) must not exceed:

(a) in the case of a Market Purchase, 105% of the Average Closing Market Price (as defined below); and

(b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Market Price (as defined below),

(the "**Maximum Price**") in either case, excluding related expenses of the purchase.

For the purposes of determining the Maximum Price:

"**Average Closing Market Price**" means the average of the closing market prices of a Share over the last five (5) Market Days on which transactions in the Shares were recorded, before the day on which the Market Purchase was made by the Company, or as the case may be, before the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five day period and the day on which the purchases are made;

"**day of the making of the offer**" means the day on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

2.6 Status of Purchased or Acquired Shares

Any Share which is purchased by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to that Share will expire on such cancellation), unless such Share is held by the Company as a treasury share to the extent permitted under the Companies Act. All Shares (excluding Shares held by Company as treasury shares) purchased by the Company will be automatically delisted by the SGX-ST, and certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of any such purchase. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased by the Company and which are not held as treasury shares. At the time of each purchase of Shares by the Company, the Directors will decide whether the Shares purchased will be cancelled or kept as treasury shares, or partly cancelled and partly kept as treasury shares, depending on the needs of the Company at that time.

2.7 Treasury Shares

Under the Companies Act, Shares purchased or otherwise acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act are summarised below:

(a) *Maximum Holdings*

The number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares. Any Shares in excess of this limit shall be disposed of or cancelled in accordance with the applicable provisions of the Companies Act.

(b) *Voting and Other Rights*

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of Shares as fully paid bonus shares in respect of treasury shares is allowed. Also, a subdivision or consolidation of any treasury share into treasury shares of a greater or smaller number, is allowed so long as the total value of the treasury shares after the

subdivision or consolidation is the same as the total value of the treasury shares before the subdivision or consolidation, as the case may be.

(c) *Disposal and Cancellation*

Where Shares are held as treasury shares, the Company may at any time:

(i) sell the treasury shares for cash;

(ii) transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for employees, Directors or other persons;

(iii) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;

(iv) cancel the treasury shares; or

(v) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance of Singapore.

Under the Catalist Rule 704(31), an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares (in each case, the "**Usage**"). Such announcement must include details such as the date of the Usage, the purpose of the Usage, the number of treasury shares comprised in the Usage, the number of treasury shares before and after the Usage, the percentage of the number of treasury shares against the total number of issued Shares (of the same class as the treasury shares) which are listed on the SGX-ST before and after the Usage, and the value of the treasury shares if they are used for a sale or transfer or cancelled.

2.8 Reporting and Catalist Rules Requirements

Within 30 days of the passing of a Shareholders' ordinary resolution to approve the purchases or acquisitions of Shares by the Company, the Company shall lodge a copy of such resolution with the Registrar.

Within 30 days of the cancellation or disposal of treasury shares in accordance with the provisions of the Companies Act, the Directors shall lodge with the Registrar the notice of cancellation or disposal of treasury shares in the prescribed form as required by the Registrar.

The Company shall notify the Registrar within 30 days of the purchase of Shares on the SGX-ST or otherwise. Such notification shall include the date of the purchases, the total number of Shares purchased by the Company, the number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued Share capital before the purchase of Shares and after the purchase of Shares, the amount of consideration paid by the Company for the purchases, whether the Shares were purchased out of profits or the capital of the Company and such other particulars as may be required in the prescribed form.

Rule 871 of the Catalist Rule specifies that a listed company shall announce all purchases or acquisitions of its shares via SGXNET not later than 9.00 a.m.,

(a) in the case of a Market Purchase, on the Market Day following the day of purchase or acquisition of any of its shares; and

(b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer.

The notification of such purchases or acquisition of Shares via SGXNET shall be in such form and shall include such details that the SGX-ST may prescribe. The Company shall make arrangements with its stockbrokers to ensure that they provide the Company in a timely fashion the necessary information which will enable the Company to make the notifications via SGXNET.

