

ERNST & YOUNG CORPORATE FINANCE PTE LTD

(Company Registration No.: 199702967E)

(Incorporated in the Republic of Singapore)

9 November 2022

To: The Shareholders of Singapore Medical Group Limited

Dear Sir/Madam

VOLUNTARY CONDITIONAL GENERAL OFFER BY ERNST & YOUNG CORPORATE FINANCE PTE LTD (“EYCF”), FOR AND ON BEHALF OF TLW SUCCESS PTE. LTD. (THE “OFFEROR”) FOR ALL THE ISSUED AND PAID-UP ORDINARY SHARES (“SHARES”) IN THE CAPITAL OF SINGAPORE MEDICAL GROUP LIMITED (THE “COMPANY”) OTHER THAN ANY SHARES HELD IN TREASURY AND THOSE SHARES HELD, DIRECTLY OR INDIRECTLY, BY THE OFFEROR AS AT THE DATE OF THE OFFER (COLLECTIVELY, THE “OFFER SHARES” AND EACH, AN “OFFER SHARE”)

REVISION OF THE OFFER CONSIDERATION FOR EACH OFFER SHARE

- **The Offeror is revising the Offer Consideration as follows:**
EITHER
 - (a) **S\$0.40 in cash (the “Revised Final Cash Consideration”)**
 - OR**
 - (b) **in lieu thereof, one (1) New Offeror Share (the “Share Consideration”). Following the revision of the initial Cash Consideration, the issue price for each New Offeror Share shall be equivalent to the Revised Final Cash Consideration,**
(the “Revised Final Offer Consideration”).
- **Shareholders who have earlier accepted the Offer are entitled to the Revised Final Offer Consideration, subject to the Offer becoming or being declared to be unconditional in all respects in accordance with its terms. Accordingly, no further action in respect of the Offer is required to be taken by Shareholders who have already validly accepted the Offer.**
- **The Revised Final Cash Consideration of S\$0.40 represents a premium of approximately 23.1% over the last transacted price per Share on 8 September 2022, being the Last Trading Day.**
- **The Offeror does not intend to revise the Revised Final Offer Consideration, save that the Offeror reserves the right to do so in a competitive situation.**
- **The Offer remains, as at the Revised Latest Practicable Date (as defined herein), the only offer available for acceptance by Shareholders to realise their investment in the Company.**
- **The Closing Date of the Offer is extended to 5.30 p.m. (Singapore time) on 23 November 2022 (or such later date(s) as may be announced from time to time by or on behalf of the Offeror).**
- **In the event that the Acceptance Condition (as defined herein) is not satisfied by the Closing Date, the Offer will lapse and the Shares will trade according to prevailing market conditions. In such an event, there will be no guarantee that Shareholders will be able to monetise their Shares at the Revised Final Cash Consideration.**

Please refer to the rest of this Letter for further details.

1. INTRODUCTION

We refer to the offer document issued by EYCF, for and on behalf of the Offeror, dated 4 October 2022 (the “**Offer Document**”), in relation to the voluntary conditional general offer (the “**Offer**”) for all the Shares in the capital of the Company, other than any Shares held in treasury and those Shares held, directly or indirectly, by the Offeror as at the date of the Offer; and

All capitalised terms used and not defined herein shall have the same meanings given to them in the Offer Document, unless otherwise expressly stated or the context otherwise requires.

2. OFFER REVISION ANNOUNCEMENT

2.1 We are writing to inform you of the announcement dated 2 November 2022 (the “**Offer Revision Announcement**”) relating to, *inter alia*, the revision of the Offer Consideration.

2.2 Electronic copies of this letter dated 9 November 2022 (this “**Letter**”), the Offer Revision Announcement and the Offer Document are available on the website of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) at <https://www.sgx.com>. Please read, in their entirety, this Letter, the Offer Revision Announcement, the Offer Document and such other announcements made by or on behalf of the Offeror from time to time.

3. REVISION OF OFFER CONSIDERATION

3.1 **Revised Final Offer Consideration**

As stated in the Offer Revision Announcement, the Offer Consideration for each Offer Share has been revised to the following:

For each Offer Share:

EITHER

(a) **S\$0.40 in cash (the “Revised Final Cash Consideration”)**

OR

(b) **in lieu thereof, one (1) New Offeror Share (the “Share Consideration”). Following the revision of the initial Cash Consideration, the issue price for each New Offeror Share shall be equivalent to the Revised Final Cash Consideration,**

(the “Revised Final Offer Consideration”).

The Offeror does not intend to revise the Revised Final Offer Consideration, save that the Offeror reserves the right to do so in a competitive situation.

