

SINGAPORE MEDICAL GROUP LIMITED

(Company Registration No. 200503187W)

(Incorporated in the Republic of Singapore)

VOLUNTARY CONDITIONAL GENERAL OFFER FOR ALL THE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF SINGAPORE MEDICAL GROUP LIMITED

RESPONSE TO OFFEROR'S REVISION OF OFFER CONSIDERATION, REVISION OF OPTIONS PRICE, EXTENSION OF CLOSING DATE AND LEVEL OF ACCEPTANCES ANNOUNCEMENT

1. Introduction

- 1.1 The board of directors ("**Board**") of Singapore Medical Group Limited ("**Company**") refers to the following:
- (a) the offer announcement ("**Offer Announcement**") issued on 13 September 2022 by Ernst & Young Corporate Finance Pte Ltd ("**EYCF**") for and on behalf of TLW Success Pte Ltd. ("**Offeror**") relating to, *inter alia*, the voluntary conditional general offer ("**Offer**") in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers for all the issued and paid-up ordinary shares ("**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;
 - (b) the announcement issued on 13 September 2022 by the Company in response to the Offer Announcement;
 - (c) the announcement issued on 26 September 2022 by the Company relating to the appointment of ZICO Capital pte Ltd. as the independent financial adviser ("**IFA**") to advise the directors of the Company who are considered to be independent for the purposes of the Offer ("**Independent Directors**");
 - (d) the offer document dated 4 October 2022 ("**Offer Document**") and related documents in connection with the Offer, issued by EYCF for and on behalf of the Offeror, containing, *inter alia*, the full terms and conditions of the Offer;
 - (e) the letter dated 4 October 2022 to all holders ("**Optionholders**") of outstanding share options ("**Company Options**") granted under the SMG Share Option Scheme (which was approved by shareholders of the Company ("**Shareholders**") on 30 April 2014) which contains, *inter alia*, details of the proposal made to Optionholders in relation to the Company Options ("**Options Proposal**"), together with the acceptance letter for the Options Proposal;
 - (f) the announcement issued on 4 October 2022 in relation to the electronic despatch of the

Offer Document and related documents in connection with the Offer (“**Offeror Despatch Announcement**”);

- (g) the offeree circular dated 18 October 2022 (“**Offeree Circular**”) containing, *inter alia*, the advice of the IFA to the Independent Directors and the recommendation of the Independent Directors to the Shareholders and Optionholders in respect of the Offer and the Options Proposal respectively;
- (h) the announcement issued on 18 October 2022 by the Company in relation to the electronic despatch of the Offeree Circular;
- (i) the announcement issued on 20 October 2022 by the Company in respect of, *inter alia*, the letter from the IFA dated 20 October 2022 (“**Clarification Letter**”) in relation to its advice to the Independent Directors in respect of the Offer and the Options Proposal, and the electronic despatch of the Clarification Letter and the replacement pages of the IFA Letter and the relevant extracts of the IFA Letter in the Offeree Circular (collectively, “**Replacement Pages**”);
- (j) the announcement issued on 26 October 2022 by the Company in relation to the despatch of the notice regarding the electronic dissemination of the Replacement Pages;
- (k) the announcement issued on 1 November 2022 in relation to the extension of the Closing Date of the Offer (and consequently the closing date for acceptances of the Options Proposal) from 5.30 p.m. (Singapore time) on 1 November 2022 to 5.30 p.m. (Singapore time) on 15 November 2022 (or such later date(s) as may be announced from time to time by or on behalf of the Offeror);
- (l) the announcement issued on 1 November 2022 in relation to the level of valid acceptances of the Offer as at 6.00 p.m. (Singapore time) on 1 November 2022; and
- (m) the announcement issued on 2 November 2022 in relation to the revision of the Offer Consideration, the revision of the Options Price, the extension of the Closing Date of the Offer, and the level of valid acceptances of the Offer as at 6.00 p.m. (Singapore time) on 2 November 2022 (the “**Offer Revision Announcement**”).

1.2 Unless otherwise defined, capitalised terms used herein shall bear the same meanings ascribed to them in the Offeree Circular.

