



OEL (HOLDINGS) LIMITED

**OEL (HOLDINGS) LIMITED**

(Incorporated in the Republic of Singapore)  
(Unique Entity Number: 198403368H)

---

**PROPOSED PLACEMENT OF 118,285,713 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT A PLACEMENT PRICE OF S\$0.007 PER PLACEMENT SHARE**

---

**1. INTRODUCTION**

The board of directors (the "**Directors**") of OEL (Holdings) Limited (the "**Company**" and together with its subsidiaries, the "**Group**") wishes to announce that the Company has on 16 January 2024 entered into a placement agreement (the "**Placement Agreement**") with seven investors (the "**Investors**", and each an "**Investor**"), pursuant to which the Investors have agreed to subscribe for, and the Company has agreed to allot and issue, an aggregate of 118,285,713 new Shares (as defined herein) (the "**Placement Shares**") at a placement price of S\$0.007 (the "**Placement Price**") for each Placement Share (the "**Proposed Placement**"). The aggregate consideration payable by the Investors for the Proposed Placement is S\$828,000.00 (the "**Placement Consideration**").

The Company will be making, through its sponsor, Evolve Capital Advisory Private Limited (the "**Sponsor**") an application to Singapore Exchange Securities Trading Limited ("**SGX-ST**") for the listing of and quotation for the Placement Shares on the Catalist Board of SGX-ST ("**Catalist**"), and will make the necessary announcement upon receipt of the Listing and Quotation Notice (as defined herein) from SGX-ST.

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

No placement agent was appointed in connection with the Proposed Placement, and the Proposed Placement is not underwritten.

**2. PROPOSED PLACEMENT**

**2.1 Placement Shares**

As announced by the Company's announcement on 8 January 2024 (SGXNet Announcement No. SG2401080THRNUS4) (the "**Capitalisation Announcement**"), the Company is seeking shareholder's approval at an extraordinary general meeting (the "**EGM**") to be convened for the proposed capitalisation of (a) the ZJ Loan Outstanding; (b) the ZYL Loan; (c) the ZYH Loan; (d) the Capitalised Acquisition Consideration; and (e) the Outstanding Sponsor Fees (each such term as defined in the Capitalisation Announcement) (collectively, the "**Proposed Capitalisation**").

The Placement Shares, when allotted and issued in full, represent approximately:

- (a) 12.67% of the existing issued and paid-up share capital of the Company as at the date of this announcement;

- (b) approximately 11.24% of the enlarged issued and paid-up share capital of the Company immediately following the completion of the Proposed Placement ("**Completion**"); and
- (c) approximately 8.69% of the enlarged issued and paid-up share capital of the Company immediately following Completion and the completion of the Proposed Capitalisation.

When allotted and issued in full:

- (a) the Placement Shares will increase the existing issued and paid-up share capital of the Company by S\$828,000 to S\$43,820,788, comprising 1,052,087,787 Shares (excluding treasury shares and subsidiary holdings); and
- (b) the Placement Shares and the Capitalisation Shares (as defined in the Capitalisation Announcement) will increase the existing issued and paid-up share capital of the Company by S\$2,990,761 to S\$45,983,549, comprising 1,361,053,644 Shares (excluding treasury shares and subsidiary holdings).

The Placement Shares shall be issued free from all claims, charges, liens and other encumbrances whatsoever and shall rank, *pari passu* in all respects with and carry all rights similar to existing Shares as at the Completion Date (as defined herein), except that they will not rank for any dividend, right, allotment or other distributions, the record date for which falls on or before the Completion Date.

No moratorium will be imposed on the Placement Shares. The Placement Shares shall be freely transferable in the Republic of Singapore and there are no legal restrictions on the transfer or the disposal of the Placement Shares under the laws of the Republic of Singapore.

## 2.2 **Placement Price and Consideration**

The Placement Price of S\$0.007 per Placement Share represents a premium of approximately 14.8% to the volume-weighted average price of S\$0.0061 per ordinary share in the capital of the Company (each a "**Share**") for trades done on the Shares on SGX-ST for the full market day on 11 January 2024, being the last full market day on which the Shares were traded prior to the date of the Placement Agreement.

Pursuant to the Placement Agreement, each Investor shall, within three business days after the execution of the Placement Agreement (the "**Payment Date**"), pay to the Company the relevant Placement Consideration due to the Company by him/it under the Placement Agreement by electronic funds transfer to the bank account of the Company as set out in the Placement Agreement or by cashier's order. Such payment by an Investor shall, prior to Completion, constitute a good discharge of such Investor's obligations to pay the relevant Placement Consideration to the Company pursuant to the Placement Agreement.

