ANNUAL REPORT **2020**

CONNECTING TO NEW HEALTHCARE OPPORTUNITIES IN ASIA

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This annual report has been prepared by the Company and its contents have been reviewed by the Company's sponsor, United Overseas Bank Limited (the "**Sponsor**"), for compliance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalist.

This annual report has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this annual report, including the correctness of any of the statements or opinions made or reports contained in this annual report. The contact person for the Sponsor is Mr. David Tham, Senior Director, Equity Capital Markets, who can be contacted at 80 Raffles Place, #03-03 UOB Plaza 1, Singapore 048624, telephone: +65 6533 9898.

CORPORATE PROFILE

Clearbridge Health Limited ("**Clearbridge**" or the "**Company**" and together with its subsidiaries, the "**Group**") is a healthcare company with a focus on the delivery of precision medicine and healthcare solutions in Asia.

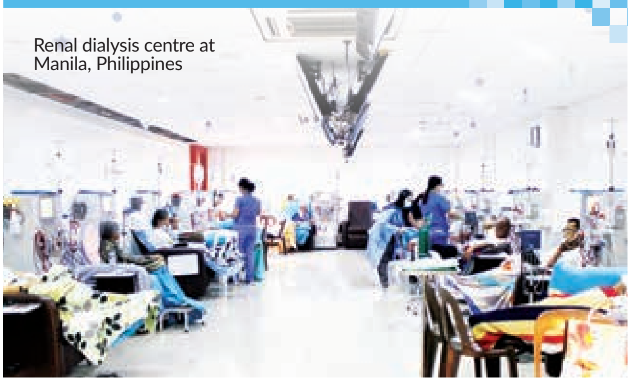
Our healthcare business comprises 3 distinctive strategic business units across Asia:

1. Medical Group (focusing on patient-centric services and healthcare products);
2. Healthcare Systems (focusing on the "PPP" Model); and
3. Strategic Investments in Healthcare Solutions and Technologies.

With a business presence in 7 countries within Asia, Clearbridge seeks to empower clinicians and healthcare professionals to make more reliable and accurate diagnoses, provide insights to disease management, tailor personalised prevention and innovative healthcare solutions for patients. The Group is executing the above strategies by way of primary healthcare and healthcare systems that reside in nexus of high demand.

In 2017, the Company was listed on the Catalist Board of the SGX-ST (Stock symbol: 1H3).

For more information, please visit www.clearbridgehealth.com.



Renal dialysis centre at Manila, Philippines

Pathology laboratory in Jakarta, Indonesia

VISION

Redefining healthcare in Asia with precision. Empowering patient care with clarity.

MISSION

Setting a new standard for personalised care through the integration of healthcare services, medical technology and data science.

CORE VALUES

Kindness	–	Patients always comes first
Confidence	–	Better outcomes start with precise insights
Dependability	–	Our people – they are our edge
Respect	–	Professionalism in any and every circumstance
Trust	–	Delivering healthcare services with utmost Integrity

GROWING HEALTHCARE PRESENCE IN ASIA

1. China

Provision of overseas healthcare expertise and services

2. Hong Kong

Clearbridge Medical Group (Hong Kong), a medical clinic in Causeway Bay that caters to medical tourists and domestic patients

Distribution network for diagnostic services

3. Thailand

Distribution network for diagnostic services

4. Philippines

Clearbridge Medical Philippines, a 4-storey multi-specialty medical center in Manila, offering wide range of services including primary healthcare, dentistry, renal dialysis center, health screening, vaccination and pharmacy

ClearSkin Advanced Dermatology and Laser Center, a derma clinic chain caters to middle-class in Manila

Distribution network of diagnostic services

5. Malaysia

Distribution network for diagnostic services

6. Singapore

Medic Surgical and Laser Clinic located at outskirts of central business district (CBD), delivering affordable and quality healthcare services to professionals working in CBD

Dental Focus Group, a group of 10 dental clinics operated under a common brand located at high footfall locations in Singapore's heartlands. New clinic in Kallang opened in January 2021

7. Indonesia

PT Indo Genesis Medika ("IGM Labs"), one of the largest clinical laboratories in Indonesia, co-operate 18 clinical laboratories in hospitals

PT Tirta Medika Jaya ("TMJ"), co-operate renal dialysis facilities with 29 hospitals (7 of which are currently under renovation or awaiting permits and certifications)

Services offered by IGM Labs and TMJ are reimbursed by Indonesia health coverage program

Distribution network for diagnostic services

WHAT WE DO

BUILDING THE FIRST BROAD-BASED PRECISION MEDICINE AND HEALTHCARE SOLUTIONS PLATFORM IN ASIA

- Data-driven clinical initiatives
- Collaborations with technologies providers relevant to Asia
- Direct access to consumers via owned primary healthcare and specialists providers

MEDICAL GROUP

Medical clinic in Singapore

- **EXISTING BUSINESS**
  - Patient centric medical group focused on healthcare needs in Asia
  - Distribution of medical, lifestyle and wellness products including COVID-19 antibody test kits through in-house clinics/centres and third party channels
  - Medical clinics in Singapore and Hong Kong
  - Medical centre and clinic in the Philippines
  - 10 dental clinics in Singapore
- **EXPANSION PLANS**
  - Build a network of medical clinics/centres throughout the ASEAN region
  - Maximise revenue synergies within networks

HEALTHCARE SYSTEMS


Renal care centre in Indonesia

- **EXISTING BUSINESS**
  - Pathology laboratories in the Philippines
  - 29 renal care centres in Indonesia (7 of which are currently under renovation or awaiting permits and certifications)
  - 18 clinical laboratories and other patient care facilities in Indonesia
- **EXPANSION PLANS**
  - Continued deepen presence across more than 2,500 hospitals in Indonesia
  - Penetrate fast-growing and dense population markets e.g. Indonesia, Philippines, etc

STRATEGIC EQUITY INVESTMENTS IN HEALTHCARE SOLUTIONS AND TECHNOLOGIES


Biolidics' Antibody Test Kit for COVID-19

- **EXISTING KEY INVESTMENTS**
  - Biolidics Limited (Biolidics), an associate which owns one of the world's first fully automated circulating tumor cell enrichment technology and has a dedicated infectious diseases division to develop certified test kits, including test kits for COVID-19
  - Clearbridge Biophotonics (CBBP), a subsidiary in computational microscopy
  - Singapore Institute of Advance Medicine Holdings (SIAMH), building the first proton therapy centre in Singapore
- **VALUE REALISATION**
  - Biolidics listed on the SGX-ST in December 2018
  - Pursue opportunity for CBBP with major international life science tools corporations

OUR VALUE CREATION PROCESS

UNLOCKING VALUE

- Capitalising valuation multiple differential between public and private market of the healthcare industry

SYNERGIES REALISATION

- Maximising revenue growth by achieving economies of scope (products to meet healthcare demands) and economies of scale (expansion of distribution points)
- Realising revenue synergies opportunities between pillars e.g. primary/secondary healthcare services and pathology laboratories

LEVERAGE GROWTH

- Reducing cost of capital by optimizing capital structure
- EBITDA strengthens Clearbridge's leverage capacity
- Deleveraging with operating cash flows from business acquisitions

VALUE REALISATION

- Building a detachable healthcare group with value realisation opportunities such as Biolidics' initial public offering ("IPO") in December 2018
- Continue pursuing multiple business opportunities to unlock value for shareholders

Medical clinic in Hong Kong

Pathology laboratory in Jakarta, Indonesia

Dental clinic in Singapore

OUR EBITDA-FOCUSED EXPANSION STRATEGY

2017

DEC

IPO of Clearbridge

Raised S$24.6m during IPO on the Catalist Board of the SGX-ST on 18 Dec 17

2018

JAN

MILS distributorship

Became an exclusive distributor for MILS International in 11 countries

Philippines acquisition

Acquired Clearbridge Medical Philippines in Manila

APR-DEC

Singapore & Indonesia acquisitions

Acquired an aesthetic clinic in Singapore and renal care business in Indonesia in Apr 18

IPO of Biolidics (associate)

Raised S$7.7m during IPO on the Catalist Board of the SGX-ST on 19 Dec 18

2019

MAR

Issue of convertible bonds

Raised S$11.0m to fuel further expansion in the region

Secured new funds for CBBP (subsidiary)

SEEDS Capital Pte. Ltd. invested S$1.0m in CBBP to accelerate the commercialisation of computational powered microscopy technology

MAY

Acquisition of 13 clinical laboratories in Indonesia

Acquired 13 clinical laboratories in Indonesia

JUN

Expansion of medical clinic in Hong Kong

Moved to larger space clinic in Causeway Bay to cater to medical tourists and domestic patients demand

AUG

Placement of shares

Raised S$11.3m to fuel further expansion in the region

Acquisition of 9 dental clinics in Singapore

9 profitable dental clinics strategically located in high footfall locations in Singapore's heartlands

2020

APR-MAY

Conversion of S$2.7m of convertible bonds

Strengthened the Group's balance sheet

MAY

COVID-19 antibody test kits distributorship

Distributor for Biolidics' COVID-19 antibody test kits in the Philippines, Indonesia, Myanmar and Vietnam

Disposal of laboratory in Singapore

Disposed of laboratory in Singapore for up to S$3.7m. Recorded a total gain of disposal of S$1.3m for FY2020

AUG-OCT

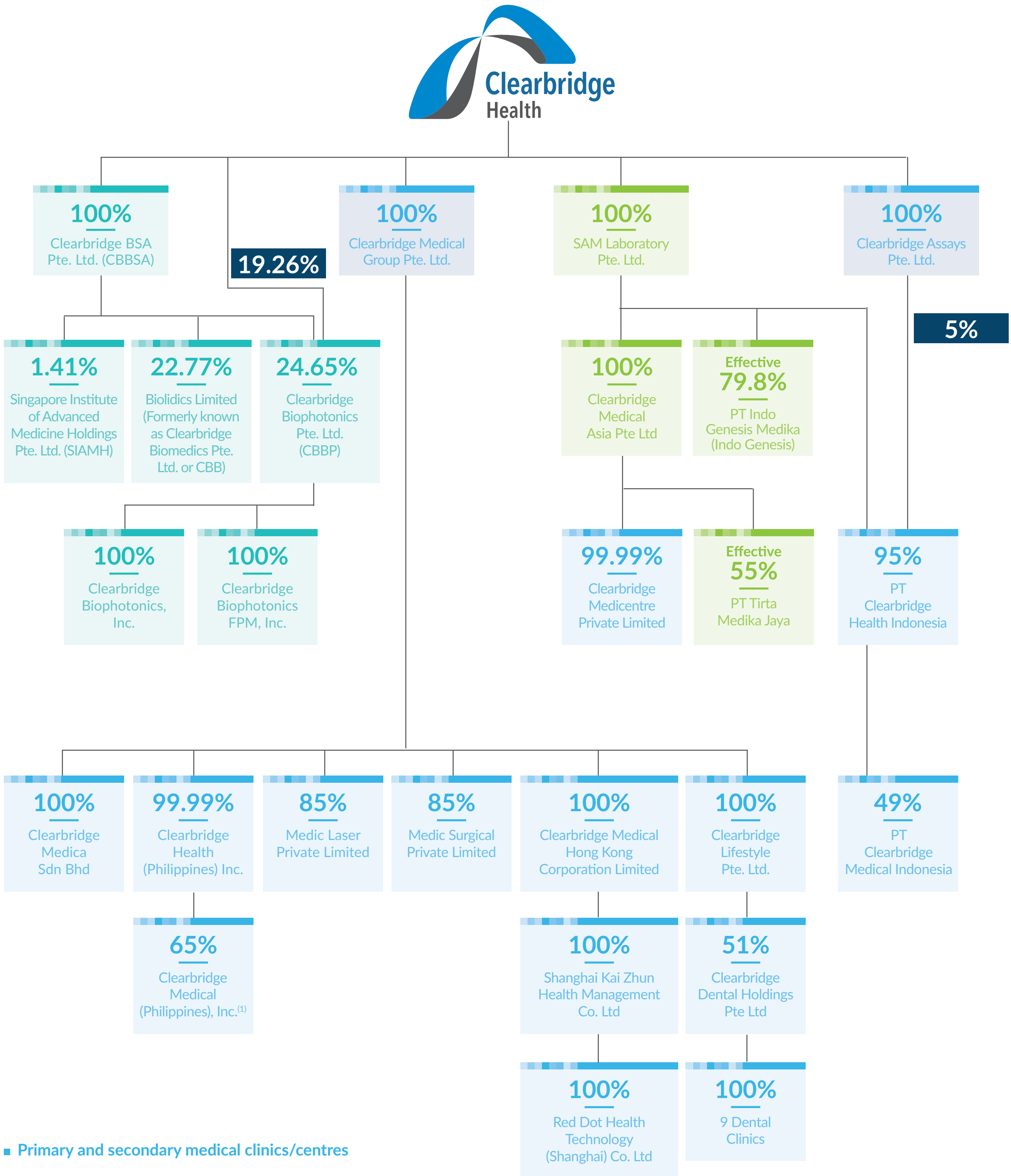
Conversion of S$1.3m of convertible bonds

Strengthened the Group's balance sheet

Resumption of healthcare operations and services

that were affected by COVID-19 measures with gradual recovery of patient loads

ORGANISATION STRUCTURE



- Primary and secondary medical clinics/centres
- Healthcare systems
- Strategic investments in medical technology companies

(1) Formerly known as Marzan Health Care Inc.