While the Catalist Rules do not expressly prohibit any purchases of shares by a listed company during any particular time or times, because the listed company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Buyback Mandate at any time after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information has been publicly announced. In particular, the Company will not purchase or acquire any Shares pursuant to the Share Buyback Mandate during the period commencing one (1) month before the announcement of the Company's half year and full year financial statements.

2.9 Source of Funds

In purchasing or acquiring Shares, the Company may only apply funds for the Share Buyback Mandate in accordance with the Companies Act, the Constitution and the applicable laws of Singapore. The Company may not buy Shares for a consideration other than cash or, in the case of a Market Purchase, for settlement otherwise than in accordance with the Catalist Rules. As stated in the Companies Act, the share buyback may be made out of the Company's profit or capital so long as the Company is solvent.

Pursuant to Section 76F(4) of the Companies Act, the Company is solvent if (a) there is no ground on which the company could be found to be unable to pay its debt; (b) if (i) it is intended to commence winding up of the company within the period of 12 months immediately after the date of the payment, the company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up; or (ii) it is not intended so to commence winding up, the company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment; and (c) the value of the company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the proposed purchase, acquisition, variation or release (as the case may be), become less than the value of its liabilities (including contingent liabilities).

The Company intends to use internal sources of funds, or a combination of internal resources and external borrowings, to finance purchases of Shares pursuant to the Share Buyback Mandate.

2.10 Financial Effects

(a) Assumptions

Shareholders should note that the financial effects on the Company and the Group arising from purchases or acquisitions of Shares which may be made pursuant to the Share Buyback Mandate will depend on, *inter alia*, the aggregate number of Shares purchased or acquired, the purchase prices paid at the relevant time, the amount (if any) borrowed by the Company to fund the purchases or acquisitions, whether the purchases or acquisition is made out of profits or capital, and whether the Shares purchased are held in treasury or cancelled.

It should be noted that where Shares are purchased or acquired, and cancelled:

(i) if the Shares are purchased or acquired entirely out of the capital of the Company, the Company shall reduce the amount of its Share capital by the total amount of the purchase price paid by the Company for the Shares (including brokerage, stamp duties, commission, applicable goods and services tax, clearance fees and other related expenses) (the "**Purchase Price**") and the amount available for the distribution of dividends by the Company will not be reduced;

(ii) if the Shares are purchased or acquired entirely out of profits of the Company, the Company shall reduce the amount of its profits and the amount available for distribution of dividends by the Purchase Price; or

(iii) where the Shares are purchased or acquired out of both the capital and the profits of the Company, the Company shall reduce the amount of its Share capital and profits proportionately by the Purchase Price.

The financial effects presented in this Paragraph are based on the assumptions set out below:

(i) Information as at the Latest Practicable Date

The Company has 179,623,416 Shares. The Company does not hold any treasury shares and there are no subsidiary holdings.

(ii) Illustrative Financial Effects

Purely for illustrative purposes, on the basis of 179,623,416 Shares in issue as at the Latest Practicable Date (excluding treasury shares and subsidiary holdings) and assuming no further Shares are issued and no Shares are held by the Company as treasury shares and there are no subsidiary holdings on or prior to the AGM, the purchase by the Company of 10% of its issued Shares will result in the purchase of 17,962,341 Shares.

In the case of Market Purchases by the Company and assuming that the Company purchases or acquires 17,962,341 Shares at the Maximum Price of S$0.2112 for each Share (being the price equivalent to 105% of the Average Closing Market Price of the Shares for the five Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 17,962,341 Shares is approximately S$3,793,646.

In the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 17,962,341 Shares at the Maximum Price of S$0.2414 for each Share (being the price equivalent to 120% of the Average Closing Market Price of the Shares for the five Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 17,962,341 Shares is approximately S$4,336,828;

(iii) the Share buyback will be funded by the Company solely from external borrowings;

(iv) the purchase or acquisition of Shares pursuant to the Share Buyback Mandate had taken place on 1 July 2021 for the purpose of computing the financial effects of the EPS of the Group;

(v) the purchase or acquisition of Shares pursuant to the Share Buyback Mandate had taken place on 30 June 2022 for the purpose of computing the financial effects on Shareholders' equity, NTA per Share and gearing of the Company and the Group; and

(vi) transaction costs incurred for the purchase or acquisition of Shares pursuant to the Share Buyback Mandate are insignificant and are ignored for the purpose of computing the financial effects.

