



LIVINGSTONE HEALTH HOLDINGS LIMITED
(Formerly known as Citicode Ltd.)
(Incorporated in the Republic of Singapore)
(Company Registration Number 200404283C)

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

- **COMPLETION OF THE PROPOSED DISPOSAL**
 - **ENTRY INTO A PLACEMENT AGREEMENT WITH SAC CAPITAL PRIVATE LIMITED**
-

Unless otherwise expressly defined herein, all capitalised terms and references used in this announcement shall have the meanings ascribed to them in the circular dated 31 December 2020 (the “Circular”) in relation to, inter alia, the proposed acquisition of the entire issued and paid-up share capital of Livingstone Health Ltd.

1. THE PROPOSED DISPOSAL

The Board of Directors (“**Board**”) of Livingstone Health Holdings Limited (formerly known as Citicode Ltd.) (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the announcement dated 17 December 2020 and the Circular in relation to the Proposed Disposal.

The Board wishes to announce that, following the due approval by ordinary resolution of the Proposed Disposal at the extraordinary general meeting (“**EGM**”) of the Company held on 22 January 2021 and the fulfilment of all conditions precedent under the Disposal Agreements, the Proposed Disposal has been completed. Consequently, **Citicode-SNAP** and **Citicode Corporation** have ceased to be subsidiaries and/or associated companies of the Company.

The Company has submitted its application to strike off Asiapac Recycling Pte. Ltd. (“**APR**”) to the Accounting and Corporate Regulatory Authority of Singapore (“**ACRA**”). ACRA has accepted the application and the process for striking off is underway. The Company will release an announcement upon the striking off of APR from the register of companies under Section 344A of the Companies Act, Cap. 50 in due course.

2. ENTRY INTO PLACEMENT AGREEMENT WITH SAC CAPITAL PRIVATE LIMITED

The Board refers to paragraph 4 of the announcement dated 31 December 2020 and section 5 of the Circular in relation to the Proposed Placement.

The Board wishes to announce that, following the due approval by ordinary resolution of the Proposed Placement at the EGM of the Company held on 22 January 2021, the Company has on 26 January 2021 entered into a Placement Agreement with SAC Capital Private Limited (“**SAC Capital**”), pursuant to which SAC Capital has been appointed as the placement agent (the “**Placement Agent**”) in respect of the Proposed Placement of up to 5,000,000 Placement Shares at the Issue Price of S\$0.20 per Placement Share.

The Placement Shares will be issued upon completion of the Proposed Share Consolidation and upon their allotment and issuance, be credited as fully paid-up and free from all encumbrances and will rank *pari passu* in all respects with the existing issued Shares save for any rights, benefits, dividends and entitlements the record date of which is before completion of the Proposed Placement.

3. SALIENT TERMS OF THE PLACEMENT AGREEMENT

3.1 Placement Commission

In consideration of the agreement for the Placement Agent to, on a best endeavours basis, procure subscribers for the Placement Shares, the Company shall pay to the Placement Agent a placement commission equal to 3.0% of the Issue Price multiplied by the aggregate number of Placement Shares for which the Placement Agent has sold or procured the subscription for. Subscribers of the Placement Shares may be required to pay brokerage or selling commission of up to 1.0% of the Placement Price (and the prevailing goods & services tax thereon, if applicable) to the Placement Agent or any sub-placement agent that may be appointed by the Placement Agent. The Placement Agent has confirmed that the commission payable by the Company to the Placement Agent in respect of the Placement Shares will not be shared with any of the end-placées of the Proposed Placement.

3.2 Conditions

Completion of the Proposed Placement is conditional upon, *inter alia*, the following conditions:

- 3.2.1 completion of the Proposed Share Consolidation;
- 3.2.2 completion of the Proposed Acquisition;
- 3.2.3 approval by Shareholders for the allotment and issuance of the Placement Shares;
- 3.2.4 approval in-principle for the listing and quotation of the Placement Shares on the Catalist Board and such approval not having been revoked or amended and, where such approval is subject to conditions, to the extent that any conditions for the listing and quotation of the Placement Shares on the SGX-ST are required to be fulfilled on or before Completion Date, they are so fulfilled;
- 3.2.5 the exemption under Section 272B of the SFA being applicable to the Proposed Placement under the Placement Agreement;
- 3.2.6 the allotment, issue and subscription of the Placement Shares not being prohibited by any statute, order, rule, regulation or directive promulgated or issued after the date of the Placement Agreement by any legislative, executive or regulatory body or authority of Singapore or any other jurisdiction, which is applicable to the Company or the Placement Agent;
- 3.2.7 there not having occurred, in the opinion of the Placement Agent, any Material Adverse Effect, or any development reasonably likely to involve a prospective Material Adverse Effect, whether or not arising from transactions in the ordinary course of business, subsequent to the date of the Placement Agreement which, in the opinion of the Placement Agent, is or is reasonably likely to be materially adverse in the context of the Proposed Placement or is reasonably likely to prejudice materially the success of the Proposed Placement or dealings in the Placement Shares in the secondary market; and

3.2.8 the representations, warranties and undertakings of the Company remaining true and correct in all material respects as at the date of completion of the Proposed Placement and the Company having performed all of its obligations hereunder to be performed on or before the date of completion of the Proposed Placement.