CHAIRMAN'S LETTER TO SHAREHOLDERS

We are pleased to be able to announce that FY2020 is a milestone year, whereby we have executed on our plan towards a turnaround to profitability, in that we delivered record revenue of S$36.26 million with a net profit of S$2.07 million.

DEAR SHAREHOLDERS,

Over the past 12 months, we have seen how the spread of COVID-19 pandemic has created a truly unprecedented situation which affects us all. We hope shareholders are well and managing through the COVID-19 pandemic.

On behalf of the board of directors of the Company ("**Board**" or "**Directors**"), I hope to share some of the key corporate highlights and present to you the annual report of Clearbridge for the financial year ended 31 December 2020 ("**FY2020**").

We are pleased to announce that FY2020 is a milestone year, whereby we have executed on our plan towards a turnaround to profitability, in that we delivered record revenue of S$36.26 million with a net profit of S$2.07 million.

As the COVID-19 outbreak gradually unfolds at the start of FY2020, we swiftly identified various healthcare business opportunities in Asia that can leverage on the back of our strategic healthcare business units and regional presence. Our management team has been able to capitalise on our regional operational capabilities, and in demonstrating business agility to rightly capture these opportunities. More details will be shared by the Company's Executive Director and Chief Executive Officer ("**CEO**"), Mr Jeremy Yee, in the following pages.

Pivoting from a technology accelerator, Clearbridge has transformed into a high-growth, broad-based healthcare group with a business presence in 7 countries within Asia since our listing in 2017.

Furthermore, we have positioned Clearbridge with an EBITDA-focused strategy that is value accretive to our business model. As we harness the growing healthcare opportunities in Asia, we remain focused on delivering high standards and providing quality and vital healthcare services, whilst continuing to leverage our pan-Asian platform and pursue various opportunistic endeavours.

Consumers are becoming increasingly health conscious but in ASEAN, health expenditure per capita in ASEAN still remains low, at around 4% of GDP – as compared to the OCED average of 9.5% – despite the ASEAN health expenditure increasing by 250% between 1998 and 2010 to over US$68 billion.[1]

We are optimistic that Clearbridge is well positioned for future growth, as various key drivers of Asia's healthcare industry, such as a growing and ageing population, technological advances, increased expectations for improved standards of care and rising number of chronic diseases, are in our favour. We look forward to building on what we have achieved.

A Note of Thanks & Appreciation

The fundamental purpose of healthcare is to enhance quality of life, and our deepest gratitude goes out to our doctors and medical professionals who are at the frontline undertaking their duties amidst the pandemic and who help make our Group what it is today.

I would like to express my gratitude to my fellow Directors, management team and all employees for their commitment and diligence during such unprecedented times.

Last but not least, I thank our shareholders for your continued support as we built on the current momentum to create new value propositions in the healthcare industry.

Thank You!

Chen Johnson
Non-Executive Non-Independent Chairman

Source:
(1) https://www2.deloitte.com/content/dam/Deloitte/sg/Documents/risk/sea-risk-healthcare-3-0-model.pdf

CEO'S MESSAGE

With a clear strategy in place, we aim to build on the strength and earnings quality of our healthcare portfolio platform to grow our business presence organically and actively explore ways to leverage our management and operation expertise in related markets within the wider healthcare environment in Asia.

DEAR SHAREHOLDERS,

Over the past 12 months, we have seen continued economic headwinds and the devastating impact of the COVID-19 pandemic. At the same time, we have seen the tremendous healthcare efforts that have been channelled towards combating the pandemic.

As a healthcare provider with a business presence in 7 countries within Asia, a part of Clearbridge's business activities in the healthcare industry were affected with non-essential medical care temporary halted as government authorities introduced various measures to contain the COVID-19 outbreak in their respective countries.

Nevertheless, Clearbridge is determined to do our part towards the fight against COVID-19. At the same time, we needed to respond with business agility to mitigate against the challenges and impact brought on by the pandemic.

Recognising that the COVID-19 pandemic has disrupted global supply chains of raw materials and medical supplies, we started the procurement and distribution of quality medical supplies (i.e. face masks and personal protective items) and COVID-19 antibody test kits by leveraging on our established networks and contacts in the regional healthcare industry.

In the Philippines, we also worked with the local health authorities to provide COVID-19 testing related services at our medical centre to alleviate the pressure on the public healthcare system.

As the COVID-19 pandemic overwhelmed many national healthcare systems around the world, the Public-Private-Partnership ("**PPP**") model has been thrust into the limelight as governments in Asia aims to harmonise strategic objectives and mobilise both public and private resources to build resilience against future healthcare challenges such as aging and growing populations, greater prevalence of chronic diseases, among others.

At Clearbridge, we have adopted the PPP model as a part of our core business strategy. By integrating high-quality medical standards and practices from Singapore with the PPP model, it is part of our core strategy to build scale and depth in our healthcare footprint across Asia.

In Indonesia, the Group currently manages a total of 47 hospital joint operation ("**JO**") contracts that serves close to 4 million patients per year under the PPP model, primarily in the area of renal care and pathology at public and private hospitals (ranging from Class A hospitals to Class C hospitals).

Furthermore, as we expanded our portfolio of high-growth and diverse healthcare assets across Southeast Asia in recent years, our EBITDA-focused strategy has guided our strategic path to deliver future growth from a broader revenue base.

In March 2021, our wholly-owned subsidiary, Clearbridge Medical Group Pte Ltd. ("**CBMG**"), raised S$11.5 million from various investors via a convertible preference share programme. This is a strong endorsement of our growth ambitions in Asia's healthcare industry.

The proceeds raised will be used by CBMG for the expansion of its healthcare business, which may be undertaken by way of organic growth or through investments, joint ventures, strategic collaborations, and mergers and acquisitions as well as general corporate working capital purposes.

While our strategies have underpinned the progress we have made and demonstrated our business resilience, the ability of our business and people to adapt and innovate has been the difference over the past 12 months.

As a result, the Group's registered strong growth with overall revenue surging by 68.4% or S$14.73 million, to a record S$36.26 million in FY2020, as compared to S$21.53 million for the financial year ended 31 December 2019 ("**FY2019**").

Despite the pandemic, FY2020 has been another milestone year for the Group as we marked our first year of profitability since our IPO listing in December 2017, boosting a significant turnaround with net profit of S$2.07 million in FY2020 as compared to a net loss of S$11.66 million in FY2019.

Notably, the Group generated net cash of S$2.61 million from operating activities, after adjusting for cash paid for income tax and interest expense, in FY2020. On an adjusted EBITDA basis, the Group recorded net gains of S$3.51 million in FY2020 as compared to a loss of S$2.71 million in FY2019.

Another key area of our business focus is to generate healthy and sustainable free cash flows. That is the foundation of our financial strength and will allow us to take advantage of the growth opportunities to come.

CEO'S MESSAGE

During FY2020, certain subscribers of the Company's convertible bonds converted into ordinary shares in the Company and as a result, there was a decrease in borrowings of S$3.87 million under non-current liabilities as at 31 December 2020.

It is worth noting that the Group's net debt/equity ratio improved significantly to 0.076 as compared to the net debt/equity ratio 0.163 registered as at 31 December 2019.

As at end December 2020, the Group's balance sheet further strengthened with net assets increasing to S$59.95 million and cash at banks and short-term deposits of S$14.03 million.

More details of our FY2020 results can be found in the financial review section of this annual report.

OUR PORTFOLIO OF HIGH-GROWTH AND DIVERSE HEALTHCARE ASSETS IN SOUTHEAST ASIA

Over the past few years, Clearbridge has transformed into a high-growth, broad-based healthcare group in Asia through our 3 strategic business units ("**SBUs**") as follows:

1. Medical Group (focusing on patient-centric services and healthcare products);
2. Healthcare Systems (focusing on the "PPP" Model); and
3. Strategic Investments in Healthcare Solutions and Technologies.

1. Medical Group

The aim of this SBU is to build a network of medical clinics and centres throughout Asia using best practices in Singapore. In addition, this SBU has been building both scale and scope in the distribution of medical services and healthcare products by capitalising on adaptive pricing and cross-selling strategy via a growing network of medical clinics/centres and distribution networks in the Philippines, Hong Kong and Singapore.

In the Philippines, this SBU operates a 4-storey multi-specialty medical centre in Quezon City, Manila. It also operates 2 dermatology clinics in Quezon City & Lapulapu City, Cebu.

In Hong Kong, our medical clinic and trading operations is well positioned to harness the new healthcare opportunities from the strategic economic development and integration of the Greater Bay Area (Guangdong, Hong Kong and Macao) that comprise a population of more than 70 million. Leveraging on our medical capabilities, the Group aims to create a network effect in the distribution of healthcare products and services in this high-growth market.

In Singapore, this SBU has been operating medical clinics, located at the outskirts of CBD, offering general practitioner and aesthetic services. In FY2019, this SBU began offering dental services after the acquisition of 9 dental clinics, operating under the brand name "Dental Focus", with a right of first refusal to acquire another 6 dental clinics and ancillary dental services providers under the same brand name.

2. Healthcare Systems

In addition to operating pathology laboratories in Singapore and the Philippines, Clearbridge currently manages a total of 47 hospital JO contracts in Indonesia, primarily in the area of renal care (through TMJ) and pathology (through IGM Labs) at public and private hospitals (ranging from Class A to Class C) in Indonesia.

Currently serving close to 4 million patients per year, TMJ is currently operating 22 renal care centres in Indonesia under JOs with hospitals in Indonesia. In addition, there are another 7 renal care centres that are currently under construction, with the potential of additional revenue contribution once these renal care centres are in operation.

For IGM Labs, it is operating 18 clinical laboratories and other patient care facilities in Indonesia. Notably, IGM Labs has diagnostics laboratories in 6 of the largest Class A hospitals, out of 16 Class A hospitals in Indonesia.

The renal care services and laboratory testing services offered by Clearbridge's subsidiaries in Indonesia are reimbursed through the Indonesia health coverage programme.

With our track record in managing and operating such an intricate healthcare model, the Group is targeting to develop such PPP models or JO programmes in other Southeast Asia countries.

3. Strategic Investments in Healthcare Solutions and Technologies

Currently, Clearbridge has strategic interests in 3 medical technology companies that give us access to new medical products and/or services as well as the potential to monetise our medical technologies portfolio and unlock value for shareholders. These investments are Biolidics (a Singapore-based medical technology company with a focus on developing a portfolio of innovative diagnostic solutions), CBBP (a company that utilises ground-breaking microscope technology from the California Institute of Technology to revolutionise clinical diagnostics and biological research with its computational imaging microscopy technology that is powered by in-house proprietary algorithms) and SIAMH (a company that owns and operates a medical centre offering services in wellness, aesthetic, digital radiology and specialist management of gastrointestinal and liver disorders).

Via our investment holding company, Clearbridge BSA Pte. Ltd., the Group will evaluate and explore digital healthcare solutions for mass adoption, AI technology in the medical field as well as healthcare e-commerce services.

APPRECIATION

With a clear strategy in place, we aim to build on the strength and earnings quality of our healthcare portfolio, which provides a robust platform to continue to grow our business presence organically and actively explore ways to leverage our management and operation expertise in related markets within the wider healthcare environment in Asia.

As a performance-driven organisation, we know the key to continued growth and value creation is consistency and executional excellence in what we do.

On behalf of the Board, I would like to take the opportunity to express my deepest gratitude to our colleagues at Clearbridge across the region, many of whom are at the frontline of the healthcare industry amid the pandemic. I would also like to thank all stakeholders who has contributed to our strategic direction and priorities.

Their efforts and commitment are a constant motivation for us to be a disruptive force in the healthcare industry so as to meet the rising demand for quality health care solutions and services in Asia.

I also want to take the opportunity to thank my fellow Board members for their guidance and contributions as we continue to evaluate initiatives for long-term structural growth drivers, while pursuing value realisation opportunities to unlock value for shareholders.

