

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

- (A) **SUPPLEMENTAL DEED TO THE SPA**
 - (B) **EXTENSION OF TIME TO OBTAIN APPROVAL OF THE WHITEWASH RESOLUTION**
 - (C) **THE PROPOSED PLACEMENT (AS DEFINED HEREIN)**
 - (D) **LODGEMENT AND DESPATCH OF CIRCULAR**
 - (E) **RECEIPT OF LISTING AND QUOTATION NOTICE**
 - (F) **RECEIPT OF APPROVAL IN-PRINCIPLE**
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*Unless otherwise expressly defined herein, all capitalised terms and references have the same meaning as ascribed to them in (i) the announcement made on 29 July 2020 in relation to, inter alia, the Proposed Acquisition and the Proposed Disposal; (ii) the announcement made on 7 October 2020 in relation to the Citicode Internal Reorganisation; (iii) the announcement made on 13 October 2020 in relation to the receipt of the whitewash waiver from the SIC; and (iv) the announcement made on 17 December 2020 in relation to, inter alia, updates to the Citicode Internal Reorganisation and the Proposed Loan Capitalisation (the “**Previous Announcements**”) and 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. (the “**Proposed Acquisition**”).*

1. INTRODUCTION

1.1 The board of directors (the “**Board**”) of Citicode Ltd. (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to make this announcement to inform Shareholders of the following updates and developments following the Previous Announcements:

1.1.1 the entry into a supplemental deed to the SPA;

1.1.2 the receipt from the SIC of an extension of time to obtain approval of the Whitewash Resolution;

1.1.3 the proposed placement of up to 5,000,000 Placement Shares (as defined herein) at the Issue Price by way of a private placement pursuant to section 272B of the Securities and Futures Act (Cap. 289) (the “**Proposed Placement**”);

1.1.4 the lodgement and despatch of the Circular;

1.1.5 the receipt of listing and quotation notice; and

1.1.6 the receipt of approval in-principle from SGX-ST.

2. SUPPLEMENTAL DEED TO THE SPA

2.1 The Company, together with the Vendors and the Target Company has entered into a supplemental deed dated 31 December 2020 (the “**Supplemental Deed**”) to supplement and vary the SPA in the manner as set out in the Supplemental Deed.

2.2 Except to the extent expressly varied or amended by the provisions of the Supplemental Deed, the terms and conditions of the SPA shall remain in full force and effect.

- 2.3 Further thereto, the SPA and the Supplemental Deed shall be read and construed as one document and the Supplemental Deed shall be considered to be part of the SPA and, without prejudice to the generality of the foregoing, where the context so allows, references to the SPA in any document or instrument however expressed shall be read and construed as references to the SPA as varied or amended and supplemented by the Supplemental Deed.
- 2.4 The salient amendments pursuant to the Supplemental Deed are substantially as follows:
- 2.4.1 to clarify that in addition to the disposal by the Company of its subsidiaries, investments and existing businesses, the Proposed Disposal also comprises the submission of an application to ACRA for the striking off of APR;
- 2.4.2 to clarify that the Adjustment Items will be prepared by the Group Financial Controller of the Enlarged Group and will be agreed upon and reviewed by the Enlarged Group's external auditor and audit committee. In the event where the Adjustment Items are disputed, the Parties shall negotiate in good faith to come to an agreement, failing which, an independent public accounting firm shall be engaged to resolve the items under dispute;
- 2.4.3 to clarify that Capital Variation Events refer only to any share consolidation (other than the Proposed Share Consolidation), share sub-division or bonus issue; and
- 2.4.4 to amend the list of Target Subsidiaries to reflect the latest updates to the companies in the Target Group and the effective shareholding of the Target Company in the Target Subsidiaries. The amended list of Target Subsidiaries is appended hereto as **Annex A**.

3. **EXTENSION OF TIME TO OBTAIN APPROVAL OF THE WHITEWASH RESOLUTION**

- 3.1 As announced on 13 October 2020, one of the conditions upon which the whitewash waiver was granted was that the approval of the Whitewash Resolution must be obtained within three (3) months of 9 October 2020.
- 3.2 The Board wishes to inform Shareholders that the SIC had, on 23 December 2020, granted the Company a one (1) month extension to convene an EGM to obtain Shareholders' approval for the Whitewash Resolution.