For the purposes of this Paragraph 3.2, “**Material Adverse Effect**” shall mean any material adverse effect on (a) the condition (financial or otherwise), trading position, earnings, prospects, business, undertakings, results of operations, management or assets of the Company or the Group taken as a whole, whether or not arising from transactions in the ordinary course of business; or (b) the ability of the Company to perform its obligations under or with respect to, or consummate the transactions contemplated by, the Placement Agreement or the Circular.

3.3 The Placement Agent may, and upon such terms as it thinks fit, waive compliance with any of the conditions contained in the Placement Agreement and any such condition so waived shall be deemed to have been satisfied provided always that any such waiver as aforesaid shall be without prejudice to its right to elect to treat any further or other breach, failure or event as releasing and discharging it from its obligations under the Placement Agreement.

3.4 **Placement Completion**

Subject to the terms and conditions of the Placement Agreement, completion of the Proposed Placement is expected to take place on 4 February 2021, being the expected date of completion of the Proposed Acquisition, in conjunction with (i) the completion of the Proposed Share Consolidation, (ii) the completion of the Proposed Listing Transfer, and (iii) the issuance of the Base Consideration Shares, Capitalisation Shares and SAC Capital Shares. Against delivery of the Placement Shares, the Placement Agent shall make payment to, or procure that payment is made to, the Company of the gross proceeds in respect of the Placement Shares (less any commissions, costs and expenses), within five (5) business days after the completion of the Proposed Placement.

4. **USE OF PROCEEDS FROM THE PROPOSED PLACEMENT**

4.1 The Proposed Placement will raise up to S\$1,000,000 gross proceeds, which will be fully used to fund the expenses in connection with the Proposed Transactions. The total estimated listing expenses is approximately S\$1.10 million, comprising (a) professional fees and expenses of S\$0.77 million⁽¹⁾; (b) placement commission of S\$0.03 million⁽²⁾; and (c) miscellaneous expenses of S\$0.30 million. Accordingly, there will be no net proceeds from the Proposed Placement, and the remaining amount of listing expenses will be funded by the Target Group’s internal resources.

4.3 In accordance with Rule 810(1)(c) of the Catalist Rules, the Proposed New Board is of the opinion that:

(a) taking into consideration the present bank facilities available to the Group, the Group’s internal resources and operating cash flows, the working capital available to the Group is sufficient to meet its present requirements, and the Proposed Placement is being undertaken for the aforesaid reasons and the intended use of proceeds; and

(1) The professional fees refer to the cash expenses incurred by the Company in connection with the Proposed Transactions, and exclude part of the management fee of S\$0.10 million payable to SAC Capital, which will be satisfied in full by the allotment and issuance of the SAC Capital Shares to SAC Capital.

(2) The Company will pay SAC Capital, as compensation for their services in connection with the Proposed Placement and pursuant to the Placement Agreement, at a commission of 3.0% of the Issue Price for each new Placement Share.

- (b) after taking into consideration the present bank facilities available to the Group and the net proceeds arising from the Proposed Placement, the working capital available to the Group is sufficient to meet its present requirements.

5. FURTHER ANNOUNCEMENTS

The Company will make such announcement(s) as may be necessary and/or appropriate in relation to the Proposed Placement, including but not limited to the completion of the Proposed Placement, in due course.

6. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The Placement Shares will not be subscribed by nor delivered to any person who is a director (including the Proposed New Board) or a substantial Shareholder or any person who falls within the categories set out in Rule 812(1) of the Catalist Rules; and none of the Directors (including the Proposed New Board) or substantial Shareholders has any interest, direct or indirect, in the Proposed Placement, (other than arising from their directorships and/or shareholdings, as the case may be, in the Company, if any).

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Placement. The Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

8. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the Placement Agreement will be available for inspection during normal business hours at the registered office of the Company at 1 Robinson Road, #17-00 AIA Tower, Singapore 048542 for a period of six (6) months commencing from the date of this announcement.

9. CAUTIONARY STATEMENT

Shareholders and potential investors should note that the Proposed Placement is subject to the fulfilment of, *inter alia*, the conditions precedent set out above, and accordingly, should exercise caution when trading in the shares of the Company. Persons who are in doubt as to the action they should take should consult their legal, financial, tax or other professional advisers.

BY ORDER OF THE BOARD

Teh Wing Kwan

Executive Chairman and Chief Executive Officer
26 January 2021