3.2 **Conditional Offer**

The Offer is conditional upon the Offeror having received, by the close of the Offer, valid acceptances in respect of such number of Offer Shares which, when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror and persons acting in concert with it (whether before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror and persons acting in concert with it holding not less than 90% of total Shares (excluding any Shares held in treasury) as at the close of the Offer (the “**Acceptance Condition**”).

Accordingly, the Offer will not become or be capable of being declared unconditional as to acceptances until the close of the Offer, unless at any time prior to the close of the Offer, the Offeror has received valid acceptances in respect of such Offer Shares which, when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror and persons acting in concert with it (whether before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror and persons acting in concert with it holding such number of Shares carrying more than 90% of the voting rights attributable to the maximum potential issued share capital of the Company. For this purpose, the “**maximum potential issued share capital of the Company**” means the total number of Shares (excluding treasury Shares) which would be in issue had all outstanding Company Options and Company Awards (if any) been validly exercised as at the date of such declaration.

Save for the Acceptance Condition, the Offer is unconditional in all other respects.

3.3 Other Terms of the Offer Unchanged

Save as disclosed in this Letter and the Offer Revision Announcement, all other terms and conditions of the Offer as set out in the Offer Document remain unchanged.

4. FINANCIAL EVALUATION OF THE REVISED FINAL OFFER CONSIDERATION

The Revised Final Cash Consideration of S\$0.40 represents an increase of approximately 8.1% or S\$0.03 over the initial Cash Consideration of S\$0.37 per Offer Share.

The Revised Final Cash Consideration represents the following premiums over the historical traded prices of the Shares:

Description	Share Price (S\$) ⁽¹⁾	Premium of the Revised Final Cash Consideration over Share Price (%) ⁽²⁾
(a) Last transacted price per Share on 8 September 2022, being the Last Trading Day	0.325	23.1
(b) The volume weighted average price (“ VWAP ”) of the Shares traded on the SGX-ST for the one (1)-month period up to and including the Last Trading Day	0.313	27.8
(c) VWAP of the Shares for the three (3)-month period up to and including the Last Trading Day	0.311	28.6
(d) VWAP of the Shares for the six (6)-month period up to and including the Last Trading Day	0.319	25.4
(e) VWAP of the Shares for the 12-month period up to and including the Last Trading Day	0.314	27.4

Notes:

(1) The S\$ figures are rounded to the nearest three (3) decimal places and are sourced from S&P Capital IQ up to and including the Last Trading Day.

(2) The respective premia are rounded to the nearest one (1) decimal place.

5. RATIONALE FOR THE REVISED FINAL OFFER CONSIDERATION

The Offeror is of the view that the Revised Final Cash Consideration reinforces the compelling and attractive exit opportunity for Shareholders to realise their entire investment in cash at an attractive price and a compelling premium amidst the risk of uncertainty in the current global operating and economic environment, a low trading liquidity, and without

incurring brokerage and other trading costs. In lieu of the Revised Final Cash Consideration and pursuant to the Offer, the Share Consideration at an issue price equivalent to the Revised Final Cash Consideration provides a viable avenue for Shareholders who continue to believe in the management team and the business model of the Company to remain invested in the Company.

The Offer remains, as at 4 November 2022 (the “**Revised Latest Practicable Date**”), the only offer available for acceptance by Shareholders to realise their investment in the Company.

6. EXTENSION OF CLOSING DATE

Pursuant to Rule 20.1 of the Code, following the revision of the Offer, the Offer must be kept open for at least 14 days from the date of posting of this Letter to Shareholders.

Accordingly, the Closing Date of the Offer is extended to **5.30 p.m. (Singapore time) on 23 November 2022** (or such later date(s) as may be announced from time to time by or on behalf of the Offeror).

Shareholders should note that pursuant to Rule 22.9 of the Code (and as stated in paragraph 1.2 of **Appendix V** to the Offer Document), except with the SIC’s prior consent, the Offer will not be capable:

- (a) of becoming or being declared unconditional as to acceptances after **5.30 p.m. (Singapore time) on 5 December 2022** (being the next business day after 3 December 2022 (Saturday), which is the 60th day after the date of electronic dissemination of the Offer Document); or
- (b) of being kept open after 5.30 p.m. (Singapore time) on 5 December 2022 unless the Offer has previously become or been declared to be unconditional as to acceptances.

7. GENERAL INFORMATION

(a) Valid Acceptances

Shareholders who have earlier validly accepted the Offer are entitled to the Revised Final Offer Consideration, subject to the Offer becoming or being declared to be unconditional in all respects in accordance with its terms. Accordingly, no further action in respect of the Offer is required to be taken by Shareholders who have already validly accepted the Offer.