4. **THE PROPOSED PLACEMENT**

- 4.1 The Company intends to carry out a placement exercise for the proposed allotment and issuance of up to 5,000,000 new shares (the "**Placement Shares**") at the Issue Price on a post-consolidation basis by way of a private placement pursuant to Section 272B of the Securities and Futures Act (Chapter 289) of Singapore.
- 4.2 Assuming that the Proposed Placement is fully subscribed, the Placement Shares will represent approximately 1.58% of the Company's enlarged share capital upon completion of the Proposed Acquisition, the Proposed Loan Capitalisation, the proposed issuance of SAC Capital Shares and the Proposed Placement.

- 4.3 The Company will be appointing SAC Capital as the placement agent for the Proposed Placement. The final terms of the Proposed Placement (including the placement commission) shall be determined following the entry into a definitive placement agreement (the “**Placement Agreement**”).
- 4.4 Rule 811(1) of the Listing Manual requires that issue of shares must not be priced at more than a 10.0% discount to the weighted average price for trades done on the SGX-ST for the full market day on which the placement or subscription agreement is signed. Rule 811(3) provides that Rule 811(1) is not applicable if specific Shareholders’ approval is obtained for the issuance of shares at a greater discount. As the Issue Price is expected to be more than 10.0% discount to the weighted average price for trades done on the SGX-ST (on a post-consolidation basis) prior to the signing of the Placement Agreement, the Company intends to seek the approval of Shareholders for the allotment and issuance of the Placement Shares at the EGM, in accordance with Rule 811(3) of the Listing Manual.
- 4.5 **Terms of the Proposed Placement**
- 4.5.1 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.
- 4.5.2 The Proposed Placement shall be subject to, *inter alia*, the following conditions being fulfilled:
- (a) completion of the Proposed Share Consolidation;
 - (b) completion of the Proposed Acquisition;
 - (c) approval by Shareholders for the allotment and issuance of the Placement Shares; and
 - (d) approval in-principle for the listing and quotation of the Placement Shares being obtained from the SGX-ST (and not having been revoked or withdrawn on or prior to completion of the Proposed Placement) and, where such approval is subject to conditions, such conditions being reasonably acceptable to the Company.
- 4.5.3 The Proposed Placement will not result in any transfer of controlling interest in the Company. The Company will not proceed with the Proposed Placement without the prior approval of the Shareholders in a general meeting if such issuance would bring about a transfer of controlling interest.

4.6 Use of proceeds from the Proposed Placement

- 4.6.1 **For illustrative purposes, information in this section has been presented assuming that the Proposed Placement is in respect of all of the 5,000,000 Placement Shares at the Issue Price. Shareholders should note that the foregoing terms are only indicative, and should not be construed as a representation that the Proposed Placement will be made on those terms.**
- 4.6.2 For illustrative purposes, it is assumed that 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 million¹; (b) placement commission of S\$0.03 million²; 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.
- 4.6.3 In the reasonable opinion of the Proposed New Board, there is no minimum amount which must be raised from the Proposed Placement.
- 4.6.4 None of the proceeds to be raised from the issue of the Placement Shares will be used, directly or indirectly, to acquire or refinance the acquisition of any asset, business or entity, or to discharge, reduce or retire any indebtedness of the Enlarged Group.
- 4.6.5 Shareholders should note that the terms and timing of the Proposed Placement, including the actual number of Placement Shares will depend on various factors such as market conditions, as well as potential investors' interest in the Shares upon Completion under such market conditions, and thus there is no certainty or assurance that the Company will be able to place out all or any of the Placement Shares and raise the gross proceeds therefrom.