(b) Pro Forma Financial Effects

For illustrative purposes only and on the basis of the assumptions set out above and assuming that the Share buybacks will be funded by the Company solely from its external borrowings, the financial effects of:

(1) the acquisition of 10% of the issued Shares, excluding treasury shares and subsidiary shares, comprising 17,962,341 Shares as at the Latest Practicable Date by the Company in a Market Purchase or Off-Market Purchase pursuant to the Share Buyback Mandate by way of purchases entirely out of capital and held as treasury shares; and

(2) the acquisition of 10% of the issued Shares, excluding treasury shares and subsidiary holdings, comprising 17,962,341 Shares as at the Latest Practicable Date, by the Company in a Market Purchase or Off-Market Purchase pursuant to the Share Buyback Mandate by way of purchases made entirely out of capital and cancelled,

on the audited financial statements of the Group and the Company for FY2022 are as follows:

(1) Purchases made entirely out of capital and held as treasury shares

	Group			Company		
		After Share Buyback			After Share Buyback	
	Before Share Buyback	Market Purchase	Off-Market Purchase	Before Share Buyback	Market Purchase	Off-Market Purchase
	S$'000	**S$'000**	**S$'000**	**S$'000**	**S$'000**	**S$'000**
As at 30 June 2022						
Share capital	25,684	21,890	21,347	25,684	21,890	21,347
Reserves	(5,376)	(5,376)	(5,376)	412	412	412
Retained earnings	5,801	5,801	5,801	2,919	2,919	2,919
Non-controlling interests	360	360	360	-	-	-
Total Equity	26,469	22,675	22,132	29,015	25,221	24,678
Intangible assets	10,407	10,407	10,407	110	110	110
NTA[(1)]	15,702	11,908	11,365	28,905	25,111	24,568
Current assets	19,033	19,033	19,033	11,777	11,777	11,777
Current liabilities	6,194	6,194	6,194	1,518	1,518	1,518
Total borrowings	2,902	6,696	7,239	2,688	6,482	7,025
Cash and cash equivalents	15,173	15,173	15,173	7,715	7,715	7,715
Number of shares ('000)	179,623	161,661	161,661	179,623	161,661	161,661
Number of treasury shares ('000)	-	(17,962)	(17,962)	-	(17,962)	(17,962)
Profit attributable to owners of the Company	3,901	3,901	3,901	2,628	2,628	2,628
Financial Ratios						
NTA per share (Cents)[(2)]	8.74	7.37	7.03	16.09	15.53	15.20
Gearing (times)[(3)]	0.11	0.30	0.33	0.09	0.26	0.28
Current ratio (times)[(4)]	3.07	3.07	3.07	7.76	7.76	7.76
EPS (Cents)[(5)]	2.17	2.41	2.41	1.46	1.63	1.63

Notes:

(1) NTA as disclosed above excludes non-controlling interests.

(2) NTA per Share is calculated based on NTA divided by the total number of Shares (excluding treasury shares) as at 30 June 2022.

(3) Gearing is calculated based on total borrowings divided by total equity.

(4) Current ratio is calculated based on current assets divided by current liabilities.

(5) EPS is calculated based on profit for the year (net of tax) attributable to the owners of the Company, divided by the weighted average number of Shares as at 30 June 2022.