Last but not least, I would also like to thank our shareholders for your continued trust and support as we continue to execute our business strategy with laser-like focus on targets and deliverables.

We look forward to share more developments with you over the course of the year.

Thank You!

Yee Pinh Jeremy
Executive Director and CEO

OPERATIONS & FINANCIAL REVIEW

OPERATIONS REVIEW

Corporate Developments in FY2020

Over the past 12 months of 2020, we have seen the COVID-19 outbreak evolving into a global pandemic. Most businesses, including the usually resilient healthcare sector, have been affected adversely to varying degrees.

On our part, we responded with business agility and strong execution capabilities to address the medical and healthcare needs in the region with our regional healthcare networks and distribution platform.

In March 2020, we entered into a conditional sale and purchase agreement with Biolidics to dispose of the entire issued and paid-up capital of Biomedics Laboratory Pte. Ltd. ("**Biomedics Lab**") held by SAM Laboratory Pte Ltd ("**SAM**") for a consideration of up to S$3.7 million so it will enable the Group to, among others, better focus on distribution of clinical diagnostics tests by channelling resources to expanding its distribution capabilities across Asia.

In addition, the Group will continue to have access to the services currently offered by Biomedics Lab and other best-in-class technologies and workflows that Biomedics Lab may offer while optimising our EBITDA-focused strategy in the region.

In the second quarter of FY2020, the Group secured temporary bridging loan facilities of approximately S$4.0 million for our working capital purposes. This enable us to position the Group to address the rising healthcare needs in the region, while preparing for a prolonged period of uncertainty.

We also secured the distributorship for COVID-19 antibody test kits and started the sales of medical supplies, provision of COVID-19 testing related services in the Philippines through our growing network of primary/secondary healthcare touchpoints in Asia.

In Indonesia, the Group adopts a PPP model and we currently manage a total of 47 JO contracts serving close to 4 million patients per year, primarily in the area of renal care (through TMJ which was acquired in April 2018) and pathology (through IGM Labs which was acquired in May 2019) at public and private hospitals (ranging from Class A hospitals to Class C hospitals) in Indonesia.

The renal care services and laboratory testing services offered by TMJ and IGM Labs respectively are reimbursed through the Indonesia government's health coverage program.

On 30 September 2020, the Company's wholly-owned subsidiary, SAM and PT Kreasi Putra Nusantara ("**KPN**") have entered into the Second Supplemental Deed to the Sale and purchase agreement ("**SPA**") in relation to the acquisition of IGM Labs, pursuant to which the parties to reduce the final tranche of the consideration from IDR11.9 billion (approximately S$1.1 million) to IDR2.0 billion (approximately S$0.2 million). The final tranche of the consideration being IDR2.0 billion (approximately S$0.2 million) was paid to KPN on 6 October 2020.

On 30 September 2020, SAM and KPN have entered into a third supplemental deed to the redeemable exchangeable bond subscription agreement ("**REB**") and a letter agreement pursuant to which, KPN agreed to redeem the REB at IDR22.0 billion (approximately S$2.1 million) which is satisfied by (a) the payment in cash of IDR3.4 billion (approximately S$0.3 million); and (b) the novation of an outstanding shareholders' loan of IDR18.6 billion (approximately S$1.7 million) which had been extended by KPN to IGM Labs. The redemption was completed on 6 October 2020.

On 13 October 2020, SAM have entered into an exchangeable bond subscription agreement ("**EB**") with KPN pursuant to which SAM will subscribe for an EB to be issued by KPN at an issue price of IDR12.1 billion (approximately S$1.1 million). The subscription was completed on 13 October 2020.

OPERATIONS & FINANCIAL **REVIEW**

The EB is a perpetual bond which does not bear any coupon but it is entitled to receive distributions that are made in respect of the shares in IGM Labs held by KPN representing 10.2% of the total issued share capital of the IGM Labs which the EB is exchangeable into.

Following the completion of the redemption of the REB and subscription of the EB, SAM's total economic interest in IGM Labs is approximately 79.8% of any distributions made by IGM Labs. The redemption of the REB allows KPN to hold a sizeable minority stake which aligns long-term interest between the Group and KPN. With a significant stake of economic interest in IGM Labs, the Group is well-positioned to ride the growth wave in one of the fastest growing emerging markets in the "new-normal" economy.

With a business presence in 7 countries within Asia, Clearbridge has transformed into a high-growth, broad-based healthcare group through our 3 strategic business units as follows:

1. ***Medical Group (focusing on patient-centric services and healthcare products);***
2. ***Healthcare Systems (focusing on the "PPP" Model); and***
3. ***Strategic Investments in Healthcare Solutions and Technologies***

FINANCIAL REVIEW

Revenue

For FY2020, the Group's full year revenue achieved another record, increasing 68.4% or S$14.73 million, to S$36.26 million in FY2020 as compared to S$21.53 million in FY2019.

Revenue from the Group's medical centres and clinics business unit recorded an increase of 222.9% or S$13.31 million, to S$19.28 million in FY2020 as compared to S$5.97 million in FY2019. The strong growth was mainly attributed to contributions by the 9 dental clinics, operating under the "Dental Focus" brand name, that was acquired in late August 2019, the sale of medical supplies (i.e. face masks and personal protective items) at its medical clinics/centres operations in Hong Kong and the Philippines, provision of COVID-19 testing related services in the Philippines and distribution of the COVID-19 antibody test kits.

In addition, revenue from the Group's healthcare systems, comprising the provision of laboratory services and renal care services, increased by S$1.42 million to S$16.98 million in FY2020, from S$15.56 million in FY2019. The increase was mainly due to the full year revenue contribution from IGM Labs of S$12.11 million in FY2020, as compared to the revenue contribution of S$10.31 million in FY2019 when it was acquired in May 2019. The increase was partially offset by decrease in revenue from SAM as it had disposal of Biomedics Lab in May 2020.

Purchases

Corresponding to the revenue growth in FY2020, the Group's purchases increased by 56.2% or S$8.07 million, to S$22.44 million in FY2020 as compared to S$14.37 million in FY2019.

Operating Expenses

The Group's employee benefits expense decreased by 5.0% or S$0.42 million, from S$8.37 million in FY2019 to S$7.95 million in FY2020 mainly due to termination of employment from the cessation of operation in the US. This was partially offset by the increase in share-based payment (a non-cash component) pursuant to the performance share plan that aims to promote higher performance goals, recognise exceptional achievements and retain talents within the Group.

Depreciation expense increased by 32.2% or S$1.0 million from S$3.11 million in FY2019 to S$4.11 million in FY2020 mainly due to depreciation expenses relating to capital expenditure incurred for JO contracts arising as a result of the acquisition of IGM Labs in May 2019.

Amortisation expense increased by 3.2% or S$0.02 million, from S$0.63 million in FY2019 to S$0.65 million in FY2020. The increase in amortisation expense was attributable to the intangible assets identified from the acquisition of IGM Labs that pertains to joint operation contracts with hospitals, partially offset by other intangible assets fully amortised in FY2020.

The Group incurred higher other operating expenses of S$5.96 million in FY2020, of which non-recurring expenses amounted to S$1.25 million, as compared to S$5.26 million in FY2019. This was mainly due to (a) aggregate S$1.91 million effect attributable to the reversal of expected credit losses on accounts receivables of S$1.62 million made by IGM Labs recognised in FY2019 and a bad debt written off of S$0.29 million in FY2020, (b) increase in intangible asset written off of S$0.17 million recorded by IGM Labs, and (c) provision for doubtful debts of S$0.14 million recorded by TMJ in FY2020. The increase was partially offset by (a) decrease in fixed assets written off recorded by Philippines and Indonesia of S$0.6 million recognised in FY2019, (b) decrease in travelling expenses of S$0.32 million incurred by the Group, and (c) decrease in value-added tax underpayment, penalties and associated professional fees expenses incurred by PT TMJ of S$0.70 million recognised in FY2019.

In FY2020, the Group's finance costs increased by S$0.39 million to S$2.33 million, mainly due to the increase in interest charged on the convertible bonds issued by CBBP and interest expense incurred on the bank loans taken up by the Group for its acquisitions and working capital purpose.

Non-Recurring Expenses

The Group has identified non-recurring employee benefits expense of S$1.89 million and non-recurring expenses of S$1.25 million in FY2020, accounted under other operating expenses, which comprise professional fees and other miscellaneous expense relating to business acquisitions and collaborations in FY2020 of S$0.35 million, consultancy fees and other administrative expenses of S$0.43 million incurred for research and development activities which were streamlined, provision of expected credit losses on other receivables in FY2020 of S$0.11 million, fixed assets and intangible assets written off recorded by Philippines and Indonesia in FY2020 of S$0.29 million and fair value adjustment on the contingent consideration in FY2020 of S$0.06 million.

Fair Value Gains and Losses

In FY2020, the Group recorded a fair value gain on an associate of S$3.31 million, which was due to the increase in the market value of Biolidics, which was listed on the Catalist Board of the SGX-ST on 19 December 2018.

Fair value changes on derivative financial instruments was mainly attributable to changes in the fair value of the call options granted by SPRING SEEDS Capital Pte. Ltd. ("**Spring Seeds Capital**") to

OPERATIONS & FINANCIAL REVIEW

the Group in respect of Spring Seeds Capital's 9.80% interests in Biolidics (the "**Biolidics Call Option**") and 1.41% interest in SIAMH (the "**SIAMH Call Option**"), the fair value of the convertible bonds issued by the Company, convertible bonds issued by CBBP to Spring Seeds Capital, as well as fair value of the REB issued by KPN to SAM.

On 17 February 2020, Spring Seeds Capital had agreed to further extend the expiry of the Biolidics Call Option from 28 February 2020 to 28 November 2020. Subsequently, it was further extended by another 6 months to 28 May 2021. However, the SIAMH Call Option was not extended and expired on 28 February 2020 which resulted in a reversal of derivative financial instruments asset recognised on the SIAMH Call Option in FY2020.

The Group recorded a fair value gain on derivative financial instruments of S$2.17 million in FY2020, compared to a loss of S$2.59 million in FY2019 due to increase in fair value on the Biolidics Call Option of S$2.42 million, decrease in fair value loss on the Convertible Bonds and the REB of S$1.44 million and S$0.33 million respectively and fair value gain on the convertible bonds issued by CBBP to Spring Seeds Capital of S$1.15 million. This was partially offset by a reversal of fair value asset recognised on the SIAMH Call Option of S$0.58 million.

The fair value of the Biolidics Call Option, the REB and the Convertible Bonds was arrived at based on an option pricing model which took into account, among others, the fair value of Biolidics Limited, IGM Labs and the Company as well as volatilities in the valuation of comparable companies.

Profitability Achieved for FY2020

The Group recorded an income tax expense of S$0.04 million in FY2020, as compared to an income tax credit of S$0.02 million in FY2019. This was due to the reversal of deferred tax expense, as a result of amortization of intangible assets identified from the acquisition of IGM Labs that pertains to joint operation contracts with hospitals in FY2019.

As a result of the foregoing, the Group recorded a profit of S$2.07 million in FY2020 as compared to a loss of S$11.66 million in FY2019. Excluding the fair value changes on associate and derivative financial instruments, non-recurring employee benefit expense, non-recurring other operating expense and foreign exchange loss/gain, the Group's adjusted EBITDA was S$3.51 million in FY2020 as compared to loss of S$2.71 million in FY2019.

REVIEW OF FINANCIAL POSITION

Non-Current Assets

The Group's non-current assets decreased by 3.4% or S$2.34 million to S$66.19 million as at 31 December 2020 from S$68.53 million as at 31 December 2019.

This was mainly due to (a) decrease in property, plant and equipment of S$4.81 million mainly due to reclassification of the mapex property to investment property and the depreciation expense recorded during the year, (b) decrease in derivative financial instruments of S$2.36 million due to reclassification from non- current asset to current asset, (c) decrease in other investment of S$1.07 million arising from fair value loss recognised in FY2020, (d) decrease in goodwill on consolidation of S$2.09 million after the valuation of acquisition of IGM Labs has been finalized and due to discharge of goodwill from disposal of clinical operations of SAM to Biolidics, (e) decrease in intangible assets of S$0.90 million identified from the acquisition of IGM Labs that pertains to joint operation contracts with hospitals in May 2019, and (f) an decrease in right-of-use assets of S$0.07 million representing the Group's right to use the office premises, clinics and medical centres during the lease terms recognised in accordance with SFRS(I) 16.

OPERATIONS & FINANCIAL **REVIEW**

The decrease was partially offset by (a) an increase in other receivables of S$3.55 million due to contingent consideration receivables from disposal of shares in Biomedics Lab to Biolidics in May 2020, (b) an increase in investment in an associate, Biolidics of S$3.31 million, and (c) an increase in investment property of S$2.11 million due to reclassification of the mapex property from property, plant and equipment (mapex property was previously used for the laboratory testing services provided by SAM and is now held to earn rental income from external parties).

