

**CITICODE LTD.**

(Incorporated in the Republic of Singapore)  
(Company Registration No. 200404283C)

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**PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF  
LIVINGSTONE HEALTH LTD.**

**WAIVER FROM COMPLIANCE WITH RULES 1015(1)(A)(II) AND 1015(4)(A) OF THE CATALIST RULES IN  
RESPECT OF DISCLOSURE OF PRO FORMA FINANCIAL STATEMENTS OF THE ENLARGED GROUP**

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*Unless otherwise expressly defined herein, all capitalised terms and references have the same meaning as ascribed to them in the announcement made by the Company on 29 July 2020 (the “**Previous Announcement**”) in relation to the Proposed Acquisition.*

**1. INTRODUCTION**

- 1.1 The board of directors (the “**Board**”) of Citicod Ltd. (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the Previous Announcement in relation to the SPA and the Proposed Acquisition.
- 1.2 In connection with the Proposed Acquisition, the Company will be seeking the approval of its shareholders (the “**Shareholders**”) for the proposed transfer of the listing of the Shares from the Mainboard to the Catalist of the SGX-ST (the “**Proposed Listing Transfer**”). Upon completion of the Proposed Acquisition and the Proposed Listing Transfer, the Company shall be listed on the Catalist Board of the SGX-ST.
- 1.3 The Company, through SAC Capital Private Limited in their capacity as the financial adviser to the Company in respect of the Proposed Acquisition, had applied to the SGX-ST to seek a waiver of the requirements to comply with Rules 1015(1)(a)(ii) and 1015(4)(a) of the Listing Manual, Section B: Rules of Catalist (the “**Catalist Rules**”) (the “**Waiver**”) (read with Rule 407(1) of the Catalist Rules) (the “**Relevant Rules**”), specifically, the requirement to present the pro forma financial statements of the enlarged group in relation to the Proposed Acquisition (the “**Enlarged Group**”) in the circular to be dispatched to Shareholders (the “**Circular**”).

**2. DISCLOSURE REQUIREMENTS**

- 2.1 Under the Relevant Rules, the Company is required to disclose the following:
- (a) latest two (2) years of historical financial information (of the assets to be acquired) and one (1) year of pro forma financial information (of the Enlarged Group); and
  - (b) information required under Parts 2 to 11 of the Fifth Schedule, Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 (“**Fifth Schedule**”), in particular, paragraph 24 of Part 9 of the Fifth Schedule requiring the pro forma financial statements of the Enlarged Group for the most recently completed financial year and any relevant interim financial period in the Circular.

### 3. **GRANT OF WAIVER**

- 3.1 In connection with the application for the Waiver, it was proposed that the financial information contained in the Circular would be as follows:
- 3.1.1 the audited financial information of the Target Group for FY2017, FY2018 and FY2019, and unaudited financial information for any relevant interim financial period (with independent accountants' audit and review reports respectively), which will be prepared in accordance with the Singapore Financial Reporting Standards (International); and
  - 3.1.2 the pro forma financial information of the Target Group for FY2019 and any relevant interim financial period, which will include adjustments to take into account the internal restructuring and other developments to the Target Group in FY2019 (the "**Target Restructuring and Developments**").
- 3.2 The Board wishes to announce that on 10 September 2020, the SGX-ST has no objections to granting the Waiver, subject to:
- 3.2.1 the Company making an announcement of the Waiver granted, stating the reasons for seeking the Waiver and the conditions as per Catalist Rule 106, and that the Company and/or its Board are not aware of any other material information in respect of the Company and the Proposed Acquisition which was not formerly disclosed to investors;
  - 3.2.2 the disclosure of the Waiver granted and the bases for seeking the Waiver in the Circular; and
  - 3.2.3 submission of a written confirmation from the Company that the Waiver does not contravene any laws and regulations governing the Company and its constituent documents.
- 3.3 The Board wishes to confirm that save for the information set out under paragraph 4.4 below, the Company and the Board are not aware of any other material information in respect of the Company and the Proposed Acquisition which was not formerly disclosed to investors.

