

**OTHER SCHEME OF ARRANGEMENT::ADJOURNMENT OF THE SCHEME MEETING TO BE CONVENED ON 28 AUGUST 2025 AT 2.00 P.M.**

**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

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ADJOURNMENT OF THE SCHEME MEETING TO BE CONVENED ON 28 AUGUST 2025 AT 2.00 P.M.

**Announcement Reference**

SG250827OTHRAFSD

**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)**

PROPOSED ACQUISITION BY ADVANCE BRIDGE HEALTHCARE PTE. LTD. OF ALL THE ISSUED ORDINARY SHARES IN THE CAPITAL OF SINGAPORE PAINCARE HOLDINGS LIMITED (OTHER THAN TREASURY SHARES AND THE ROLLOVER SHARES) BY WAY OF A SCHEME OF ARRANGEMENT

ADJOURNMENT OF THE SCHEME MEETING TO BE CONVENED ON 28 AUGUST 2025 AT 2.00 P.M.

Please refer to the attachment.

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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[20250827-SPC-Adjournment of Scheme Meeting.pdf](#)

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Total size = 147K MB

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**SINGAPORE PAINCARE HOLDINGS LIMITED**

(Company Registration No.: 201843233N)

(Incorporated in the Republic of Singapore)

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**PROPOSED ACQUISITION BY ADVANCE BRIDGE HEALTHCARE PTE. LTD. OF ALL THE ISSUED ORDINARY SHARES IN THE CAPITAL OF SINGAPORE PAINCARE HOLDINGS LIMITED (OTHER THAN TREASURY SHARES AND THE ROLLOVER SHARES) BY WAY OF A SCHEME OF ARRANGEMENT**

**ADJOURNMENT OF THE SCHEME MEETING TO BE CONVENED ON 28 AUGUST 2025 AT 2.00 P.M.**

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**1. INTRODUCTION**

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

- (a) 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), other than the Rollover Shares (as defined therein) ("**Scheme Shares**"), by the Offeror by way of a scheme of arrangement (the "**Scheme**") in accordance with Section 210 of the Companies Act 1967 of Singapore and the Singapore Code on Take-overs and Mergers ("**Code**");
- (b) 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 Scheme Share being final, save that the Offeror reserves the right to increase the Scheme consideration in accordance with the Code if a competitive situation arises;
- (c) the announcement dated 15 July 2025 made by the Company in relation to the application for extension of time or waivers in respect of Catalist Rules 705(1), 707(1) and 711A;
- (d) the announcement dated 30 July 2025 made by the Company in relation to the hearing date of the application in HC/OA 787/2025 ("**Application**") that had been filed with the High Court of the Republic of Singapore ("**Court**") for leave to convene the meeting(s) of the shareholders of the Company other than Dr. Lee Mun Kam Bernard and Dr. Loh Foo Keong Jeffrey (the "**Scheme Shareholders**") to consider, and if thought fit, approve the Scheme (the "**Scheme Meeting**") in the manner set out in the Application or such other manner as the Court deems fit;
- (e) the announcement dated 12 August 2025 made by the Company in relation to the Court granting leave to the Company to convene the Scheme Meeting and containing further orders in relation to the conduct of the Scheme Meeting;
- (f) the announcement dated 13 August 2025 made by the Company in relation to the electronic despatch of the scheme document dated 13 August 2025 ("**Scheme Document**") to the Scheme Shareholders;

- (g) the announcement dated 20 August 2025 made by the Company in relation to the grant of extension of time or waivers by the SGX-ST in respect of Catalist Rules 705(1), 707(1) and 711A;
- (h) the joint announcement dated 21 August 2025 made by the Company and the Offeror reminding the Scheme Shareholders of, *inter alia*, the details of the Scheme Meeting;
- (i) the announcement dated 22 August 2025 made by the Company in relation to the Company's responses to questions submitted by the Scheme Shareholders in advance of the Scheme Meeting; and
- (j) the joint announcement dated 25 August 2025 ("**Clarification Announcement**") made by the Company and the Offeror in relation to the clarification on a WhatsApp message sent to Scheme Shareholders who or which are contactable via WhatsApp,

(collectively referred to as the "**Announcements**").

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

## 2. **ADJOURNMENT OF THE SCHEME MEETING**

In light of the clarifications set out in the Clarification Announcement and pursuant to the Company's discussions with the Securities Industry Council of Singapore and the Offeror relating to communications and messages sent to Scheme Shareholders via WhatsApp, it wishes to inform Scheme Shareholders that **the Scheme Meeting on 28 August 2025 at 2.00 p.m. will be adjourned to a later date to be determined and will not be held as originally scheduled ("Adjourned Scheme Meeting")**.

Subject to further discussions between the Company and the Offeror, a revised Scheme Document, together with, among others, (a) a fresh Notice of Scheme Meeting setting out the new date, time, place (if applicable) and other details of the Adjourned Scheme Meeting, and (b) a fresh Proxy Form, will be issued to convene the Adjourned Scheme Meeting. The fresh Notice of Scheme Meeting and the fresh Proxy Form together with the revised Scheme Document will enable Scheme Shareholders to make informed decisions as to whether to attend the meeting, or how to vote on the resolution relating to the Scheme, or to take other steps.

In view of the adjournment of the Scheme Meeting, Scheme Shareholders are advised to await the Company's further announcement(s) on the SGXNet and the Company's corporate website. **Existing Proxy Forms which have been submitted for the Scheme Meeting will be disregarded and will not be valid for the Adjourned Scheme Meeting.** As such, Scheme Shareholders who have previously completed and submitted their Proxy Forms for the Scheme Meeting shall be required to re-submit fresh Proxy Forms for the purposes of the Adjourned Scheme Meeting, unless they intend to attend the Adjourned Scheme Meeting in person. In such cases, submission of a fresh Proxy Form is not necessary.

The Company will provide further updates on the Scheme and the Adjourned Scheme Meeting in due course.

**Scheme Shareholders are advised to read this announcement and any further announcements by the Company carefully. Scheme Shareholders who are in doubt as to the action they should take should consult their own professional advisers immediately.**

### 3. DIRECTORS' RESPONSIBILITY STATEMENT

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 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, 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 Pincare Holdings Limited**

**Dr. Lee Mun Kam Bernard**  
**Executive Chairman and Chief Executive Officer**  
**27 August 2025**

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