Current Assets

The Group's current assets increased by 6.8% or S$1.95 million to S$30.81 million as at 31 December 2020 from S$28.86 million as at 31 December 2019.

This was mainly due to (a) reclassification of derivative financial instruments of S$2.36 million from non-current asset to current asset in relation to the Biolidics Call Option which will expire in May 2021 as well as additional fair value gain of S$0.39 million on recognised on such derivative financial instruments in FY2020, (b) an increase in cash and bank balances of S$0.47 million, (c) an increase in prepayment of S$0.17 million due to prepaid litigation fee recorded by TMJ, and (d) assets held for sale of S$0.06 million which refers to the assets held by CBBP as at 31 December 2020 as the Group has an intention to dispose its entire interest in CBBP and its subsidiaries (the "**CBBP group**") within the next 12 months. This was partially offset by decrease in trade receivables of S$2.13 million with a faster rate of trade collections.

Current Liabilities

The Group's current liabilities decreased by 18.5% or S$4.46 million to S$19.59 million as at 31 December 2020 from S$24.05 million as at 31 December 2019.

This was mainly due to (a) a decrease in other payables of S$5.65 million mainly due to de-recognition of amount payables in relation to the call options granted by Spring Seeds Capital in respect of its interest in the Group's subsidiary, CBBP pursuant to the expiry of the call options on 28 February 2020 (the Group had not exercised the call options as CBBP was incurring losses), (b) a decrease in trade payables of S$0.29 million mainly due to lower purchases by the Group's subsidiaries in Philippines and Singapore, (c) a decrease in derivative financial instruments of S$0.71 million in respect of the redemption of the REB, and (d) a decrease in lease liabilities of S$0.49 million. This was partially offset by (a) liabilities directly associated with the assets held for sale by the CBBP group of S$1.72 million as at 31 December 2020 as the Group has the intention to dispose its entire interest in the CBBP group within the next 12 months, and (b) an increase in borrowings of S$0.86 million due to the temporary bridging loan drawn down by the Group for working capital purposes.

Non-Current Liabilities

The Group's non-current liabilities decreased by 27.0% or S$6.45 million to S$17.45 million as at 31 December 2020 from S$23.90 million as at 31 December 2019. This was mainly due to (a) a decrease in borrowings of S$3.87 million due to conversion of convertible bonds into ordinary shares in the Company by certain subscribers in FY2020, (b) a decrease in other payable of S$1.68 million mainly due to the contingent consideration payable for the acquisition of Medic Laser Private Limited, Medic Surgical Private Limited and nine dental clinics reclassified from non-current liabilities to current liabilities, (c) a decrease in derivative financial instruments of S$1.20 million in respect of the convertible bonds measured at fair value, and (d) reversal of deferred tax liabilities recognised on the intangible assets arising from acquisition of IGM Labs of S$0.22 million. This was partially offset by an increase in the non-current portion of lease liabilities of S$0.52 million.

REVIEW OF CASH FLOW STATEMENT

The Group's net cash generated from operating activities after adjusting for cash paid for income tax and interest expense, amounted to S$2.61 million in FY2020. Cash inflow before changes in working capital for FY2020 amounted to S$3.93 million. Net cash generated from working capital for FY2020 amounted to S$0.12 million mainly due to the decrease in trade receivables of S$2.13 million. This was partially offset by a decrease in trade and other payables of S$1.04 million, an increase in other receivables of S$0.48 million, an increase in inventories of S$0.32 million and an increase in prepayments of S$0.17 million.

Net cash used in investing activities for FY2020 amounted to S$0.90 million. This was mainly due to capital expenditure for the expansion of dental clinics and laboratory testing services in Indonesia of S$1.08 million. This outflow was partially offset by the proceeds from disposal of shares in Biomedics Lab and property, plant and equipment amounting to S$0.09 million and S$0.09 million respectively.

Net cash used in financing activities for FY2020 amounted to S$1.03 million, which was mainly attributable to payment of loans and borrowings and lease liabilities amounting to S$3.83 million and S$0.87 million respectively, subscription of exchangeable bond for the investment of interest in IGM Labs of S$1.13 million and dividend paid to non-controlling shareholders of S$0.34 million. These outflows were partially offset by proceeds from bank loans of S$4.54 million, the divestment of interest in IGM Labs through the redemption of the REB of S$0.32 million, and decrease in restricted deposits of S$0.28 million.

As a result, after adjusting for the effects of foreign exchange rate changes, there was a net increase in cash and cash equivalents of S$0.80 million to S$10.89 million as at 31 December 2020 from S$10.09 million as at 31 December 2019.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Chen Johnson
Non-Executive Non-Independent Chairman

Yee Pinh Jeremy
Executive Director and CEO

Andrew John Lord
Lead Independent Director

Mark Benedict Ryan
Independent Director

Tan Soon Liang (Chen Shunliang)
Independent Director

Mah How Soon (Ma Haoshun)
Independent Director

AUDIT COMMITTEE

Mark Benedict Ryan (Chairman)

Andrew John Lord

Tan Soon Liang (Chen Shunliang)

Mah How Soon (Ma Haoshun)

NOMINATING COMMITTEE

Tan Soon Liang (Chen Shunliang) (Chairman)

Yee Pinh Jeremy

Andrew John Lord

REMUNERATION COMMITTEE

Andrew John Lord (Chairman)

Chen Johnson

Mark Benedict Ryan

Mah How Soon (Ma Haoshun)

COMPANY SECRETARY

Lim Sim Ving, ACIS

REGISTERED OFFICE

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#08-05 Mapex
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Fax: +65 6251 0132
Email: contactus@clearbridgehealth.com

SPONSOR

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UOB Plaza
Singapore 048624

SHARE REGISTRAR

Tricor Barbinder Share Registration Services
(A division of Tricor Singapore Pte. Ltd.)
80 Robinson Road
#02-00
Singapore 068898

AUDITOR

Ernst & Young LLP
One Raffles Quay
Level 18 North Tower
Singapore 048583
Partner-in-charge: Tan Swee Ho
(since financial year ended 31 December 2017)
(Member of the Institute of Singapore Chartered Accountants)

INVESTOR RELATIONS

8PR Asia Pte Ltd
37 Tannery Lane
#06-05 Tannery House
Singapore 347790

BOARD OF DIRECTORS

CHEN JOHNSON

Non-Executive Non-Independent Chairman
Date of First Appointment | 20 April 2017
Date of Re-Election | 27 April 2018
Member | Remuneration Committee

Johnson is the Founder of Clearbridge and was appointed its Non-Executive Non-Independent Chairman in April 2017. He has been the Executive Director of 1Bridge Partners Limited since 2002, where he oversees investment management.

Johnson is also the Founder and CEO of CapBridge Financial Pte. Ltd. ("**CapBridge**"). CapBridge is the first Monetary Authority of Singapore ("**MAS**") regulated online integrated private markets platform in Singapore. The platform comprises a global online investment syndication and distribution arm that holds a Capital Markets Services License, and a private exchange arm that holds a Recognised Market Operator ("**RMO**") license – the first such private markets exchange to be granted the RMO license in Singapore by MAS.

Johnson is also the Founder and the Non-Executive Non-Independent Director of Biolidics (formerly known as Clearbridge Biomedics Pte. Ltd.), a company listed on Catalist. From 1999 to 2002, Johnson was the President of CyberWorks Ventures, the venture capital arm of Hong Kong-based information communications technology company, Pacific Century CyberWorks.

Johnson sits on the Technical Advisor panel of the Central Gap Fund, a national-level platform established by the Singapore National Research Foundation ("**NRF**") to resource impactful projects and encourage collaboration across public research performers and industry. He is also a Strategic Research Innovation Fund committee member at NTUitive, the innovation and enterprise company set up by Nanyang Technological University ("**NTU**"). Johnson was the top graduate in the Singapore Armed Forces officer cadet course during his National Service and was awarded the prestigious Sword of Honour by the President of Singapore.

Present directorships in other listed companies:
- Biolidics Limited (SGX-ST)

Past directorships in other listed companies: None

Academic/Professional Qualification(s):
- Bachelor of Arts (Honours) (Manufacturing Engineering Tripos), University of Cambridge, UK
- Master of Engineering, University of Cambridge, UK

YEE PINH JEREMY

Executive Director and CEO
Date of First Appointment | 15 May 2017
Date of Re-Election | 25 April 2019
Member | Nominating Committee

Jeremy is the Company's Executive Director and CEO. Prior to this, from 2011 to 2016, he was the CEO of Cordlife Group Limited, a company listed on the SGX-ST, where he was responsible for identifying and implementing company-wide business growth strategies. From 2002 to 2011, he was the Director of Corporate Development then Chief Operating Officer and subsequently, Executive Director and Group Chief Financial Officer of Cordlife Limited (now known as Life Corporation Limited), a company listed on the Australian Securities Exchange ("**ASX**"). During his tenure, he was responsible for the group's overall corporate development activities and financial functions, including statutory filings, accounting audits, finance controls and treasury matters. Jeremy spent the early part of his career in the banking and finance industry. Jeremy is also the Non-Executive Non-Independent Chairman of Biolidics, a company listed on Catalist.

Present directorships in other listed companies:
- Biolidics Limited (SGX-ST)

Past directorships in other listed companies:
- Cordlife Group Limited (SGX-ST)
- Cordlife Limited (now known as Life Corporation Limited) (ASX)

Academic/Professional Qualification(s):
- Bachelor of Arts (Economic and Social Studies), Victoria University of Manchester, UK
- Master of Commerce (Finance with Banking/Management), University of Sydney, Australia
- Bachelor of Commerce (Professional Accounting), Murdoch University, Australia
- Master of Business Administration, Nanyang Technological University, Singapore
- Master of Business Administration, University of Chicago Booth School of Business, US
- Master of Arts, Columbia University, US
- Berkeley – Nanyang Advanced Management Programme, University of California, Berkeley, US
- EIT Health Advanced Management Programme on Health Innovation

BOARD OF DIRECTORS

ANDREW JOHN LORD

Lead Independent Director
Date of First Appointment | 20 November 2017
Date of Re-Election | 25 April 2019
Chairman | Remuneration Committee
Member | Nominating Committee and Audit Committee

Andrew is the Lead Independent Director of Clearbridge. He began his career as a solicitor in the general commercial and property as well as the banking and finance practices. Andrew ran his own firm, Campbell Lord Commercial Lawyers, between 1999 to 2006 and later founded Lovegrove and Lord Commercial and Construction Lawyers in 2006, where he served as a Director specialising in joint ventures, venture capital funding, property financing, business acquisitions, corporate governance, capital markets equity fundraising, and compliance matters related to the ASX and the Australian Securities and Investments Commission. Since 2010, he has been a Director at Lord Commercial Lawyers.

Present and past directorships in other listed companies: None

Academic/Professional Qualification(s):
- Bachelor of Science, Monash University, Australia
- Bachelor of Laws, Monash University, Australia
- Member of the Law Institute of Victoria, Australia

MARK BENEDICT RYAN

Independent Director
Date of First Appointment | 20 November 2017
Date of Re-Election | 29 June 2020
Chairman | Audit Committee
Member | Remuneration Committee

Mark is an Independent Director of Clearbridge. He is presently a Director of Cytomatrix Pty Ltd, a privately held company involved in Short Polymer Fibre research and Pier DC Pty Ltd, a data storage company in Australia. From 1996 to 2019, he was the Non-Executive Director and Company Secretary of KBR E&C Australia Pty. Ltd, an engineering and construction company. From 1994 to 1996, he was the Financial Controller at CAPE PLC (formerly ASX-listed PCH Group Limited), where he was responsible for all financial management and reporting functions. He was a Senior Accountant at Schroder Ventures from 1993 to 1994 where he specialised in management accounting for offshore investment trusts including the preparation of statutory financial statements. Prior to this, he was a Corporate Tax Advisory Supervisor at PricewaterhouseCoopers Australia from 1988 to 1993 where he provided tax consulting and corporate tax compliance advisory services.