### 4. **REASONS FOR THE WAIVER**

- 4.1 Pursuant to the Proposed Disposal, the Company will cease all existing operating businesses and will dispose of all subsidiaries. Upon completion of the Proposed Acquisition and the Proposed Disposal, the Enlarged Group's business will comprise wholly of the business of the Target Group. Accordingly, the operations and financial position of the Company's existing subsidiaries, investments and businesses are not relevant to, and will not form part of, the operations and financial position of the Enlarged Group after Completion.
- 4.2 The Company is of the view that it would be more meaningful for Shareholders to consider only the pro forma financial information of the Target Group, as opposed to the pro forma financial information of the Enlarged Group, as the pro forma financial information of the Target Group reflects the economic substance of the Company's businesses upon the completion of the Proposed Acquisition and the Proposed Disposal, and will allow the Shareholders to make a more informed and meaningful assessment of the assets to be acquired. Therefore, in view that the future business and assets of the Company will be represented only by the business and assets of the Target Group following the completion of the Proposed Disposal and the Proposed Acquisition, the Company is of the view that

the presentation of the pro forma financial statements of the Target Group would already provide the financial information required by Shareholders in arriving at their decision on whether or not to approve the proposed transactions at the EGM, including the Proposed Acquisition, and the pro forma financial information of the Enlarged Group would not be more meaningful nor material to Shareholders in any way.

- 4.3 The audited financial information of the Target Group for the financial years ended FY2017, FY2018 and FY2019 and unaudited financial information for any relevant interim financial period will be prepared in accordance with the Singapore Financial Reporting Standards (International), and will be reflective of the actual financial performance and position of the Target Group. In addition, presentation of the pro forma financial statements of the Target Group for FY2019 and the relevant interim period instead of the pro forma financial statements of the Enlarged Group, will allow for a more reflective comparison of pro forma effects arising from the Target Restructuring and Developments.
- 4.4 The Company is of the view that the pro forma financial information of the Target Group that is proposed to be presented (as set out in paragraph 3.1.2 of this announcement) would not be materially different from the pro forma financial information of the Enlarged Group, save for (i) certain corporate and operating expenses of the Company, such as regulatory compliance costs and other expenses expected to be incurred in the day-to-day running of the Company; (ii) non-cash expenses in connection with the Proposed Acquisition, mainly arising from reverse acquisition accounting in accordance with the prevailing financial reporting standards; and (iii) any gain or loss as a result of the Proposed Disposal, all of which are non-operational or non-recurring in nature.
- 4.5 Shareholders would already be familiar with the historical financial performance and position of the Group's existing business and if they wish to, can refer to the Group's annual reports and periodic financial results announcements.
- 4.6 The Company would have to incur additional costs in connection with mandating the reporting accountants to report on the pro forma financial information of the Enlarged Group, which will reduce its available cash holdings. The Company is of the view that the cost of preparation and reporting the pro forma financial information on the Enlarged Group outweighs the benefits to its Shareholders as the inclusion of the audited and unaudited financial information and the pro forma financial statements of the Target Group that is proposed to be presented would adequately reflect the economic substance of the Enlarged Group following the completion of the Proposed Acquisition and the Proposed Disposal. Accordingly, the Company is of the view that the exclusion of the pro forma financial information of the Enlarged Group would not be materially prejudicial to the Shareholders in any way.

## 5. **FURTHER INFORMATION**

The Company will make the necessary announcements as and when there are further material developments on the Proposed Acquisition and other matters contemplated by this announcement.

6. **CAUTIONARY STATEMENT**

Shareholders are advised to exercise caution when dealing in the securities of the Company as the Proposed Acquisition is subject to certain conditions and there is no certainty or assurance as at the date of this announcement that the Proposed Acquisition will be completed.

The Company will make the necessary announcements when there are further developments on the Proposed Acquisition. Shareholders of the Company are advised to read this announcement and any further announcements by the Company carefully. In the event of any doubt, Shareholders should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

**BY ORDER OF THE BOARD**

**Teh Wing Kwan**

Executive Chairman and Chief Executive Officer  
11 September 2020