In the event that any of the Conditions (as defined herein) is not fulfilled or waived for any reason whatsoever, the relevant Placement Consideration paid shall be repayable to the Investors who/which have complied with the aforesaid payment obligations no later than three months from the Payment Date.

## 2.3 **Authority to Issue the Placement Shares**

The Placement Shares will be allotted and issued pursuant to the general share issue mandate obtained from the shareholders of the Company (the "**Shareholders**") at the annual general meeting of the Company held on 27 April 2023 (the "**AGM**") (the "**General Mandate**").

The General Mandate authorises the Directors to allot new shares and instruments convertible into shares not exceeding 100.0% of the total number of issued shares (excluding treasury shares and subsidiary holdings) as at the date of the AGM, of which the aggregate number of

shares (including shares to be issued in pursuance of the instruments granted pursuant to this General Mandate) to be issued other than on a pro-rata basis to the existing Shareholders shall not exceed 50.0% of the Company's total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company.

As at the date of this announcement, the Company has not issued any new Shares pursuant to the General Mandate. As no new Shares had previously been issued pursuant to the General Mandate, the total number of new Shares that may be issued other than on a *pro rata* basis (after such adjustments as permitted under Rule 806(3) of Section B of the listing manual of SGX-ST dealing with the rules of Catalist ("**Catalist Rules**") is 466,901,037 Shares. The proposed allotment and issuance of 118,285,713 Placement Shares will therefore fall within the limits of the General Mandate.

The Proposed Placement will not result in any transfer of controlling interest in the Company, and none of the Investors is a Director or a substantial shareholder of the Company, or any other entity/person falling within the categories set out in Rule 812(1) of the Catalist Rules.

## 2.4 Completion

Completion will take place on a date falling no later than three business days from the Conditions being fulfilled or waived, or such other date as the parties to the Placement Agreement may mutually agree in writing (the "**Completion Date**"), but in any event being a date no later than the day falling six months from the date of the Placement Agreement (or such other date as the parties to the Placement Agreement may agree in writing) (the "**Long-Stop Date**").

## 2.5 Conditions Precedent

Completion of the Proposed Placement shall be conditional upon the following conditions (the "**Conditions**"):

- (a) the General Mandate remaining valid;
- (b) the listing and quotation notice being obtained from SGX-ST approving, *inter alia*, the listing and quotation of the Placement Shares on the Catalist (the "**Listing and Quotation Notice**") and such approval not having been revoked or amended, and where such approval is subject to conditions ("**Listing Conditions**"), such Listing Conditions being acceptable to the Company and, if so acceptable, such Listing Conditions having been fulfilled on or before that date to the satisfaction of SGX-ST or waived by SGX-ST;
- (c) the approval of the Directors being obtained for the entry into of the Placement Agreement and the allotment and issuance of the Placement Shares on the terms, and subject to the conditions, of the Placement Agreement;
- (d) the Proposed Placement and the listing and quotation of the Placement Shares on the Catalist not being prohibited by any statute, order, rule, regulation, directive, notice or guideline promulgated or issued after the date of this Agreement by any legislative, executive or regulatory body or authority of the Republic of Singapore (including without limitation, SGX-ST, the Monetary Authority of Singapore and/or the Securities Industry Council of Singapore) or elsewhere which is applicable to the Company;
- (e) the exemption under section 272B of the SFA being applicable to the offer of the Placement Shares to the Investors;

- (f) trading in the Shares on the SGX-ST not being suspended, or the Company being delisted from the Catalist; and
- (g) the respective representations, warranties and undertakings of each Investor and the Company as set out in the Placement Agreement remaining true and accurate and not misleading in all respects as at the date of the Placement Agreement and up to and including the Completion Date.

## 2.6 Long-Stop Date

If for any reason, the Placement Shares are not listed on SGX-ST on or prior to the Long-Stop Date (a "**Termination Event**"), any obligations of the Investors to subscribe for, and the Company's obligations to allot and issue, the Placement Share shall cease and if at the time of the Termination Event, payment for the Placement Shares has been made:

- (a) the Company shall return or procure the return to each Investor the relevant amount received without any interest thereon; and
- (b) if applicable, each Investor will cancel and/or return or procure the cancellation and/or return of the relevant Placement Shares to the Company (in the event the Placement Shares have been issued and delivered pursuant to the Placement Agreement),

within three months from the Long-Stop Date.

## 3. INFORMATION ON THE INVESTORS

The details of the Investors, including the number of Placement Shares to be allotted and issued to each Investor as well as how each Investor was identified, are set out in Appendix A.

