

## OTHER SCHEME OF ARRANGEMENT::APPLICATION FOR EXTENSION OF TIME OR WAIVERS

### Issuer & Securities

#### Issuer/ Manager

SINGAPORE PAINCARE HOLDINGS LIMITED

#### Securities

SINGAPORE PAINCARE HOLDINGS LIMITED - SGXE51400773 - FRQ

#### Stapled Security

No

### Announcement Details

#### Announcement Title

Other Scheme of Arrangement

#### Date & Time of Broadcast

15-Jul-2025 17:51:23

#### Status

New

#### Announcement Sub Title

APPLICATION FOR EXTENSION OF TIME OR WAIVERS

#### Announcement Reference

SG250715OTHRKPXL

#### Submitted By (Co./ Ind. Name)

Dr. Lee Mun Kam Bernard

#### Designation

Executive Chairman and Chief Executive Officer

#### Description (Please provide a detailed description of the event in the box below-Refer to the Online help for the format)

APPLICATION FOR EXTENSION OF TIME OR WAIVERS IN RESPECT OF RULES 705(1), 707(1) AND 711A OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (THE "SGX-ST") LISTING MANUAL SECTION B: RULES OF CATALIST ("CATALIST RULES")

Please see attached.

This announcement has been reviewed by the Company's sponsor, Novus Corporate Finance Pte. Ltd. (the "Sponsor"). It has not been examined or approved by the 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. Pong Chen Yih, Chief Operating Officer, at 7 Temasek Boulevard, #04-02 Suntec Tower 1, Singapore 038987, telephone (65) 6950 2188.

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## Attachments

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[SPCH-Applications for Extension of Time or Waivers.pdf](#)

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Total size = 704K MB

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**SINGAPORE PAINCARE HOLDINGS LIMITED**

(Company Registration No.: 201843233N)

(Incorporated in the Republic of Singapore)

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**APPLICATION FOR EXTENSION OF TIME OR WAIVERS IN RESPECT OF RULES 705(1), 707(1)  
AND 711A OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (THE "SGX-ST")  
LISTING MANUAL SECTION B: RULES OF CATALIST ("CATALIST RULES")**

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**1. INTRODUCTION**

The Board of Directors (the "**Board**") of Singapore Paincare Holdings Limited (the "**Company**") refers to the following announcements:

- (i) the joint announcement dated 28 May 2025 made by the Company and Advance Bridge Healthcare Pte. Ltd. (the "**Offeror**") in relation to the proposed acquisition (the "**Acquisition**") of all the issued and fully paid-up ordinary shares in the capital of the Company (excluding treasury shares) ("**Shares**"), other than the Shares owned by Dr. Lee Mun Kam Bernard and Dr. Loh Foo Keong Jeffrey (the "**Scheme Shares**"), by the Offeror, which will be effected by the Company by way of a scheme of arrangement (the "**Scheme**") in accordance with Section 210 of the Companies Act 1967 of Singapore (the "**Companies Act**") and the Singapore Code on Take-overs and Mergers (the "**Code**") (the "**Joint Announcement**"); and
- (ii) the joint announcement dated 10 June 2025 made by the Company and the Offeror in relation to the scheme consideration of S\$0.16 in cash for each Share (the "**Scheme Consideration**") being final,

(collectively known as the "**Announcements**").

*Unless otherwise defined, all capitalised terms used in this announcement shall have the respective meanings given to them in the Announcements.*

The Board wishes to announce that the Company had on 15 July 2025, submitted, via its Continuing Sponsor, an application to the SGX-ST to seek the SGX-ST's approval for the following:

- (a) in the event that the Scheme is not approved by the Scheme Shareholders at the Scheme Meeting, an extension of time of 60 days (the "**EOT**") to comply with the requirements of Catalist Rules 705(1), 707(1) and 711A as follows:
  - (i) release its unaudited financial results for the financial year ended 30 June 2025 ("**FY2025**") ("**FY2025 Results**") from the current deadline of 29 August 2025 in accordance with Catalist Rule 705(1) to 28 October 2025;
  - (ii) hold its annual general meeting for FY2025 ("**FY2025 AGM**") from the current deadline of 31 October 2025 in accordance with Catalist Rule 707(1) to 30 December 2025; and
  - (iii) issue its sustainability report for FY2025 ("**FY2025 SR**") from the current deadline of 31 October 2025 in accordance with Catalist Rule 711(A) to 30 December 2025,

(the "**EOT Application**").

- (b) in the event that the Scheme is approved by Scheme Shareholders at the Scheme Meeting, a waiver from compliance with Catalist Rules 705(1), 707(1) and 711A (the “**Waivers**”).

