

# Meta Health Limited

(formerly known as Metal Component Engineering Limited)  
(Incorporated in the Republic of Singapore)  
(Company Registration 198804700N)

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## ACQUISITION OF GAINHEALTH PTE. LTD.

- PAYMENT OF PERFORMANCE BONUS
  - ISSUANCE AND ALLOTMENT OF ACTUAL PERFORMANCE SHARES AND ACTUAL ADDITIONAL ARRANGER SHARES
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The board of directors (the “**Board**”) of Meta Health Limited (the “**Company**”) refers to:

- (a) the Company’s circular to shareholders of the Company (“**Shareholders**”) dated 23 June 2021 (the “**Circular**”) in relation to the proposed acquisition of Gainhealth Pte. Ltd. (“**Gainhealth**”) (the “**Proposed Acquisition**”) and the proposed diversification into the healthcare business and the e-commerce business (the “**Proposed Diversification**”);
- (b) the Company’s announcement dated 8 July 2021 in relation to the receipt of the approval in-principle for the listing and quotation of the new shares to be allotted and issued pursuant to the Proposed Acquisition;
- (c) the Company’s announcement dated 8 July 2021 in relation to the results of the extraordinary general meeting held on 8 July 2021 where Shareholders approved the Proposed Acquisition and the Proposed Diversification;
- (d) the Company’s announcement dated 13 July 2021 in relation to, *inter alia*, the completion of the Proposed Acquisition;
- (e) the Company’s announcement dated 14 July 2021 in relation to the allotment and issuance of 5,743,243 new ordinary shares in the capital of the Company to the arranger;
- (f) the Company’s announcement dated 15 July 2021 in relation to the partial payment of outstanding cash consideration to JPS;
- (g) the Company’s announcement dated 27 September 2021 in relation to the final payment of outstanding cash consideration to JPS; and
- (h) the Company’s announcement dated 6 May 2022 in relation to the payment of the Performance Bonus to the Vendors and the Additional Arranger Fee to the Arranger (the “**6 May 2022 Announcement**”).

*Unless otherwise defined or the context otherwise requires, all capitalised terms used herein shall bear the same meaning as ascribed to them in the Circular and the 6 May 2022 Announcement.*

The Board wishes to update Shareholders that the Company had, on 9 May 2022, partially paid the Actual Performance Bonus in the following manner:

- (a) S\$1,522,692 to JPS in cash (“**First Payment**”);
- (b) S\$31,401, by way of allotment and issuance of 848,686 Actual Performance Shares to FYJ; and
- (c) S\$40,822, by way of allotment and issuance of 1,103,291 Actual Performance Shares to YKN.

The Company had, on 9 May 2022, fully paid the Additional Arranger Fee of S\$134,725 by way of allotment and issuance of 3,641,217 Actual Additional Arranger Shares to the Arranger.

The Actual Performance Shares and the Actual Additional Arranger Shares (collectively, the “**New Shares**”) shall rank *pari passu* in all respects with the existing issued ordinary shares in the capital of the Company, save that they shall not rank for any dividends, rights, allotments, distribution or entitlement, the record date of which falls on or prior to 9 May 2022.

The New Shares are expected to be listed and quoted on the Catalist Board of the SGX-ST on or around 11 May 2022 and trading of the New Shares will commence with effect from 9.00 a.m. on 11 May 2022.

Consequent to the allotment and issuance of the New Shares, the total number of ordinary shares in the capital of the Company (the “**Shares**”) has increased from 524,958,323 Shares to 530,551,517 Shares.

As at the date of this announcement, the outstanding Actual Performance Bonus payable to JPS (after taking into consider the First Payment) is S\$1,099,585 (“**Balance Amount**”) in cash. The Company and JPS have mutually agreed for full payment of the Balance Amount to be paid by 11 May 2022.

The Company will update shareholders as and when the outstanding Actual Performance Bonus is fully paid to JPS.

By Order of the Board

Lee Wei Hsiung  
Company Secretary  
9 May 2022

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*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (“**Sponsor**”), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”).*

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

*The contact person for the Sponsor is Ms Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd., at 77 Robinson Road #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.*