(2) Purchases made entirely out of capital and cancelled

	Group			Company		
	Before Share Buyback	After Share Buyback		Before Share Buyback	After Share Buyback	
		Market Purchase	Off-Market Purchase		Market Purchase	Off-Market Purchase
	S$'000	**S$'000**	**S$'000**	**S$'000**	**S$'000**	**S$'000**
As at 30 June 2022						
Share capital	25,684	21,890	21,347	25,684	21,890	21,347
Reserves	(5,376)	(5,376)	(5,376)	412	412	412
Retained earnings	5,801	5,801	5,801	2,919	2,919	2,919
Non-controlling interests	360	360	360	-	-	-
Total equity	26,469	22,675	22,132	29,015	25,221	24,678
Intangible assets	10,407	10,407	10,407	110	110	110
NTA[(1)]	15,702	11,908	11,365	28,905	25,111	24,568
Current assets	19,033	19,033	19,033	11,777	11,777	11,777
Current liabilities	6,194	6,194	6,194	1,518	1,518	1,518
Total borrowings	2,902	6,696	7,239	2,688	6,482	7,025
Cash and cash equivalents	15,173	15,173	15,173	7,715	7,715	7,715
Total issued number of shares ('000)	179,623	161,661	161,661	179,623	161,661	161,661
Number of treasury shares ('000)	-	-	-	-	-	-
Profit attributable to owners of the Company (net of tax)	3,901	3,901	3,901	2,628	2,628	2,628
Financial Ratios						
NTA per share (Cents)[(2)]	8.74	7.37	7.03	16.09	15.53	15.20
Gearing (times)[(3)]	0.11	0.30	0.33	0.09	0.26	0.28
Current ratio (times)[(4)]	3.07	3.07	3.07	7.76	7.76	7.76
EPS (Cents)[(5)]	2.17	2.41	2.41	1.46	1.63	1.63

Notes:

(1) NTA as disclosed above excludes non-controlling interests.

(2) NTA per Share is calculated based on NTA divided by the total number of shares (excluding treasury shares) as at 30 June 2022.

(3) Gearing is calculated based on total borrowings divided by total equity.

(4) Current ratio is calculated based on current assets divided by current liabilities.

(5) EPS is calculated based on profit for the year attributable to the owners of the Company (net of tax), divided by the weighted average number of shares as at 30 June 2022**.**

The actual impact will depend on the number and price of the Shares bought back. As stated, the Directors do not propose to exercise the Share Buyback Mandate to such an extent that it would have a material adverse effect on the working capital requirements, financial position and/or gearing of the Group. The purchase of the Shares will only be effected after considering relevant factors such as the working capital requirement, availability of financial resources, the expansion and investment plans of the Group, and the prevailing market conditions. The Share Buyback Mandate will be exercised with a view to enhance the EPS and/or NTA per share of the Group.

Shareholders should note that the financial effects set out above, based on the respective aforesaid assumption, are purely for illustrative purposes only. In particular, it is important to note that the above analysis is based on the audited financial statement of the Company and the Group for FY2022, and is not necessarily representative of the future financial performance of the Company and the Group.

It should be noted that although the Share Buyback Mandate would authorise the Company to purchase or otherwise acquire up to 10% of the issued Shares, the Company may not necessarily purchase or acquire or be able to purchase or otherwise acquire the entire 10% of the issued Shares. In addition, the Company may cancel, or hold as treasury shares, all or part of the Shares purchased or otherwise acquired. The Company will take into account both financial and non-financial factors (for example, stock market conditions and the performance of the Shares) in assessing the relative impact of a share purchase before execution.

2.11 Take-over Code Implications

The Take-over Code implications arising from any purchase or acquisition by the Company of its Shares are set out below.

(a) Obligation to make a take-over offer

Rule 14 of the Take-over Code ("**Rule 14**") requires, *inter alia*, that except with the consent of the SIC, where:

(i) any person acquires, whether by a series of transactions over a period of time or not, shares which (taken together with shares held or acquired by persons acting in concert with him) carry 30% or more of the voting rights of a company; or

(ii) any person who, together with persons acting in concert with him, holds not less than 30% but not more than 50% of the voting rights and such person, or any person acting in concert with him, acquires in any period of six (6) months additional shares carrying more than 1% of the voting rights,

such person shall extend offers immediately, on the basis set out below to the holders of any class of shares in the capital of the company which carries votes and in which such person or person acting in concert with him hold shares. In addition to such person, each of the principal members of the group of persons acting in concert with him may, according to the circumstances of the case, have the obligation to extend an offer.