However, in the event the Offer does not become or is not declared to be unconditional in all respects in accordance with its terms, the Central Depository (Pte) Limited (“**CDP**”) will return the aggregate number of Offer Shares in respect of which you have accepted the Offer and tendered for acceptance under the Offer to the “Free Balance” of your Securities Account as soon as possible but, in any event, within 14 days from the lapse of the Offer.

(b) Procedures for Acceptance of Offer

Shareholders who have validly accepted the Offer prior to the date of this Letter are not required to take any further action in relation to the Offer.

Shareholders who wish to accept the Offer but have not done so should complete, sign and submit their relevant Acceptance Form(s) and all other relevant documents as soon as possible so as to reach the Offeror no later than 5.30 p.m. (Singapore time) on the Closing Date. Further details on the procedures for the acceptance of the Offer are set out in **Appendix VI** to the Offer Document, the accompanying relevant Acceptance

Form(s) and (where applicable, in respect of Shareholders that are depository agents who wish to elect the Share Consideration in respect of Offer Shares held on behalf of its sub-account holder(s)) the Sub-Account Holders Form and the DA Letter.

Depositors who have not received or who have misplaced the FAA may obtain a copy of such FAA, upon production of satisfactory evidence that they are Shareholders, by submitting a request to CDP via telephone (+65 6535 7511) during their operating hours or email services (asksgx@sgx.com). Electronic copies of the FAA may also be obtained on the website of the SGX-ST at <https://www.sgx.com> and on the website of the Company at <https://smg.sg/>.

Shareholders whose Offer Shares are not deposited with CDP and who have not received or who have misplaced the FAT may obtain a copy of such FAT, upon production of satisfactory evidence that they are Shareholders, from TLW Success Pte. Ltd. c/o Tricor Barbinder Share Registration Services at its office located at 80 Robinson Road, #11-02, Singapore 068898. Electronic copies of the FAT may also be obtained on the website of the SGX-ST at <https://www.sgx.com> and on the website of the Company at <https://smg.sg/>.

SRS Investors who wish to accept the Offer but have not done so should contact their respective SRS Agent Banks as to the deadline, which may be earlier than the Closing Date, by which such banks would need to receive instructions in order to tender their acceptances of the Offer.

Shareholders who are in any doubt about the Offer should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

(c) No Material Change in Information

Save as disclosed in the Offer Document and announcements released by or on behalf of the Offeror on the SGX-ST (including, *inter alia*, the Offer Revision Announcement), and save for publicly available information on the Company, as far as the Offeror is aware, there has been no material change in any information previously published by or on behalf of the Offeror during the period commencing from 13 September 2022 (being the Offer Announcement Date) and ending on the Revised Latest Practicable Date.

(d) Overseas Jurisdictions

Where there are potential restrictions on sending this Letter to any overseas jurisdictions, the Offeror, EYCF, CDP and the Share Registrar each reserves the right not to send this Letter to Overseas Persons in such overseas jurisdictions. Overseas Persons are advised to read paragraph 11 of the Offer Document entitled "**Overseas Persons**".

(e) Shareholders who are in any doubt about this Letter or the revised Offer should consult their stockbroker, bank manager, solicitor or other professional advisor immediately.

8. CONFIRMATION OF FINANCIAL RESOURCES

EYCF, as the sole financial adviser to the Offeror in connection with the Offer, confirms that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offer by the holders of the Offer Shares on the basis of the Revised Final Cash Consideration, excluding the quantum which would otherwise have been required under the Promoter Irrevocable Undertakings and the Relevant Shareholder Irrevocable Undertakings had the Revised Final Cash Consideration been payable for the acceptance of the Offer under the Promoter Irrevocable Undertakings and the Relevant Shareholder Irrevocable Undertakings.

9. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of the Offeror (including those who may have delegated detailed supervision of this Letter) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Letter (other than those relating to the Company) are fair and accurate and that there are no other material facts not contained in this Letter, the omission of which would make any statement in this Letter misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the directors of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Letter.

The directors of the Offeror jointly and severally accept responsibility accordingly.

Yours faithfully,
ERNST & YOUNG CORPORATE FINANCE PTE LTD

For and on behalf of
TLW SUCCESS PTE. LTD.

9 November 2022

Any inquiries relating to this Letter or the Offer should be directed during office hours to:

Ernst & Young Corporate Finance Pte Ltd
Tel: (65) 6239 4417

Forward-Looking Statements

All statements other than statements of historical facts included in this Letter are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "shall", "should", "could", "may" and "might". These statements reflect the Offeror's current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and neither the Offeror nor EYCF undertakes any obligation to update publicly or revise any forward-looking statements.