None of the Investors is related to the Group or any director or controlling shareholders (as defined in the Catalist Rules) of the Company and/or their respective associates (as defined in the Catalist Rules), and none of the Directors or substantial shareholders of the Company have, to the best of the Company's knowledge, save as disclosed in Appendix A, any connection (including business relationship) with any of the Investors or, where applicable, their director(s) and substantial shareholder(s).

## 4. RATIONALE FOR THE PROPOSED PLACEMENT AND USE OF PROCEEDS

As disclosed in the Capitalisation Announcement, the Board anticipates that 2024 will be a pivotal year for the Group in terms of expansion of the Group's influence in Singapore's healthcare industry and exploring new opportunities in Southeast Asia. The Group also intends to strengthen collaborations with global healthcare technology innovators to align with Singapore's national strategy of providing technologically advanced and cost-effective solutions enabled by artificial intelligence. In addition, the Group is committed to enhancing its environmental, social and governance initiatives by investing in sustainable technologies and practices. With the foregoing plans, the Group plans to position itself at the forefront of innovation in the healthcare industry.

The Company is undertaking the Proposed Placement to strengthen its financial and working capital position so as to support the operations of the Group, particularly the expansion of its capacity to deliver medical technology services. The Proposed Placement will also allow the Group to secure new projects and meet general working capital requirements, in addition to delivering and executing the existing projects.

Together with the Proposed Capitalisation, the Company hopes to further strengthen its balance sheet by way of the Proposed Placement so that the Group may be in a better position to negotiate for more favourable financing terms from financial institutions in respect of any funding requirements which may be required to achieve the objectives of the Group as described above and in the Capitalisation Announcement.

The estimated amount of proceeds from the Proposed Placement (net of estimated expenses of approximately S\$38,200 to be incurred in connection with the Proposed Placement) will be approximately S\$789,800 ("**Net Proceeds**").

The Company, after taking into account its working capital position, intends to utilise the Net Proceeds in the following proportion:

<b>Use of Net Proceeds</b>	<b>Proportion of Net Proceed (%)</b>	<b>Approximate Amount (S\$)</b>
Working capital used for supporting the operations of the Group, particularly the expansion of its capacity to deliver medical technology services	100.0	789,800

Pending the deployment of the Net Proceeds, the Net Proceeds may be deposited with banks and/or financial institutions and/or invested in short-term money market instruments and/or marketable securities, and/or used for any other purposes on a short-term basis, as the Directors may, in their absolute discretion, deem fit in the interests of the Company from time to time.

The Company will make periodic announcements on the utilisation of the Net Proceeds as and when such proceeds are materially disbursed and whether such use is in accordance with the stated use. Where there is any material deviation from the stated use of the Net Proceeds, the Company will announce the reasons for such deviation. The Company will also provide a status report on the utilisation of such Net Proceeds in its interim and full year financial statements announcement(s) and annual report(s). Where the Net Proceeds are used for working capital purposes, the Company will provide a breakdown with specific details on how the Net Proceeds have been applied in the relevant announcements and annual report(s). The Company will also provide a status report on the use of the Net Proceeds in its annual report(s).

## **5. CONFIRMATION BY DIRECTORS**

The Directors are of the opinion that, as at the date of this announcement, after taking into consideration:

- (a) the Group's present bank facilities (which the Group does not have any as at the date of this announcement), the working capital available to the Group is not sufficient to meet its present requirements; and
- (b) the Group's present bank facilities (which the Group does not have any as at the date of this announcement) and net proceeds of the Proposed Placement, the working capital available to the Group is sufficient to meet its present requirements assuming that the Proposed Capitalisation is successfully completed.

## **6. FINANCIAL EFFECTS OF THE PROPOSED PLACEMENT**

The *pro forma* financial effects of the Proposed Placement are presented for illustrative purposes only and are not intended to be indicative or reflect the actual results and future financial position of the Company and the Group after the completion of the Proposed Placement.

The *pro forma* financial effects of the Proposed Placement have been computed based on the audited consolidated financial statements of the Group for the financial year ended 31 December 2022, subject to the following assumptions:

- (a) the financial effect on the consolidated net tangible asset ("**NTA**") per Share is computed based on the assumption that the Proposed Placement and the Proposed Capitalisation were completed on 31 December 2022;
- (b) the financial effect on the loss per Share ("**LPS**") is computed based on the assumption that the Proposed Placement and the Proposed Capitalisation were completed on 1 January 2022; and
- (c) expenses to be incurred in respect of the Proposed Placement and the Proposed Capitalisation amounted to approximately S\$47,159.