(b) Persons acting in concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through

the acquisition by any of them of shares in a company, to obtain or consolidate effective control of the company.

Unless the contrary is established, the following persons will*, inter alia*, be presumed to be acting in concert with each other under the Take-over Code:

(i) a company, its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the above companies, any company whose associated companies include any of the above companies and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights. For this purpose, a company is an associated company of another company if the second company owns or controls at least 20% but not more than 50% of the voting rights of the first-mentioned company;

(ii) a company with any of its directors, together with their close relatives, related trusts and any companies controlled by any of the directors, their close relatives and related trusts;

(iii) a company with any of its pension funds and employee share schemes;

(iv) a person with any investment company, unit trust or other fund in respect of the investment account which such person manages on a discretionary basis, but only in respect of the investment account which such person manages;

(v) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser;

(vi) directors of a company (together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts) which is subject to an offer or where the directors have reason to believe a bona fide offer for their company may be imminent;

(vii) partners; and

(viii) an individual, his close relatives, his related trusts, and any person who is accustomed to act according to his instructions, companies controlled by any of the above persons, and any person who has provided financial assistance (other than a bank in its ordinary course of business) to any of the above for the purchase of voting rights.

The circumstances under which Shareholders of the Company, including Directors and persons acting in concert with them respectively, will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code after a purchase or acquisition of Shares by the Company are set out in Appendix 2 of the Take-over Code.

(c) Effect of Rule 14 and Appendix 2 "Share Buyback Guidance Note" of the Take-over Code

Generally, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, Directors of the Company and persons acting in concert with them will incur an obligation to make a take-over offer for the Company under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, (i) the voting rights of such Directors and their concert parties would increase to 30% or more, or (ii) in the event that such Directors and their concert parties hold between 30% and 50% of the Company's voting rights, if the voting rights of such Directors and their concert parties would increase by more than one per cent. in any period of six months. In

calculating the percentages of voting rights of such Directors and their concert parties, treasury shares shall be excluded.

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its own Shares, (i) the voting rights of such Shareholder would increase to 30% or more, or, (ii) if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than one per cent. in any period of six months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Buyback Mandate.

Shareholders are advised to consult their professional advisers and/or the SIC at the earliest opportunity as to whether an obligation on them to make a mandatory take-over offer would arise by reason of any purchases or acquisitions of Shares by the Company.

(d) Application of the Take-over Code

As at the Latest Practicable Date, the details of the Directors and Substantial Shareholders of the Company are set out in Paragraph 3 below.

As at the Latest Practicable Date, Dr. Lee Mun Kam Bernard, the Executive Director and CEO of the Company, holds 48,701,500 Shares in the Company, representing 27.1% of the total number of issued Shares (excluding treasury shares) of the Company.

Assuming that there is no change in the number of Shares held or deemed to be held by Dr. Lee Mun Kam Bernard and his concert parties (collectively, the "**Relevant Parties**"), the purchase or acquisition by the Company of the maximum limit of 10% of the issued Shares of the Company (excluding treasury shares and any subsidiary holdings) will result in an increase in the aggregate shareholding interest of the Relevant Parties to 30.1%, being an amount over 30% of the voting rights of the Company. Accordingly, the Relevant Parties will be required to make a general offer under Rule 14 of the Take-over Code.

(e) Conditions for exemption from having to make a general offer under Rule 14 of the Take-over Code

Pursuant to Section 3(a) of Appendix 2 of the Take-over Code, the Relevant Parties will be exempted from the requirement to make a general offer under Rule 14 of the Take-over Code as a result of any Share buyback carried out by the Company pursuant to the Share Buyback Mandate, subject to the following conditions:

(i) the circular to Shareholders seeking their approval for the Share Buyback Mandate will contain:

A. advice to the effect that by voting in favour of the resolution to approve the Share Buyback Mandate, Shareholders are waiving their right to a general offer at the required price from the Relevant Parties; and

B. the names and voting rights of the Relevant Parties as at the time of the resolution and after the Company exercises the power under the Share Buyback Mandate;