5. LODGEMENT AND DESPATCH OF CIRCULAR

- 5.1 The Board wishes to inform Shareholders that the Company has today lodged a circular dated 31 December 2020 (the "**Circular**") containing information on, *inter alia*, the Proposed Acquisition, with the SGX-ST (acting as agent on behalf of the Monetary Authority of Singapore).
- 5.2 The extraordinary meeting of the Company ("**EGM**") of the Company will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, and as amended by the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment No. 2) Order 2020. Printed copies of the notice of EGM, the Circular, the Proxy Form and the Request Form will not be sent to the Shareholders. Instead, these documents may be accessed at the Company's website at the URL <https://www.citicode.com.sg> or on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. However, Shareholders who still wish to receive a printed copy of the Circular are to complete the Request Form and email it to ir@citicode.com.sg or to post it to Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623. To receive a printed copy of the Circular before the EGM, Shareholders are to send in their request no later than Friday, 8 January 2021.

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 to be entered into, assuming the Issue Price and a commission of 3.0% of the Issue Price for each new Placement Share.

5.3 Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting may be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Company's accompanying announcement dated 31 December 2020. This announcement may be accessed at the Company's website at the URL <https://www.citicode.com.sg> and is also available on SGXNET at the URL <https://www.sqx.com/securities/company-announcements>.

5.4 Shareholders should note the following dates and times in respect of the EGM:

Last date and time for submission of questions to be asked during the EGM : Friday, 15 January 2021 at 10.00 a.m.

Last date and time for submission of proxy form : Tuesday, 19 January 2021 at 10.00 a.m.

Last date and time for pre-registration for the EGM to be held by electronic means : Tuesday, 19 January 2021 at 10.00 a.m.

Date and time of EGM to be held by electronic means : Friday, 22 January 2021 at 10.00 a.m.

6. RECEIPT OF LISTING AND QUOTATION NOTICE

6.1 In connection with the Proposed Acquisition, the Proposed Loan Capitalisation, the Proposed Placement, the Proposed Issuance of SAC Capital Shares, the Proposed Share Consolidation and the Proposed Listing Transfer, the Company has made an application to the SGX-ST for the listing and quotation of the following (the "**New Shares**"):

6.1.1 up to 82,633,815 Consolidated Shares pursuant to the Proposed Share Consolidation of five hundred (500) Shares into one (1) Consolidated Shares; and

6.1.2 up to 350,814,000 new Consolidated Shares at the Issue Price comprising:

(a) up to 342,500,000 Consideration Shares to the Vendors comprising:

(i) 225,000,000 Base Consideration Shares; and

(ii) up to 117,500,000 Deferred Consideration Shares;

(b) 2,814,000 Capitalisation Shares to ICH Capital pursuant to the Proposed Loan Capitalisation;

(c) 500,000 SAC Capital Shares to SAC Capital as part payment of SAC Capital's management fees as the Financial Adviser to the Company in respect of the Proposed Acquisition; and

(d) up to 5,000,000 Placement Shares pursuant to the Proposed Placement,

on the official list of the SGX-ST Catalist (collectively, the "**Proposed Share Issuance Transactions**").

- 6.2 On 31 December 2020, the Company has received the listing and quotation notice (“LQN”) from the SGX-ST subject to the following:
- 6.2.1 compliance with the Catalist Rules;
 - 6.2.2 Shareholders’ approval being obtained for the Proposed Share Issuance Transactions;
 - 6.2.3 completion of the Proposed Acquisition;
 - 6.2.4 written confirmation from the Enlarged Group that they have received a written undertaking from Dr. Edwin Tan prior to listing of the Enlarged Group that in the event the striking off of Seven8 Pte. Ltd. (“Seven8”) is not completed prior to Completion, Dr. Edwin Tan will procure that Seven8 would be struck off within three (3) months after Completion;
 - 6.2.5 written undertaking from each of the Enlarged Group’s directors and executive directors in the form set out in Appendix 7H of the Catalist Rules and an undertaking from the Enlarged Group in the form set out in Appendix I to procure the same written undertaking from any newly appointed director or executive officer after the Enlarged Group’s listing; and
 - 6.2.6 written undertaking from the Enlarged Group that in the event of a cessation of service of any chief executive officer, chief financial officer, chief operating officer, general manager or other executive officer of equivalent authority as disclosed in the offer document within one (1) year of the listing of the Enlarged Group, it will comply with Catalist Rule 704(6)(a) to announce such cessation of service notwithstanding that such persons may no longer hold such roles at the time of the cessation of service.
- 6.3 Shareholders should note that the LQN is not an indication of the merits of the Enlarged Group, the Proposed Share Issuance Transactions and the New Shares.
- 6.4 The LQN is valid for three (3) calendar months from the date of the LQN and is subject to any changes to the SGX-ST’s policies and/or listing requirements. The SGX-ST reserves the right to (i) impose further terms and conditions; or (ii) withdraw or amend the LQN, at any time, in its sole and absolute discretion, without giving any reason for its decision. The SGX-ST shall not be liable for any damages or losses howsoever arising as a result of such withdrawal or amendments.