For the avoidance of doubt, the *pro forma* financial effects of the Proposed Placement on the NTA per Share and LPS had **not** taken into account (a) any new Shares to be issued by the Company pursuant to the AJJ Performance Share Plan 2024 proposed to be implemented during the EGM and (b) save for the capitalisation of S\$207,000 due and owing to Zhang Yunhai as at 31 December 2022, the capitalisation of other outstanding amounts pursuant to the Proposed Capitalisation.

Share capital and NTA per Share

<b>As of 31 December 2022</b>	<b>Before the Proposed Placement</b>	<b>After the Proposed Placement</b>
Number of Shares (excluding treasury shares)	933,802,074	1,081,659,216
Share capital (S\$)	42,744,548	43,732,348
NTA of the Group (S\$'000)	1,107	2,095
NTA per Share (Singapore cents)	0.12	0.19

LPS

<b>As of 31 December 2022</b>	<b>Before the Proposed Placement</b>	<b>After the Proposed Placement</b>
Loss after tax (S\$'000)	(4,241)	(4,241)
Weighted average number of Shares	933,802,074	1,081,659,216
LPS (Singapore cents)	(0.45)	(0.39)

**7. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**

None of the Directors or substantial shareholders of Company and their respective associates has any interest, direct or indirect, in the Proposed Placement (other than through their shareholdings in the Company, if any).

## 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. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the Placement Agreement will be made available for inspection at the registered office of the Company at 8 Commonwealth Lane, #02-04, Grande Building, Singapore 149555, during normal business hours for a period of three months from the date of this announcement.

## 10. CAUTION IN TRADING

Shareholders and potential investors are advised to exercise caution in trading their Shares as there is no certainty or assurance as at the date of this announcement that the Proposed Placement will be completed or that no changes will be made to the terms thereof. The Company will make the necessary announcements when there are further developments on the Proposed Placement. Shareholders are advised to read this announcement and any further announcements by the Company carefully, and should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

## BY ORDER OF THE BOARD

**Zhao Xin**

Chief Executive Officer and Executive Director  
17 January 2024

---

This announcement has been prepared by the Company and has been reviewed by the Company's Sponsor, Evolve Capital Advisory Private Limited (the "**Sponsor**"). It has not been examined or approved by Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange 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. Jerry Chua (Telephone Number: +65 6241 6626) at Evolve Capital Advisory Private Limited, 138 Robinson Road, #13-02, Oxley Tower, Singapore 068906.

**APPENDIX A**

<b>S/N</b>	<b>Name</b>	<b>Number of Placement Shares</b>	<b>Placement Consideration (S\$)</b>	<b>Background of Investor, how the Investors were identified and the rationale for placing to them</b>
1.	Dr. Huang Qiang	44,085,714	308,600	Dr. Huang Qiang is employed by the Group as a business consultant (Health Education Division). Dr. Huang is investing for personal investment purposes.
2.	Yap Yong Song	14,285,714	100,000	Mr. Yap Yong Song is an experienced private investor. Mr. Yap was introduced to the Company by Dr. Zhang Jian, the Chairman and an executive director of the Company. Mr. Yap is investing for personal investment purposes.
3.	Liu Qing	14,285,714	100,000	Mr. Liu Qing is an experienced private investor. Mr. Liu was introduced to the Company by Dr. Zhang Jian, the Chairman and an executive director of the Company. Mr. Liu is investing for personal investment purposes.
4.	Yang Qiyu	7,142,857	50,000	Mr. Yang Qiyu is employed by the Group as a regulatory affairs and sales support associate. Mr. Yang is investing for personal investment purposes.
5.	DP Healthverse Ventures Pte. Ltd. (" <b>DP</b> ")	17,200,000	120,400	DP is a healthcare company that takes a holistic approach to health and wellness which is enabled by digital solutions. DP was introduced to the Company by Dr. Zhang Jian, the Chairman and an executive director of the Company. DP is investing for investment purposes.
6.	Li Qingrui	7,000,000	49,000	Mr. Li Qingrui is a director of LNT Metal Pte. Ltd., which is 10.0% owned by W Property Management Pte. Ltd., a wholly-owned subsidiary of the Company. Mr. Li is investing for personal investment purposes.



7.	Zhiyuan Investment Pte. Ltd. (" <b>ZIPL</b> ")	14,285,714	100,000	<p>ZIPL is a single family office. ZIPL was introduced to the Company by Dr. Zhang Jian, the Chairman and an executive director of the Company. ZIPL is investing for investment purposes.</p> <p>ZIPL had acquired pursuant to a franchise agreement dated 17 October 2023 (the "<b>Franchise Agreement</b>"), a one-year exclusive right to distribute the Group's social emotional development textbooks in the Jiangsu Province, Shanghai and the Zhejiang Province in China.</p>
----	--	------------	---------	---