(ii) the resolution to authorise the Share Buyback Mandate is approved by a majority of Shareholders who are present and voting at the AGM on a poll who could not become obliged to make an offer as a result of the share buyback;

(iii) the Relevant Parties will abstain from voting for and/or recommending Shareholders to vote in favour of the resolution to approve the Share Buyback Mandate;

(iv) within seven (7) days after the passing of the resolution to approve the Share Buyback Mandate, Dr. Lee Mun Kam Bernard submits to the SIC a duly signed form as prescribed by the SIC;

(v) the Relevant Parties have not acquired and will not acquire any Shares between the date on which they know that the announcement of the Share Buyback Mandate is imminent and the earlier of:

A. the date on which the authority of the Share Buyback Mandate expires; and

B. the date on which the Company announces it has brought back such number of Shares as authorised by the Share Buyback Mandate or it has decided to cease buying back its Shares, as the case may be,

if such acquisitions, taken together with the buyback, would cause their aggregate voting rights to increase to 30% or more; and

(vi) the Relevant Parties, together holding between 30% and 50% of the Company's voting rights, not to have acquired and not to acquire any Shares between the date on which they know that the announcement of the Share Buyback Mandate is imminent and the earlier of:

A. the date on which the authority of the Share Buyback Mandate expires; and

B. the date on which the Company announces it has bought back such number of Shares as authorised by the Share Buyback Mandate or it has decided to cease buying back its Shares, as the case may be,

if such acquisitions, taken together with the buyback, would cause their aggregate voting rights to increase by more than 1% in the preceding six (6) months.

Form 2 submission to the SIC

Form 2 (Submission by directors pursuant to Appendix 2 "Share Buy-Back Guidance Note" of the Take-over Code) is the prescribed form to be submitted to the SIC by a director acting in concert with a shareholder of a listed company who could become obliged to make a general offer under Rule 14 of the Take-over Code as a result of the buyback of shares by a listed company under its share buyback mandate.

As at the Latest Practicable Date, Dr. Lee Mun Kam Bernard has informed the Company that he will be submitting a Form 2 to the SIC within seven (7) days after the passing of the resolution relating to the adoption of the Share Buyback Mandate.

(f) Advice to Independent Shareholders

Shareholders should note that by voting for the adoption of the Share Buyback Mandate, they are waiving their rights to a general offer at the required price from the Relevant Parties in the circumstances set out above. Such a general offer, if required to be made and had not been exempted by the SIC, would have to be made in cash or be accompanied by a cash alternative at the required price.

Save as disclosed, the Directors are not aware of any facts or factors which suggest or imply that any particular person(s) and/or Shareholder(s) are, or may be regarded as, parties acting in concert such that their respective interests in voting shares in the capital of the Company should or ought to be consolidated, and consequences under the Take-over Code would as a result of a purchase of Shares by the Company pursuant to the Share Buyback Mandate.

Appendix 2 of the Take-over Code requires that the resolution to authorise the Share Buyback Mandate be approved by a majority of those Shareholders present and voting at the meeting on a poll who could not become obliged to make an offer under the Take-over Code as a result of the Share buyback. Accordingly, the said resolution is proposed to be taken on a poll and the Relevant Parties shall abstain from voting on such resolution.

(g) Listing status of Shares on the SGX-ST

The Catalist Rules requires a listed company to ensure that at least 10% of the total number of any class of its listed securities must be held by public shareholders. The "public", as defined under the Catalist Rules, are persons other than the Directors, CEO, Substantial Shareholders or Controlling Shareholders of the Company and its subsidiaries, as well as the associates of such persons.

As at the Latest Practicable Date, approximately 24.4% of the issued Share capital of the Company is held in the hands of the public. Assuming that the Company purchased the maximum of 10% of its issued Share capital as at the Latest Practicable Date from members of the public by way of a Market Purchase, the percentage of Shares held by the public would be reduced to approximately 16.0%.

As at the Latest Practicable Date, the Company is of the view that there is sufficient number of issued Shares held in the hands of the public which would permit the Company to undertake purchases or acquisition of its issued Shares up to the full 10% limit pursuant to the Share Buyback Mandate without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to adversely affect the orderly trading of Shares.