Present directorships in other listed companies: None

Past directorships in other listed companies:
- Cordlife Limited (now known as Life Corporation Limited) (ASX)

Academic/Professional Qualification(s):
- Bachelor of Commerce, University of Western Australia, Australia
- Associate of Chartered Accountants, Australia and New Zealand

BOARD OF DIRECTORS

TAN SOON LIANG (CHEN SHUNLIANG)

Independent Director

Date of First Appointment | 20 November 2017
Date of Re-Election | 29 June 2020
Chairman | Nominating Committee
Member | Audit Committee

Soon Liang is an Independent Director of Clearbridge. He is currently the Founder and Managing Director of Ti Ventures Pte. Ltd., which invests in growing businesses and partnering business owners through leading its corporate development, business transformation and mergers and acquisitions functions. He is also the Managing Director of Omnibridge Capital Pte. Ltd., which focuses on early-stage angel and venture capital investments in start-ups and fast-growing companies in Asia. Between 2006 and 2010, Soon Liang was Head of Business Advisory and later, an Advisor at BDO Raffles Advisory Pte Ltd. He was responsible for corporate advisory work for Asian family businesses and corporations, including business transformation advisory work. Early in his career, he held various positions in companies within the financial industry.

Present directorships in other listed companies:
- Choo Chiang Holdings Limited (SGX-ST)
- ISDN Holdings Limited (SGX-ST and SEHK)
- GDS Global Limited (SGX-ST)

Past directorships in other listed companies:
- Wong Fong Industries Limited (SGX-ST)

Academic/Professional Qualification(s):
- Bachelor of Business (Honours) (Financial Analysis), Nanyang Technological University, Singapore
- Master of Business Administration, University of Hull, UK
- CFA® charterholder, CFA Institute, US
- Member of the Singapore Institute of Directors

MAH HOW SOON (MA HAOSHUN)

Independent Director

Date of First Appointment | 23 March 2018
Date of Re-Election | 27 April 2018
Member | Audit Committee and Remuneration Committee

How Soon is an Independent Director of Clearbridge. He is presently the Managing Director of RHT Capital Pte. Ltd.. He has many years of transactional and management experience in corporate finance in international and local financial institutions, and boutique advisory firms. How Soon has played a key role in advising companies from many industries and countries on a wide range of transactions relating to both equity capital markets, and mergers and acquisitions. He is the Independent and Non-Executive Director of AP Oil International Limited, a company listed on the Main Board of the SGX-ST.

Present directorships in other listed companies:
- AP Oil International Limited (SGX-ST)

Past directorships in other listed companies:
- 800 Super Holdings Limited (SGX-ST)
- Katrina Group Ltd. (SGX-ST)

Academic/Professional Qualification(s):
- Bachelor of Accountancy (Honours), Nanyang Business School, Singapore
- Master of Business Administration, The University of Chicago Booth School of Business, US
- Chartered Accountant, Institute of Singapore Chartered Accountants, Singapore
- CFA® charterholder, CFA Institute, US

EXECUTIVE OFFICERS

SIMON HOO KIA WEI
Chief Business Officer

Simon joined the Group as Chief Business Officer in April 2017 and assists the Executive Director and CEO in strategic planning and implementation, evaluation and monitoring of business strategies and business units of the Group's subsidiaries in the Asia Pacific region.

Prior to joining the Group, Simon was the Chief Business Officer of Clearbridge Medical Group Pte. Ltd. ("**CBMG**"). He was the CEO of Life Corporation Limited (formerly known as Cordlife Limited), a company listed on the ASX, from 2014 to 2016 where he led the restructuring of the group's businesses in India, the Philippines and Indonesia and the re-listing of the group's new business on the ASX. From 2004 to 2014, he was the Business Development Director of Cordlife Services (S) Pte. Ltd. (now known as Life Corporation Services (S) Pte Ltd) and was involved in the set up and initial business operations of the group in Hong Kong, Indonesia and the Philippines, and spearheaded its business operations in India from 2008. He started his career in 2001 as an auditor with KPMG Singapore.

Academic/Professional Qualification(s):

- Bachelor of Accountancy, Nanyang Technological University, Singapore
- Master of Business Administration, University of Manchester, UK
- Chartered Accountant, Institute of Singapore Chartered Accountants
- Certified Public Accountant, CPA Australia

LIAU YEN SAN, JONATHAN
Chief Operating Officer

Jonathan joined the Group as Chief Commercial Officer in August 2017 and is responsible for overseeing the commercial strategy and development of the Group. He has been re-designated to Chief Operating Officer with effect from 6 January 2021 and is responsible for overseeing commercial strategy, new products/services initiatives and general management responsibilities of the Group with a view to strategise, streamline and improve operating performance.

He was previously Vice President (Investments) at EDBI Pte. Ltd., the corporate investment arm of the Singapore Economic Development Board, from 2016 to 2017 where he led investments in biomedical sciences and oversaw portfolio management in the medical technology and biopharmaceutical fields. Between 2013 and 2016, he was the Senior Director of Corporate Development at Cordlife Group Limited, a company listed on the Main Board of the SGX-ST. He was responsible for corporate development, new products and general management at several of the group's subsidiaries. He was with Cordlife Services (S) Pte. Ltd. (now known as Life Corporation Services (S) Pte. Ltd.) from 2004 to 2013. His last held position was Chief Operating Officer and he was responsible for the overall operations of the company.

Academic/Professional Qualification(s):

- Master of Biochemical Engineering (Bioprocess Management), University College London, UK
- Master of Business Administration, University of Chicago, US

FEXLICIA LEE PEI YUE
Financial Controller

Fexlicia was appointed as the Group's Financial Controller in April 2017 and is responsible for overseeing the financial strategy and management, taxation, regulatory and financial reporting, as well as the development of internal control policies and procedures of the Group.

Prior to this, she was the Financial Controller of CBMG from 2016 to 2017 where she took on similar responsibilities. From 2012 to 2016, Fexlicia was the Senior Group Finance Manager and subsequently, Financial Controller of Cordlife Services (S) Pte. Ltd. (now known as Life Corporation Services (S) Pte. Ltd. and a subsidiary of ASX-listed Life Corporation Limited) where she was involved in all aspects of the company's finance and accounting functions, including financial planning, management reporting, budgeting, corporate restructuring, and ensuring compliance with the reporting and filing requirements of the ASX for Life Corporation Limited (being the holding company of Life Corporation Services (S) Pte. Ltd).

She was with KPMG Singapore for 4 years beginning 2008. Her last held position was Audit Assistant Manager, responsible for financial and compliance audits for non-profit organisations as well as clients in industries such as manufacturing, construction and healthcare. She started her career with SKW Associates in Malaysia in 2006, where her last held position was Audit Associate, responsible for assisting in financial and compliance audits for clients in industries such as trading, manufacturing and transportation.

Academic/Professional Qualification(s):

- Bachelor of Business, University of Technology, Sydney, Australia
- Certified Public Accountant, CPA Australia

SUSTAINABILITY
REPORT

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SUSTAINABILITY **REPORT**

BOARD STATEMENT

The Board of Clearbridge is pleased to present our sustainability report for FY2020.

Clearbridge is an integrated healthcare group with technology-agnostic approach to provide a broad base of healthcare solutions via its 3 distinctive strategic businesses comprising medical clinics/centres, healthcare systems and distribution platforms of healthcare solutions and technologies from its global partners and strategic medical technology investments across Asia. The Company is listed on the Catalist Board of the SGX-ST.

The Board recognises the importance of sustainability and considers environmental, social and governance ("**ESG**") issues in decision-making, while focusing on areas which are most relevant to our business. As a company that provides a broad based of healthcare solutions, there are numerous sustainability related concerns that we must address on a daily basis. The most important of these include measures that we have in place to protect the health and safety of both our employees and the users of our products. We are in possession of sensitive customer data and so handling this data in a responsible manner is critical. Our compliance with the many regulations we are subject to is also vital for allowing us to continue to operate and maintain that all-important trust with our stakeholders.

For FY2020, we have formalised our sustainability approach by reviewing our materiality assessment, performance indicators and targets that will guide our sustainability efforts and there are no significant changes from FY2019. These efforts have resulted in positive outcomes in terms of our performance during the year. For example, there were zero incidents of non-compliance with the laws and regulations from the Ministry of Health ("**MOH**") and National Environment Agency ("**NEA**") and there were no incidents of breaches of customer data. Additionally, our employees did not suffer any workplace injuries in FY2020.

This report is prepared in accordance with Rule 711B of the SGX-ST Listing Manual Section B: Rules of Catalist and with reference to the Global Reporting Initiative ("**GRI**") Standards. This report serves as a platform for Clearbridge to formally communicate our sustainability approach on our practices, performance and targets in relation to our sustainability efforts for FY2020 with our stakeholders.

Board of Directors
Clearbridge Health Limited

SUSTAINABILITY REPORT

2020 SUSTAINABILITY HIGHLIGHTS

Material Factor	Performance for FY2020	Target for FY2021
Economic		
Economic Performance	Clearbridge's financial performance can be found in Clearbridge's FY2020 annual report	–
Environment		
Managing Medical Waste	No incidents of non-compliance with relevant laws and regulations from MOH and NEA	Zero incidents of non-compliance with relevant laws and regulations from MOH and NEA
Social		
Occupational Health and Safety	No work-related fatalities	Maintain no incidents of work-related fatalities
	Accident frequency rate ("**AFR**") of zero	Maintain AFR of zero
Quality of Care and Customer Health and Safety	No incidents of non-compliance with regulations and/or voluntary codes concerning the health and safety impacts of products and services	Maintain no incidents of non-compliance with regulations and/or voluntary codes concerning the health and safety impacts of products and services
Customer Privacy	Zero known cases of identified leaks, thefts, or losses of customer data	Maintain zero known cases of identified leaks, thefts, or losses of customer data
Governance		
Compliance with Laws and Regulations	Zero confirmed incidents of corruption	Maintain zero confirmed incidents of corruption
	Zero incidents of non-compliance with relevant laws and regulations	Maintain zero incidents of non-compliance with relevant laws and regulations

SUSTAINABILITY REPORT

ABOUT THIS REPORT

This is Clearbridge's third sustainability report.

The scope of this report focuses on the Company's key business activities in Singapore, our medical clinics/centres. This report encapsulates Clearbridge's sustainability policies, practices, performances and targets for FY2020.

This report is prepared in accordance with the requirements of Practice Note 7.6: "Sustainability Reporting Guide" of the SGX-ST Listing Manual Section B: Rules of Catalist. This report also makes reference to the Global Reporting Initiative (GRI) Standards. The GRI standards were chosen because they are one of the most commonly used frameworks, and therefore, familiar to our readers and the "with reference to" option was chosen. This report references the following topic-specific disclosures:

- Disclosure 102-8 a. and c. from GRI 102: General Disclosure 2016
- Disclosure 201-1 a. from GRI 201: Economic Performance 2016
- Disclosure 205-3 a. from GRI 205: Anti-corruption 2016
- Disclosure 307-1 b. from GRI 307: Environmental Compliance 2016
- Disclosure 403-9 a. from GRI 403: Occupational Health and Safety 2018
- Disclosure 416-2 b. from GRI 416: Customer Health and Safety 2016
- Disclosure 418-1 c. from GRI 418: Customer Privacy 2016
- Disclosure 419-1 b. from GRI 419: Socioeconomic Compliance 2016

We have not sought external assurance for this report.

Clearbridge strives to continuously refine our sustainability strategy and practices. We greatly welcome your feedback and comments regarding this report, you could reach us at http://www.clearbridgehealth.com.

MATERIALITY ASSESSMENT

To identify ESG aspects important to our business and key stakeholders, Clearbridge conducted a materiality assessment workshop.

We considered trends and current themes and areas of concern in the healthcare industry. Through identification of peers' as well as sustainability trends in Singapore as well as globally, we identified 6 material factors that were most relevant and significant to the economic, environmental, social and governance impacts of the Group. The Group has subsequently re-assessed the numerous economic, environmental, social and governance issue that could affect our healthcare operations, as well as our stakeholders. The 6 existing material factors continue to remain relevant to our business and our stakeholder, and no additional material factors were identified during the year.

The following table depicts our material factors for FY2020.

Sustainability Categories	Material Factors	Detailed Information
Economic	• Economic Performance	• Financial Review and Financial Statements, pages 59 to 155 • Sustainability Report, page 24
Environment	• Managing Medical Waste	• Sustainability Report, page 24
Social	• Occupational Health and Safety	• Sustainability Report, page 25
	• Quality of Care and Customer Health and Safety	• Sustainability Report, page 26
	• Customer Privacy	• Sustainability Report, page 26
Governance	• Compliance with Laws and Regulations	• Sustainability Report, page 27 • Corporate Governance Report, pages 30 to 58

SUSTAINABILITY **REPORT**

STAKEHOLDER ENGAGEMENT

Clearbridge believes that an open and transparent communication with our stakeholders allows us to further develop and refine our business strategies and respond quickly and effectively to their concerns and needs. We have identified our stakeholders and engage with them through various platforms and channels throughout the year. Apart from communicating important developments and updates about the Group, the perspective and valuable feedback from our stakeholders are imperative in helping the Group to improve our services and ultimately contribute towards our sustainability goals.