7. **APPROVAL IN-PRINCIPLE**

- 7.1 In connection with and as a condition precedent to the completion of the Proposed Acquisition, the Company will be seeking Shareholders’ approval for the Proposed Listing Transfer. The Board wishes to announce that it has on 31 December 2020 received the approval in-principle for the Proposed Listing Transfer subject to:
- 7.1.1 compliance with the SGX-ST’s listing requirements;
 - 7.1.2 an immediate announcement via SGXNET of the Proposed Listing Transfer;
 - 7.1.3 Shareholders’ approval being obtained for the Proposed Listing Transfer via a special resolution under Rule 410(4) of the Catalist Rules;

7.1.4 submission of:

- (a) a written undertaking from the Company in the format set out in Appendix 4E of the Catalist Rules to comply with all of the SGX-ST's requirements and policies applicable to the issuers listed on the Catalist Board;
- (b) a written undertaking by the Company that it is not aware of any material information which has not been previously announced via SGXNET which will affect the Company's suitability for the transfer to the Catalist Board; and
- (c) a written confirmation from the Company that it is in compliance with all applicable SGX Mainboard Rules.

7.2 Shareholders should note that the SGX-ST's approval in-principle is not to be taken as an indication of the merits of the Proposed Listing Transfer, the Company, its subsidiaries or its securities.

8. MISCELLANEOUS

8.1 Interests of directors and controlling shareholders

None of the Directors, controlling shareholders or their associates have any interest, direct or indirect in the matters contemplated by this announcement, save for their respective interests in the Shares of the Company (as the case may be).

8.2 Further information

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

8.3 Directors' responsibility statement

The Directors of the Company 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 of the matters contemplated by this announcement, 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.

8.4 Documents for inspection

Copies of the Supplemental Deed are available for inspection during normal business hours at the registered address of the Company at 1 Robinson Road, #17-00, AIA Tower, Singapore 048542, for a period of three (3) months from the date of this announcement.

8.5 Cautionary statement

Shareholders are advised that the Proposed Acquisition and the transactions contemplated in connection therewith (collectively, the “Proposed Transactions”) as disclosed in the Previous Announcements and the Circular are subject to numerous conditions and there is no assurance that they will be completed. The Company will make the necessary announcements when there are further developments on the Proposed Transactions. Shareholders are therefore asked to exercise caution when dealing in the shares of the Company and should consult their legal, financial, tax and other professional advisers.

BY ORDER OF THE BOARD

Teh Wing Kwan

Executive Chairman and Chief Executive Officer
31 December 2020

**ANNEX A
TARGET SUBSIDIARIES**

Target Subsidiaries	Effective shareholding interest of the Target Company (%)
RL Aesthetics Pte. Ltd.	100
Cove Wellness Pte. Ltd.	100
Apicare Pain Specialist Pte. Ltd.	100
S Chua Pte. Ltd.	100
Apicare Medical Pte. Ltd.	100
Livingstone Health International Pte. Ltd.	100
Sebastian Chua MH Pte. Ltd.	100
Cove Sports & Reconstruction Pte. Ltd.	100
Livingstone Cardiology Pte. Ltd.	100
The Bone and Joint Centre Pte. Ltd.	100
Livingstone Endocrine Pte. Ltd.	100
Alo Ambulance Services Pte. Ltd.	100
Livingstone Soriya Medical Specialist Co., Ltd.	57
Venture Investment Pte. Ltd.	60
Activfix Pte. Ltd.	60
Phoenix Medical Group Pte. Ltd.	51
Ardennes Healthcare Pte. Ltd.	51
PMG HV Pte. Ltd.	51
PMG PL Pte. Ltd.	51
PMG CACTIII Pte. Ltd.	35.7