The Directors will use their best efforts to ensure that the Company does not effect a purchase or acquisition of Shares if the purchase or acquisition would result in the number of Shares remaining in the hands of the public falling to such a level as to cause market illiquidity or adversely affect the listing status of the Company or adversely affect the orderly trading of the Shares.

2.12 No Share Buybacks in the Previous 12 Months

The Company has not purchased or acquired any Shares during the 12-month period preceding the Latest Practicable Date.

2.13 Tax Implications

Shareholders who are in doubt as to their tax positions or any tax implications arising from the Share Buyback Mandate in their respective jurisdictions should consult their own professional advisers.

3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTEREST

As at the Latest Practicable Date, the interests of Directors and Substantial Shareholders of the Company are as follows:

	Direct Interest		Deemed Interest	
Directors	Number of Shares	% of total issued Shares[(1)]	Number of Shares	% of total issued Shares[(1)]
Dr. Lee Mun Kam Bernard	48,701,500	27.11	-	-
Dr. Loo Foo Keong Jeffrey	27,659,700	15.40	-	-
Lai Chin Yee	-	-	-	-
Chong Weng Hoe	-	-	-	-
Yap Beng Tat, Richard	-	-	-	-
Dr. Lim Kah Meng	-	-	-	-
Substantial Shareholders				
Sian Chay Medical Institution	28,335,900	15.78	-	-
Jitendra Kumar Sen[(2)]	12,647,700	7.04	2,297,000	1.28

Notes:

(1) The percentage is calculated based on 179,623,416 Shares as at the Latest Practicable Date.

(2) Dr Jitendra Kumar Sen holds 30.00% of the total issued and paid-up share capital of Horizon Venture Pte. Ltd., and accordingly pursuant to Section 4 of the Securities and Future Act, he is deemed to be interested in the 2,297,000 ordinary shares held under Horizon Venture Pte. Ltd.

4. DIRECTORS' RECOMMENDATIONS

The Directors, save for Dr. Lee Mun Kam Bernard, who has abstained from making any recommendation to Shareholders pursuant to the conditions for exemption under Appendix 2 of the Take-over Code (as set out in Paragraph 2.11(c) in this Appendix), having carefully considered the terms and rationale of the proposed adoption of the Share Buyback Mandate, are of the opinion that the Share Buyback Mandate is in the best interests of the Company and they recommend that the Shareholders vote in favour of the proposed adoption of the Share Buyback Mandate.

5. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the AGM and wish to appoint a proxy/proxies to attend and vote on their behalf must complete, sign and return the proxy form attached to the notice of AGM (the "**Proxy Form**") in accordance with the instructions printed thereon as soon as possible and, in any event, so as to arrive at the registered office of the Company's share registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 not less than 48 hours before the time appointed for the holding of the AGM. The completion and return of the Proxy Form by a Shareholder does not preclude him from attending and voting in person at the AGM in place of his proxy/proxies if he finds that he is able to do so. In such an event, the Proxy Form will be deemed to be revoked.

A Depositor shall not be regarded as a Shareholder and not entitled to attend the AGM and to speak and vote thereat unless his name appears on the Depository Register and/or the Register of Members at least 72 hours before the AGM.

6. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the proposed adoption of the Share Buyback Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information in this Appendix 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 Appendix in its proper form and context.

7. ABSTENTION FROM VOTING

The Relevant Parties will abstain from voting at the AGM in respect of the resolution relating to the proposed adoption of the Share Buyback Mandate pursuant to the conditions under Appendix 2 of the Take-over Code as set out in Paragraph 2.11(c) of this Appendix. Furthermore, such persons shall not act as proxies in relation to such resolution unless specific voting instructions have been given.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company during normal business hours up to and including the date of the AGM:

(a) the Constitution of the Company; and

(b) the Annual Report.

For and on behalf of the Board of Directors
SINGAPORE PAINCARE HOLDINGS LIMITED

Dr. Lee Mun Kam Bernard
Executive Director and Chief Executive Officer