## 2. RATIONALE FOR THE EOT APPLICATION

The Company’s rationale for submitting the EOT Application is as follows:

- (a) Over the past few months, the Company has committed significant resources and time to the preparation of the Scheme, including, *inter alia*, the discussions with the Offeror on the Scheme, the engagement of various professionals in respect of the Scheme, and the preparation of the implementation agreement dated 28 May 2025, the Joint Announcement and the Scheme Document. Accordingly, the Company does not have sufficient capacity to concurrently prepare the FY2025 Results, the annual report for FY2025 (“**FY2025 AR**”), the FY2025 SR and the FY2025 AGM. The preparation of the FY2025 Results, FY2025 AR and the FY2025 SR requires the engagement of various other professional parties, including independent valuers, the Company’s external auditors and sustainability consultants, to assist in preparing and compiling the necessary reports and underlying components; and
- (b) There is currently uncertainty regarding the Company’s listing status. In the event that the Scheme Shareholders do not approve the Scheme at the Scheme Meeting, the Company will remain a public company listed on the Catalist board of the SGX-ST and will be required to comply with Catalist Rules 705(1), 707(1) and 711A. However, if the Scheme is approved by the Scheme Shareholders at the Scheme Meeting (which is targeted to be held prior to the regulatory deadline of releasing of the FY2025 Results), the Company will become a wholly-owned subsidiary of the Offeror and an application will be sought from the SGX-ST for the delisting of the Company from the Official List of the SGX-ST (the “**Delisting**”). In such a latter scenario, the FY2025 Results, the FY2025 AR, the FY2025 SR and the FY2025 AGM will not be of much benefit to the Scheme Shareholders and will instead result in the Company having to incur unnecessary costs without a meaningful purpose. The Company therefore prefers to await the outcome of the Scheme Meeting before engaging the necessary professional parties and incurring costs associated with the preparing of the FY2025 Results, FY2025 AR, FY2025 SR and FY2025 AGM.

## 3. RATIONALE FOR THE WAIVERS

The Company’s rationale for seeking the Waivers is as follows:

- (a) The Scheme Meeting is targeted to be held ahead of the regulatory deadline for the releasing of the FY2025 Results. In the event that the Scheme Shareholders approve the Scheme at the Scheme Meeting, the Scheme will become effective and binding in accordance with its terms once the order of the Court sanctioning the Scheme under Section 210 of the Companies Act is lodged with the Accounting and Corporate Regulatory Authority of Singapore (the “**ACRA**”);
- (b) In such a scenario, the release of the FY2025 Results, and the subsequent issuance of the FY2025 AR and the FY2025 SR, and the holding of the FY2025 AGM would not be of benefit or relevance to shareholders of the Company, taking into consideration the following:
  - (i) the Scheme would have been approved by a majority in number of the Scheme Shareholders, present and voting, either in person or by proxy at the Scheme Meeting, such majority representing not less than three-fourths in value of the

Scheme Shares voted at the Scheme Meeting pursuant to the requirements of Section 210(3AB) of the Companies Act; and

- (ii) the Offeror is making the Acquisition with a view to delist and privatise the Company, and accordingly, subject to the Scheme becoming effective and binding in accordance with its terms and the approval of the SGX-ST, the Company will become a wholly-owned subsidiary of the Offeror and shall be delisted from the Official List of the SGX-ST.

The interest of the shareholders of the Company in accessing updated financial information of the Group will not be prejudiced by the grant of the Waivers. Moreover, it will not be meaningful for the Company to incur additional costs in connection with the preparation and release of the FY2025 Results, FY2025 AR and FY2025 SR, and to convene the FY2025 AGM in light of the Scheme and the impending Delisting; and

- (c) Based on the indicative timeline for the Scheme, in the event that the Scheme becomes effective and binding in accordance with its terms, the date of settlement of the Scheme Consideration and the Delisting may occur before the regulatory deadlines on which the Company is required to issue its FY2025 AR and FY2025 SR and convene its FY2025 AGM.

#### **4. APPLICATION TO ACRA**

In the event that the Scheme is not approved by Scheme Shareholders at the Scheme Meeting, the Company will also be applying to ACRA for an extension of time ("**ACRA Application**") to comply with (a) Section 175(1)(a) of the Companies Act for a listed company to hold its annual general meeting within four months from the financial year end; and (b) Section 197(1)(a) of the Companies Act 1967 for a listed company to file its annual returns within five months from the financial year end.

In the event that the Scheme is approved by Scheme Shareholders at the Scheme Meeting, and the Company becomes a wholly-owned subsidiary of the Offeror, the Company will, (i) pursuant to Section 175(1)(b) of the Companies Act, be required to hold its annual general meeting within six (6) months from the financial year end, and (ii) pursuant to Section 197(1)(b) of the Companies Act, be required to file its annual returns within seven (7) months from the financial year end. These deadlines are currently expected to fall after the completion of the Delisting. Accordingly, in such an event, the Company will, at its discretion, assess post Delisting whether an application to ACRA for an extension of time will be necessary.

#### **5. FURTHER ANNOUNCEMENTS**

The Company will update its shareholders via SGXNet on the outcome of the EOT Application, the Waivers and the ACRA Application (as appropriate) in due course.

#### **6. RESPONSIBILITY STATEMENTS**

The directors of the Company (including any who may have delegated detailed supervision of the preparation of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement which relate to the Company (excluding information relating to the Offeror and/or the Offeror's Concert Parties or any opinion expressed by the Offeror and/or the Offeror's Concert Parties) are fair and accurate and that, where appropriate, there are no other material facts omitted from this announcement, the omission of which would make any statement in this announcement misleading, and the directors of the Company jointly and severally accept responsibility accordingly.

Where any information in this announcement has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source (including the Offeror and/or the Offeror's Concert Parties), the sole responsibility of the directors of the Company has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement in its proper form and context. The directors of the Company do not accept any responsibility for any information relating to the Offeror and/or the Offeror's Concert Parties or any opinion expressed by the Offeror and/or the Offeror's Concert Parties.

**BY ORDER OF THE BOARD**  
**Singapore Paincare Holdings Limited**

Dr. Lee Mun Kam Bernard  
Executive Chairman and Chief Executive Officer  
15 July 2025

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