Stakeholder Group	Frequency	Key Topics and Concerns	Engagement Methods
Customers	When applicable	• Affordability of healthcare • Customer privacy • Quality of service	• Contact form on company website • Helplines for medical and facility enquiries • Direct feedback during consultations
Employees	Throughout the year	• Training and development of employees • Recruitment and retention of skilled staff • Well-being of employees	• Annual employee performance reviews • Employee events • Internal memos and emails
Government and Regulators	Throughout the year	• Compliance with laws and regulations • Cyber security threats on customer privacy	• Meetings and consultations • License applications • Active engagement on healthcare legislation
Shareholders	Periodically	• Clearbridge's financial performance • Operational strategy • Shareholders' returns	• Annual general meeting • Announcements on SGXNET

ECONOMIC PERFORMANCE

Positive economic performance is the core of a successful business. Clearbridge aims to achieve sustainable growth in order to enhance our shareholder's returns and provide remuneration and rewards for our employees.

The introduction of long-term sustainability opportunities and recognising risks early helps Clearbridge to achieve sustainable economic growth that contributes to business continuity of the Company. In FY2020, we have continuously worked to improve our economic performance by improving our approach to economies of scale through the expansion of our mass-market offerings and making our services more affordable to our patients, thus reducing economic costs.

For more information regarding our economic performance for FY2020, please refer to pages 59 to 155 of the annual report.

MANAGING MEDICAL WASTE

Clearbridge consistently strives to safeguard a healthy environment for all by reducing our ecological impact through proper waste disposal methods. Biohazard and medical waste that is not well-managed and disposed in a proper manner can result in detrimental consequence to public health and the environment. It is of upmost importance to us that all biohazard and medical waste is properly managed by our clinics in accordance with laws as administered by NEA.

Clearbridge regards the handling and disposal of medical waste as a professional duty, hence various efforts have been undertaken to aid in conserving the ecosystem during the year. A licensed waste disposal company is engaged to collect and dispose of biohazardous waste to mitigate against potential dangers of improper disposal across all our medical clinics. Our Quality Manual has been set in place to ensure proper disposal and management of biohazardous and medical waste.

SUSTAINABILITY REPORT

Our FY2020 performance and FY2021 target

Due to the various processes and policies that focus on fulfilling our duties as a responsible company, there were no incidents of non-compliance with medical waste management regulations as administered by NEA in FY2020.

For the financial year ending 31 December 2021 ("**FY2021**"), Clearbridge aims to maintain zero incidents of non-compliance with medical waste management regulations as administered by NEA.

OCCUPATIONAL HEALTH AND SAFETY

Medical facilities possess health and safety risks for the people who work there. Thus, we put great effort to prevent and mitigate negative occupational health and safety impacts on our staff, starting with inculcating a strong safety culture in the workplace.

Clearbridge is relying on our frontline employees, including the medical professionals and their interaction with the patients and customers to deliver quality patient care. We are committed to ensure the business operation process does not expose our employees to harm. Good management of occupational health is important to ensure that our employees continue to work in a safe environment, also translate to a reduction in business disruption.

Staff profile

At Clearbridge, we employ people for varying roles and functions, from medical professionals and laboratory scientists to corporate and support staff without discrimination on the basis of age or gender. As at 31 December 2020, the breakdown of our workforce for medical clinics/centres are as follows:

Table 1. Total number of employees by employment contract and gender

	Number of permanent employees
Male	33
Female	58
Total	91

Table 2. Total number of employees by employment contract and age group

	Number of permanent employees
<30 years old	35
30-50 years old	49
>50 years old	7
Total	91

During FY2020, Clearbridge continued to focus on providing a safe, healthy and supportive workplace for all our employees. To ensure good occupational health and safety, policies and practices have been set in place in our clinics in accordance with regulations and guidelines laid out by MOH and NEA. Our Safety and Health Policy abides by the Workplace Safety & Health Act as mandated by the Ministry of Manpower ("**MOM**"). Employees are required to report any hazards, defects or accidents in the workplace to the Human Resources or Line Manager immediately.

Medical Clinics/Centres

Clinic staff are carefully trained in proper handling of medical equipment, disposal of hazardous clinic waste, and the occurrence of major events such as infectious diseases and haze. Additionally, our clinic staff undergo health screening. We also ensure that all controlled drugs, such as cough medicine, are properly locked away.

In view of the COVID-19 pandemic and that our clinic staff are on the frontline of the pandemic, we raise our employees' awareness of the pandemic by educating all clinic staff on the necessary measures to prevent person-to-person contamination, such as providing proper guidance for our clinical staff on the use of personal protective equipment, introducing requirements to keep records of the contact details of patients to facilitate contact tracing and other safe workspace protocols across all medical clinics/centres.

Clearbridge believes in improving our practices where possible, and hence an open channel of communication across all levels is provided to gather feedbacks and comments on safety and health related issues for open discussion. At least one of our staff has knowledge on cardiopulmonary resuscitation ("**CPR**") and is able to perform CPR and manage emergency situations accordingly.

SUSTAINABILITY REPORT

Our FY2020 performance and FY2021 target

In FY2020, 8 people (comprising patients and staff) were tested positive for COVID-19 at Clearbridge's medical centre in Manila. Other than the aforementioned incident, there were no other incidents of health and safety issues and no work-related injuries or fatalities in our operations.

We aim to maintain no incidents of work-related injuries or fatalities in our operations for FY2021.

QUALITY OF CARE AND CUSTOMER HEALTH AND SAFETY

We are proud that our products and services improve the health and well-being of our customers through consistent delivery of high-quality products and services. Providing customers with exceptional quality of care is part of our top priority and at the heart of our vision and mission. Quality reinforces our brands and reputation in the market, encourages customer loyalty and sustainability of our business. Therefore, in order to safeguard the health and safety of our customers, we are compliant with relevant medical laws and regulations. We keep abreast with developments via regular communication with stakeholders, helping us to maintain a high standard of Product Quality and Safety.

Clearbridge seeks to create a conducive environment to help our employees, including doctors and medical specialists, perform at their best and deliver quality care to our patients. Investment in training courses for our employees to ensure they are well-trained and educated in current practices and the right skill sets.

Medical Clinics/Centres

We adhere strictly to government regulations of the regions in which we operate. Doctors at our clinics are licensed general practitioners by the Singapore Medical Council and our clinics are licensed by MOH. Prior to dispensing medicine to the patients, the doctors will verify that the medication to be dispensed are carefully labelled with the instructions for proper consumption and usage.

In order to meet the needs of all personnel, continuing clinical training programs have been set in place, which are reflected in the continuing medical education hours for the personnel. We encourage our medical staff to update their technical knowledge on a constant basis and pursue opportunities that capitalise on the latest technological advancement in the field.

Our FY2020 performance and FY2021 target

In FY2020, there were no incidents of non-compliance with regulations and/or voluntary codes concerning the health and safety impacts of products and services that resulted in a fine or formal warning.

We strive to maintain a strong framework to ensure compliance with guidelines and regulations revolving around health and safety impacts of our products and services. For FY2021, we aim to maintain no incidents of non-compliance with regulations and/or voluntary codes concerning the health and safety impacts of products and services that resulted in a fine or formal warning.

CUSTOMER PRIVACY

Clearbridge is committed to safeguarding the privacy and confidentiality of all our customers' data. Keeping our customers' classified data safe is recognised as an essential factor for our sustainable growth.

Clearbridge adheres to and upholds the provisions of the Personal Dara Protection Act ("**PDPA**"), which comprises various requirements governing the collection, use, disclosure and care of personal data as we seek to maintain strict confidentiality of our patients' data to serve them and their families responsibly. Within the clinics, patients' consent is obtained for collection, use and disclosure and processing of personal data for healthcare and related use only. Individuals are notified via forms for collection of personal data, and consent would be obtained prior to the collection. Should a request for transfer of patient data arise, these data are transferred to other referral laboratories or other service providers via email in a password-protected zip file or via any encrypted program or link requested by the client. We collect a minimum amount of information absolutely needed in providing our services. We avoid collecting extra information for future uses.

Our sensitive data is stored at an external data centre maintained by a reputable service provider.

As a means of preventing leakage of private and confidential information, we implemented a cloud-based software called laboratory information management system. Information and patient data are securely stored and encrypted in compliance to the medical security standard.

With a PDPA officer appointed, Clearbridge has appointed a PDPA officer to strengthen our internal monitoring efforts in safekeeping of personal data of our customers. This will ensure that our Group's procedures are up to date with the latest regulations.

SUSTAINABILITY REPORT

Our FY2020 performance and FY2021 target

In FY2020, there were no known complaints concerning breaches of customer privacy and no known cases of identified leaks, thefts or losses of customer data.

We aim to maintain zero complaints concerning breaches of customer privacy and zero known incidents of identified leaks, thefts, or losses of customer data in FY2021.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group is committed to achieving and maintaining high standards of corporate governance principles and processes in managing its business and affairs, so as to improve the performance, accountability, and transparency of the Group, and comply with all the statutory and regulatory requirements. This involves responsible business practices, as well as an accountable and transparent management system in order to prevent non-compliance, misconduct or corrupt business practices.

We have set in place several policies for addressing this material factor, such as the Corporate Gifts Policy and Employee Code of Conduct which can be found in the Employee Handbook as well as a Whistle-blowing Policy.

The Corporate Gifts Policy highlights the prohibition of receiving gifts or be lavishly entertained by clients, business partners or suppliers so as to avoid any misunderstanding that the said gift or entertainment would reap favourable or advantageous rewards for the client, business partner or supplier with respect to dealings with the Company. At the same time, employees are not allowed to provide gifts or any form of entertainment in excess, except for normal seasonal gift-giving, discussion purposes, or if it is in the nature of the job scope.

On the other hand, the Whistle-blowing Policy provide a channel for employees to report concerns about possible fraud, bribery and other ethics-related matters. Concerns about possible improprieties in matters of financial reporting or other matters are raised to the Company's audit committee ("**AC**") in confidence by submitting a whistle-blowing report through the whistle-blowing channels of the Company, immediate supervisors or the admin manager of the Company. All employees are required to adhere to the Employee Code of Conduct and to maintain high levels of integrity throughout our operations.

Clearbridge's commitment on anti-corruption and bribery is widely and frequently communicated to employees. Our efforts in managing this commitment include ensuring all employees to not offer, take or accept any bribe and demanding, taking or giving bribes or any illegal gratification to that effect, to and from any parties. Furthermore, we explicitly distance ourselves from participation in unfair trading or illegal anti-trust activities.

Upon joining our Group, all employees are required to complete a Conflict of Interest declaration and update their declarations on a yearly basis. The Conflict of Interest policy requires all employees to disclose all interests, which could conflict or appear to conflict, with their duties, in accordance with the Conflict of Interest policy, and comply with the actions recommended by management to address such issues.

In order to maintain high standards of corporate governance, an annual internal audit exercise by an outsourced internal audit firm was carried out and such report has been submitted to the AC for review and approval. Additionally, we also conduct an annual risk management review.

Our legal and business development personnel review contracts for compliance before authorisation and conduct regular screening of changes in applicable laws and regulations. Professional advice will then be sought from external legal advisors with regards to the new updates on rules and regulations in operating environment.

Clearbridge has in place a policy for the Board whereby Directors should refrain from having any conflicts of interests with the Company to ensure that their duty to act in the best interests of the Company is not compromised. Should any potential conflicts arise or conflicts occur, Directors are required to report it immediately to the AC so as to ensure that Directors continually meet the stringent requirements of independence under the Code of Corporate Governance 2018.

In FY2020, Clearbridge continue to provide detailed guidance to management and employees on corporate governance principles and processes in managing the Company's business and affairs, particularly on employees' code of conduct, anti-corruption and whistle-blowing policy.

SUSTAINABILITY REPORT

Our FY2020 performance and FY2021 target

For FY2020, there were no incidents of corruption and no non-compliance with environmental and socioeconomic laws and regulations.

We aim to maintain zero incidents of corruption and no non-compliance with environmental and socioeconomic laws and regulations in FY2021. We also aim to maintain our efforts to communicate the importance of anti-corruption through policies and announcements and to update the relevant policies and procedures accordingly to identify and prevent corruption at our workplace.

COMMUNITY ENGAGEMENT

Clearbridge has provided monetary support to schools. In conjunction with the St. Margaret's School Fund Raising Golf 2020, Clearbridge gave cash donation in support of the rebuilding of the St. Margaret's Primary School premises.

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CORPORATE GOVERNANCE REPORT

The Board is committed to achieving and maintaining high standards of corporate governance principles and processes in managing its business and affairs, so as to improve the performance, accountability, and transparency of the Group.