2. Revision of Offer Consideration, Revision of Options Price, and Extension of Closing Date

2.1 The Board wishes to inform Shareholders and Optionholders that the Offeror has announced on 2 November 2022, *inter alia*, that the Offer and the Options Proposal will be revised in the manner as described in the Offer Revision Announcement (“**Revised Offer and Options Proposal**”). A copy of the Offer Revision Announcement is available on the website of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) at www.sgx.com. **Shareholders and Optionholders are advised to read the Offer**

Revision Announcement carefully.

2.2 The Offer Revision Announcement states, *inter alia*, the following:

<p>“2. <u>Revision of Offer Consideration</u></p> <p><i>EYCF wishes to announce, for and on behalf of the Offeror, that the Offeror is revising the Offer Consideration as follows:</i></p> <p><i>For each Offer Share:</i></p> <p><i>EITHER</i></p> <p><i>(a) \$0.40 in cash (the "<u>Revised Final Cash Consideration</u>")</i></p> <p><i>OR</i></p> <p><i>(b) in lieu thereof, one (1) New Offeror Share (the "<u>Share Consideration</u>"). 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,</i></p> <p><i>(the "<u>Revised Final Offer Consideration</u>").</i></p> <p><i>EYCF wishes to announce, for and on behalf of the Offeror, that 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.</i></p> <p><i>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.</i></p> <p><i>Save as disclosed in this Announcement, all the other terms and conditions of the Offer as set out in the Offer Document remain unchanged.</i></p> <p>5. <u>Revision of Option Price</u></p> <p><i>Following the revision of the Offer Consideration, the Option Price under the Options Proposal, which is computed on a “see-through” basis, will correspondingly be revised to be the amount of the excess of the Revised Final Cash Consideration over the exercise price of that Company Option. If, however, the exercise price of that Company Option is equal to or more than the Revised Final Cash Consideration, the Option Price for each Company Option will be the nominal amount of S\$0.001 (the "<u>Revised Final Option Price</u>").</i></p>

Optionholders who have earlier accepted the Options Proposal are entitled to the Revised Final Option Price, 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 Options Proposal is required to be taken by Optionholders who have already validly accepted the Options Proposal.

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

6. Extension of Closing Date and Written Notifications of Revision

As set out in the announcement issued by EYCF, for and on behalf of the Offeror, on 1 November 2022 in relation to the extension of the Closing Date of the Offer, the Closing Date of the Offer (and consequently the closing date for acceptances of the Options Proposal) has been extended from 5.30 p.m. (Singapore time) on 1 November 2022 to 5.30 p.m. (Singapore time) on 15 November 2022 (or such later date(s) as may be announced from time to time by or on behalf of the Offeror).

Pursuant to Rule 20.1 of the Code, the Offer must be kept open for at least 14 days from the date of posting of the written notification of revision to Shareholders. **A written notification will be posted to all Shareholders in respect of the Revised Final Offer Consideration and the Offer will remain open for acceptance for not less than 14 days from the date of posting of such written notification.** Consequently, the Options Proposal will remain open for acceptance for not less than 14 days from the date of posting of the written notification.

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.

11. 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.”

3. Supplemental Letter to Shareholders

- 3.1 The Company will be despatching to Shareholders and Optionholders a supplemental letter to the Offeree Circular (“**Supplemental Letter**”) containing, *inter alia*, the advice of ZICO Capital Pte. Ltd., in its capacity as the IFA to the Independent Directors, and the recommendation of the Independent Directors in respect of the Revised Offer and Options Proposal. Such Supplemental Letter will also be posted on the Company’s announcement page on the website of the SGX-ST at www.sgx.com and on the Company’s website at <https://www.smg.sg>.
- 3.2 **Shareholders and Optionholders should read and consider carefully, the advice of the IFA to the Independent Directors as well as the recommendations of the Independent Directors, which will be set out in the Supplemental Letter before deciding whether or not to accept the Offer and/or the Options Proposal (as the case may be). Shareholders and/or Optionholders (as the case may be) who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers immediately.**

4. Directors’ Responsibility Statement

- 4.1 The directors of the Company (“**Directors**”) (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading. The Directors jointly and severally accept responsibility accordingly.
- 4.2 Where 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 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 Announcement.

BY ORDER OF THE BOARD

Ho Lon Gee
Lead Independent Director

3 November 2022

*This Announcement has been prepared by Singapore Medical Group Limited (“**Company**”) and its contents have been reviewed by the Company’s sponsor, UOB Kay Hian Private Limited (“**Sponsor**”) for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalyst.*

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 accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Announcement.

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