For FY2020, the Board has reviewed its corporate governance practices and ensured that they are in compliance with the applicable provisions of the Code of Corporate Governance 2018 (the "**Code**") issued by MAS. The Company has substantially complied with the principles and guidelines as set out in the Code. Appropriate explanations have been provided in the relevant sections where there are deviations from the Code.

This corporate governance report sets out how the Company has applied the principles of good corporate governance in a disclosure-based regime where the Board's accountability to the Company's shareholders ("**Shareholders**"), and the Company's management's ("**Management**") accountability to the Board provides a framework for achieving a mutually beneficial tripartite relationship aimed at creating, enhancing and growing sustainable Shareholders' value.

BOARD MATTERS

Principle 1 The Board's Conduct of Affairs

The Company is headed by an effective Board which is collectively responsible and works with the Management for the long-term success of the Company.

Role of the Board of Directors

For FY2020, the Board comprises:

Chen Johnson	Non-Executive Non-Independent Chairman
Yee Pinh Jeremy	Executive Director and CEO
Andrew John Lord	Lead Independent Director
Mark Benedict Ryan	Independent Director
Tan Soon Liang (Chen Shunliang)	Independent Director
Mah How Soon (Ma Haoshun)	Independent Director

The Board is committed to achieving and maintaining high standards of corporate governance principles and processes in managing its business and affairs, so as to improve the performance, accountability, and transparency of the Company and its subsidiaries. The Company sets out principles and general guidelines for the directors who are required to abide by any applicable laws or legislation, including the Listing Manual Section B: Rules of Catalist of the SGX-ST (the "**Catalist Rules**") and the Companies Act (Chapter 50) of Singapore (the "**Companies Act**"). This set of principles and guidelines covers aspects such as Board composition and balance, Board diversity, tenure and number of directorships, Board member selection, and code of conduct for the avoidance of conflicts of interest and dealing in the shares of the Company.

The Board is entrusted to lead and oversee the Group, with the fundamental principle to objectively discharge their duties and responsibilities at all times as fiduciaries acting in the best interests of the Company. In addition to its statutory duties, the Board's principal functions are to:

- provide entrepreneurial leadership and set the corporate strategies of the Group. This includes setting the direction and goals for the Management;

CORPORATE GOVERNANCE REPORT

- ensure that the necessary resources are in place for the Group to meet its strategic objectives;
- establish a framework of prudent and effective controls, which enables risk to be assessed and managed, including safeguarding of Shareholders' interest and the Group's assets;
- supervise, monitor and review the Management's performance against the goals set to enhance Shareholders' value;
- identify the key stakeholder groups and recognise that their perceptions affect the Group's reputation;
- set the Group's values and standards (including ethical standards), and ensure that obligations to Shareholders and other stakeholders are understood and met;
- consider sustainability issues, e.g. environmental and social factors, as part of its strategy formulation process; and
- oversee the overall corporate governance of the Group.

All Directors are required to objectively discharge their duties and responsibilities in the best interests and benefit of the Company. Directors and CEO who are in any way, directly or indirectly, interested in a proposed transaction, including those identified within the Code and provisions of the Companies Act shall declare the nature of their interests and recuse himself or herself from such discussion and decisions on the matter.

Delegation by the Board

The Board has delegated certain responsibilities to the AC, the Remuneration Committee (the "**RC**") and the Nominating Committee (the "**NC**") (collectively, the "**Board Committees**"). The Board accepts that while these Board Committees have the authority to examine specific issues and will report back to the Board with their decisions and/or recommendations, the ultimate responsibility on all matters lies with the Board. The composition of the Board Committees are as follows:

Composition of the Board Committees

Board Committee Designation	AC	NC	RC
Chairman	• Mark Benedict Ryan	• Tan Soon Liang (Chen ShunLiang)	• Andrew John Lord
Members	• Andrew John Lord • Tan Soon Liang (Chen ShunLiang) • Mah How Soon (Ma Haoshun)	• Yee Pinh Jeremy • Andrew John Lord	• Mark Benedict Ryan • Chen Johnson • Mah How Soon (Ma Haoshun)

CORPORATE GOVERNANCE REPORT

Board Meetings and Attendance

In FY2020, the number of meetings held and the attendance of each Board member are as follows:

Board and Board Committee Meetings in FY2020				
	Board	AC	NC	RC
Number of meetings held	4	4	2	2
Name of Director				
Chen Johnson	4	–	–	2
Yee Pinh Jeremy	4	–	2	–
Mark Benedict Ryan	4	4	–	2
Andrew John Lord	4	4	2	2
Tan Soon Liang (Chen ShunLiang)	4	4	2	–
Mah How Soon (Ma Haoshun)	4	4	–	2

All Board and Board Committee meetings are scheduled well in advance of each year in consultation with the Directors. To ensure meetings are held regularly with maximum Directors' participation, the Company's constitution (the "**Constitution**") allows for meetings to be held through telephone and video conference. The Company ensures that telephonic and screen sharing facilities are made available for Directors to attend the meetings.

Regular meetings are held by the Board to deliberate the strategic policies of the Group including significant acquisitions and disposals, review and approve annual budgets, review the performance of the business and approve the public release of periodic financial results. The Board will also convene additional meetings for particular matters as and when they are deemed necessary.

While the Board considers Directors' attendance at Board meetings to be important, it is not the only criterion which the Board uses to measure Directors' contributions. The Board also takes into account the contributions by Board members in other forms including periodical reviews, provision of guidance and advice on various matters relating to the Group.

The day-to-day operations are entrusted to the Executive Director and CEO who is assisted by an experienced and qualified team of key management personnel.

Material Transactions Requiring Board Approval

The Company has in place policies for the approval of, among others, investments and divestments, related persons transactions and cash management. Such material transactions are specifically reserved for the Board's consideration and approval. The Company has also set out clear directions to the Management in relation to such material transactions that are subject to the Board's approval.

CORPORATE GOVERNANCE REPORT

In this regard, matters that require the Board's approval include, amongst others, the following:

- overall Group business and budget strategy;
- capital expenditures exceeding certain material limits;
- investments or divestments;
- all capital-related matters including capital issuance;
- significant policies governing the operations of the Company;
- corporate strategic development and restructuring;
- interested person transactions exceeding S$100,000; and
- risk management strategies.

Board Induction and Training

All newly appointed Directors will undergo an orientation programme where the Directors are briefed on the Group's strategic direction, governance practices, business and organisation structure as well as the expected duties of a director of a listed company. To enable them to have a better understanding of the Group's business, the Directors will also be given the opportunity to visit the Group's operational facilities and meet with the Management, whenever required.

The Board values on-going professional development and recognises that it is important that all Directors receive regular training so as to be able to serve effectively on and contribute to the Board. To this end, the Company encourages continuous professional development for its Directors. The Company is responsible for arranging and funding the training of Directors. All the new first-time Directors who have no prior experience as a director of a company listed on the SGX-ST are required to attend the mandatory training as prescribed in the Catalist Rules.

Furthermore, Directors are regularly updated with the latest professional developments in relation to the Catalist Rules and other applicable regulatory updates or amendments to relevant laws, rules and regulations and changing commercial risks as well as accounting standards.

Formal Appointment Letter to Each Director

The Company will provide each Director with a formal letter of appointment setting out the Director's duties, obligations and responsibilities.

CORPORATE GOVERNANCE REPORT

Access to Information

The Management recognises that the flow of complete, adequate and timely information on an ongoing basis to the Board is essential to the Board's effective and efficient discharge of its duties. To allow Directors sufficient time to prepare for the meetings, all scheduled Board and Board committee papers are distributed to Directors at least 5 working days in advance of the meeting. This allows Directors to focus on questions or raise issues which they may have at the meetings. Any additional material or information requested by the Directors is promptly furnished. The Board shall also be given unrestricted access to the Company's records and information.

To facilitate direct and independent access to senior management and key management personnel, Directors are also provided with their names and contact details.

Role of the Company Secretary

Directors have separate and independent access to the Company Secretary, at the Company's expense at all times. The Company Secretary is responsible for, among other things:

- advising the Board on all corporate and administrative matters;
- facilitating orientation and assisting with professional development as required;
- attend all board meetings; and
- ensuring that Board procedures are observed and that the Constitution, relevant rules and regulations, including requirements of the Companies Act and the Catalist Rules are complied with.

The appointment and removal of the Company Secretary is a decision of the Board as a whole.

Independent Professional Advice

Directors, either individually or as a group, in the furtherance of their duties, may take independent professional advice, if necessary, at the Company's expense.

Principle 2 **Board Composition and Guidance**

The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the Company.

Independent Directors

Currently, the Board comprises 6 Directors, 4 of whom are independent, which complies with the Code's guideline that independent directors make up a majority of the Board where the Chairman is not independent.

CORPORATE GOVERNANCE REPORT

Mr. Andrew John Lord has also been appointed as the Lead Independent Director to represent the views of Independent Directors, and to facilitate flow of information between the Board and Shareholders, or other stakeholders of the Company. He also makes himself available at all times when Shareholders have concerns and for which normal channels of the Chairman, CEO or Financial Controller (the "**FC**") have failed to resolve or are inappropriate and to resolve conflicts of interests as and when necessary. The Lead Independent Director makes himself available to Shareholders at the Company's general meetings.

Review of Directors' Independence

The Company has in place a policy for the Board whereby Directors should refrain from having any conflicts of interests with the Company to ensure that their duty to act in the best interest of the Company is not compromised. Directors must immediately report any conflicts of interests that have occurred or may possibly occur as soon as the Director is aware of such potential or actual conflict of interest.

The NC reviews independence of the Independent Directors annually. The Board and the NC takes into account the conduct of relevant Directors, as well as the existence of relationships or circumstances, including those identified by the Code, that are relevant in its determination as to whether a Director is independent.

The NC has reviewed and confirmed the independence of Independent Directors in accordance with the Code. The Independent Directors have no relationships with the Company, its related corporations, its substantial Shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of their independent business judgment in the best interests of the Company.

Duration of Independent Directors' Tenure

There is no Independent Director who has served beyond 9 years since the date of his first appointment.

Board Diversity Policy

The Board comprises 6 Directors, comprising 1 Non-Executive Non-Independent Chairman, 1 Executive Director and 4 Independent Directors, who have the appropriate mix of core competencies and diversity of experience, to direct and lead the Company. There is a good balance between the Executive and Non-Executive Directors, with a strong and independent element on the Board.

The composition of the Board will be reviewed on an annual basis by the NC to ensure compliance with the Code, and to ensure that the Board has the appropriate mix of expertise and experience, and the Directors collectively possesses the necessary core competencies for effective functioning and informed decision-making.

The Board's objective in identifying director nominees is primarily to have an appropriate mix of members with complementary skills, core competencies and experience for the Group, regardless of gender, ethnicity or nationality. The current 6 Board members are of 2 different nationalities. The Company is also receptive to achieving gender diversity on the Board and appointment of a woman to the Board if there are suitable candidates.

CORPORATE GOVERNANCE REPORT

The Board is of the view that the current board size is appropriate to effectively facilitate decision making in relation to the operations of the Group, taking into account the nature and scope of the Group's operations. The Board believes that the current Board members comprise persons whose diverse skills, experience and attributes provide for effective direction for the Group. The NC is also of the view that the current Board members comprise persons with a broad range of expertise and experience in diverse areas including accounting, finance, legal, business and management, technology, strategic planning and medical related business experience.

The Board will take the following steps to maintain or enhance its balance and diversity:

- annual review by the NC to assess if the existing attributes and core competencies of the Board are complementary and enhance the efficacy of the Board; and

- annual evaluation by the Directors of the skill sets the other Directors possess, with a view to understand the range of expertise which is lacking by the Board.

To meet the challenges of the changing landscapes in which the Group operates in, such reviews and evaluations, which include considering factors such as the expertise, skills and perspectives which the Board needs against the existing competencies, would be done on a periodic basis to ensure that the Board dynamics remain optimal.

The NC will consider the results of these exercises in its recommendation for the appointment of new Directors and/or the re-appointment of incumbent Directors.

Non-Executive Director Meetings in Absence of the Management

Non-Executive Directors constructively challenge and help develop proposals on strategies and review the performance of the Management in meeting agreed goals and objectives and monitor the reporting of performance. In addition, the Non-Executive Directors meet regularly in the absence of the Management to discuss concerns or matters such as overall Group business strategies and investments and the chairman of such meetings provides feedback to the Board and/or the Chairman as appropriate.

Principle 3 **Chairman and Chief Executive Officer**

There is a clear division of responsibilities between the leadership of the Board and Management and no on individual has unfettered powers of decision making.

Segregation of the Role of Chairman and the CEO

The roles of the Chairman and the CEO are separate to ensure a clear division of their authority and responsibilities, increased accountability and greater capacity of the Board for independent decision making. The Chairman is not related to the CEO.

The Chairman leads the Board discussions and ensures the effectiveness of the Board. He ensures that Board meetings are convened when necessary, sets the Board meeting agenda and ensures the quality and timeliness of the flow of information between the Board and the Management to facilitate efficient decision making. He also chairs the Board meetings and encourages the Board members to present their views on topics under discussion at the meetings. He also assists in ensuring compliance with the Group's guidelines on corporate governance.

CORPORATE GOVERNANCE REPORT

The CEO is responsible for identifying and implementing company-wide business growth strategies and overseeing all aspects of the Group's growth and operating functions. He also oversees the execution of the Group's corporate strategy as set out by the Board and ensures that the Directors are kept updated and informed of the Group's businesses.

Lead Independent Director

Given that the Chairman is not independent, the Board has appointed Mr Andrew John Lord as the Lead Independent Director. The Lead Independent Director is a key member of the Board, representing the views of the Independent Directors and facilitating the flow of information between the Board and Shareholders, or other stakeholders of the Company.

The Board is of the view that given the current composition of the Board, there are sufficient safeguards and checks to ensure that the process of decision making by Board is independent and based on shared agreement without any individual exercising any significant power or influence.

Independent Director Meetings in Absence of Other Directors

To facilitate well-balanced viewpoints on the Board, the Lead Independent Director will, where necessary, chair meetings with the Independent Directors without the involvement of other Directors, and the Lead Independent Director will provide feedback to the Chairman after such meetings.

Principle 4 **Board Membership**

The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board.

Nominating Committee

The NC comprises 3 members, a majority of whom including the Chairman, are Independent Directors. The members of the NC are as follows:

Tan Soon Liang (Chen ShunLiang)	Chairman
Andrew John Lord	Member
Yee Pinh Jeremy	Member

The Lead Independent Director is a member of the NC.

The NC is guided by written terms of reference, of which the key terms of reference are as follows:

(a) reviewing and recommending the appointment of new Directors and key management personnel and re-nomination of Directors having regard to each Director's contribution, performance and ability to commit sufficient time, resources and attention to the affairs of the Group, and each Director's respective commitments outside the Group including his principal occupation and board representations on other companies, if any. The NC will conduct such reviews at least once a year, or more frequently as it deems fit;

(b) determining annually, and as and when circumstances require, whether or not a Director is independent;

CORPORATE GOVERNANCE REPORT

(c) ensuring that new Directors are aware of their duties and obligations and deciding whether or not a Director is able to and has been adequately carrying out his duties as a Director;

(d) developing a process and criteria for evaluating the performance of the Board as a whole and its committees, and for assessing the contribution of each Director to the effectiveness of the Board;

(e) reviewing the Directors' mix of skills, experience, core competencies and knowledge of the Group that the Board requires to function competently and efficiently;

(f) reviewing succession plans for the Directors, in particular, the Chairman and the CEO;

(g) reviewing the training and professional development programs for the Board;

(h) reviewing the number of listed company board representations which any Director may hold; and

(i) reviewing and approving the employment of persons related to the Directors or substantial Shareholders and the proposed terms of their employment.

Board Representations

The NC is of the view that the effectiveness of each of the Directors is best assessed by a qualitative assessment of the Director's contributions, after taking into account his directorship in other listed companies and other principal commitments.

The considerations in assessing the capacity of Directors include the following:

- expected and/or competing time commitments of Directors;
- geographical location of Directors;
- size and composition of the Board; and
- nature and scope of the Group's operations and size.

The NC takes into consideration the following measures and evaluation tools in its assessment of competing time commitments of Directors:

- declarations by each Director of their directorships in other listed companies and other principal commitments;
- annual confirmations by each Director on his ability to devote sufficient time and attention to the Group's affairs, having regard to his other principal commitments; and
- assessment of each Directors' performance based on the pre-determined criteria.

CORPORATE GOVERNANCE REPORT

During FY2020, the NC has reviewed the time spent and attention given by each of the Directors to the Company's affairs, taking into account the multiple directorships and other principal commitments of each of the Directors (if any), and is of the opinion that the Directors have been able to devote sufficient time and resources to the matters of the Group.

Board Nomination Process

The Board has adopted the following nomination process for the Company for selecting and appointing new Directors and re-electing incumbent Directors:

Process for the selection and appointment of new Directors:

1.	Determination of selection criteria	• The NC, in consultation with the Board, will identify the current needs of the Board in terms of skills, experience, knowledge and gender to complement and strengthen the Board and increase its diversity.
2.	Search for suitable candidates	• The NC will consider candidates drawn from the contacts and networks of existing Directors and may approach relevant institutions such as the Singapore Institute of Directors, professional organisations, third party search firm or business federations to source for a broader range of suitable candidates.
3.	Assessment of shortlisted candidates	• The NC will meet and interview the shortlisted candidates to assess their suitability.
4.	Appointment of Director	• The NC will recommend the selected candidate to the Board for consideration and approval.

Process for the re-election of incumbent Directors:

1.	Assessment of Director	• The NC will assess the performance of the Director in accordance with the performance criteria set by the Board; and • The NC will also consider the current needs of the Board.
2.	Re-appointment of Director	• Subject to the NC's satisfactory assessment, the NC will recommend the proposed re-appointment of the Director to the Board for its consideration and approval.

The Constitution requires that at least one-third of the Board (or, if their number is not a multiple of 3, the number nearest to but not less than one-third) shall retire from office by rotation at each annual general meeting ("**AGM**"). A retiring Director is eligible for re-election by Shareholders at the AGM. Accordingly, the Directors will submit themselves for re-nomination and re-election at regular intervals of at least once every 3 years.

The NC has reviewed and recommended the re-election of Mr Chen Johnson and Mr Mah How Soon (Ma Haoshun) who will be retiring as Directors at the forthcoming AGM.

CORPORATE GOVERNANCE REPORT

Mr Chen Johnson and Mr Mah How Soon (Ma Haoshun) will be retiring pursuant to Regulation 98 of the Constitution. Both of them have offered themselves for re-election. The Board has accepted the recommendations of the NC.

Each member of the NC has abstained from voting on any resolutions and making recommendations and/or participating in respect of matters in which he has an interest.

Continuous Review of Director's Independence

The Independent Directors have declared their independence for FY2020 with reference to the Code. Following its annual review, the NC has considered Mr Andrew John Lord, Mr Mark Benedict Ryan, Mr Tan Soon Liang (Chen Shunliang) and Mr Mah How Soon (Ma Haoshun) to be independent, having regard to the Code.

For FY2020, the Independent Directors have confirmed that they have no relationship with the Company, its related corporations, its substantial Shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgement in the best interests of the Company.

Directors' Time Commitment

During FY2020, the NC is satisfied that sufficient time and attention are being given by the Directors to the affairs of the Company and are of the opinion that the Directors are able to and have been adequately carrying out his or her duties as a Director, notwithstanding that some of the Directors have multiple board representations and principal commitments, if any.

Directors' Key Information

Key information regarding the Directors, including their appointment date, principal commitments and directorships held presently and in the past 3 preceding years' in listed companies are set out on pages 15 to 17 of the annual report.

Principle 5 **Board Performance**

The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.

Performance Criteria

The Board has established processes to be carried out by the NC, including taking into consideration the attendance record at the meetings of the Board and the Board Committees for monitoring and evaluating the performance of the Board as a whole and effectiveness and contribution of individual Directors. At the same time, the processes also identify areas where improvements can be made. This will then allow the Board and individual Directors to direct more effort in those areas for achieving better performance of the Board and better effectiveness of individual Directors.

The NC has been tasked to evaluate the Board's performance covering areas that include, among others, size and composition of the Board, Board's access to information, Board processes, strategic planning and accountability.

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The NC shall also review the overall performance of the Board in terms of its role and responsibilities and the conduct of its affairs as a whole. The Board is of the opinion that a separate assessment on the effectiveness of the Board Committees is not necessary as the Board Committees share common members.

The NC may also engage an external facilitator for the evaluation process where necessary.

The review of the performance of the Board is conducted by the NC annually. The review of the performance of each Director is also conducted annually and when the individual Director is due for re-election.

It is envisaged that the review process of the performance of the Board and the individual Directors will be based on the following:

1. each Director will complete a board evaluation questionnaire on the effectiveness of the Board based on the Board's pre-determined criteria;

2. the Company Secretary will collate and submit the questionnaire results to the NC Chairman in the form of a report;

3. each Director will send the duly completed confidential individual Director self-assessment checklist to the NC Chairman for review; and

4. the NC will discuss the report and the NC Chairman will present the results of the performance review during the NC meeting.

All NC members will abstain from the voting or review process of any matters in connection with the assessment of their individual performance. The assessment criteria for individual Director evaluation includes, among others, Director's attendance, commitment of time, candour, participation, knowledge and ability, teamwork, and overall effectiveness.

The NC will review the aforementioned criteria on a periodic basis to ensure that the criteria are able to provide an accurate and effective performance assessment taking into consideration industry standards and the economic climate with the objective to enhance long-term Shareholder value. Where circumstances deem it necessary for any of the criteria to be changed, the NC will propose amendments to the Board for approval.

The NC, having reviewed the overall performance of the Board in terms of its role and responsibilities and the conduct of its affairs as a whole, is of the view that the performance of the Board has been satisfactory in FY2020 and that the Board has met its performance objectives in FY2020. The evaluation process of the overall performance of the Board was conducted without an external facilitator in FY2020.

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REMUNERATION MATTERS

Principle 6 **Procedures for Developing Remuneration Policies**

The Board has a formal and transparent procedure for developing policies on director and executive remuneration and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.

Remuneration Committee

The RC comprises 4 members, a majority of whom including the Chairman, are Independent Directors:

Andrew John Lord	Chairman
Chen Johnson	Member
Mark Benedict Ryan	Member
Mah How Soon (Ma Haoshun)	Member

All members of the RC are Non-Executive Directors.

The RC recommends to the Board a framework of remuneration for the Directors and key management personnel, and determines specific remuneration packages for the Directors as well as for the key management personnel. The recommendations will be submitted for endorsement by the Board.

All aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses, options, share-based incentives and benefits-in-kind, will be covered by the RC. The RC will also review annually the remuneration of employees related to the Directors and substantial Shareholders to ensure that their remuneration packages are in line with the staff remuneration guidelines and commensurate with their respective job scopes and level of responsibilities. The RC will also review and approve any bonuses, pay increases and/or promotions for these employees. The RC's recommendations will be submitted for endorsement by the Board.

Each RC member will abstain from participating in the deliberations of and voting on any resolution in respect of this remuneration package or that of employees related to him.

The RC is guided by written terms of reference, of which the key terms of reference are as follows:

(a) To recommend to the Board a framework of remuneration for the Directors, CEO and key management personnel, and determine specific remuneration packages for each Director and key management personnel.

(b) To be responsible for the administration of the Company's performance share plan.

(c) To review the remuneration of employees who are related to the Directors, CEO or substantial Shareholders who hold managerial positions to ensure that their remuneration packages are in line with the staff remuneration guidelines and commensurate with their respective job scopes and level of responsibilities.

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(d) To annually review the remuneration of the key management personnel including the terms of renewal for their service agreements.

(e) To consider, review and approve and/or to vary (if necessary) the entire remuneration package, including but not limited to Directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, and benefits-in-kind.

(f) To seek expert advice inside and/or outside the Company on remuneration of all Directors.

(g) To review the Company's obligations arising in the event of termination of the Executive Director and key management personnel's contracts of service and to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous. The RC aims to be fair and avoid rewarding poor performance.

(h) To review and ensure that the level and structure of remuneration should be aligned with the long-term interest and risk policies of the Company, and should be appropriate and commercially competitive to attract, retain and motivate (i) the Directors to provide good stewardship of the Company; and (ii) key management personnel to successfully manage the Company.

(i) To structure a significant and appropriate proportion of the Executive Director's and key management personnel's remuneration so as to link rewards to corporate and individual performance. Such performance-related remuneration should be aligned with the interests of Shareholders and promote the long-term success of the Company. It should take account of the risk policies of the Company, be symmetric with risk outcomes and be sensitive to the time horizon of risks. There should be appropriate and meaningful measures for the purpose of assessing the Executive Director's and key management personnel's performance.

(j) To review and consider whether the Executive Director and key management personnel should be eligible for benefits under long-term incentive schemes. The costs and benefits of long-term incentive schemes should be carefully evaluated. In normal circumstances, offers of shares or grants of options or other forms of deferred remuneration should vest over a period of time. The use of vesting schedules, whereby only a portion of the benefits can be exercised each year, is also strongly encouraged.

(k) To review and ensure the remuneration of Non-Executive Directors should be appropriate to the level of contribution, taking into account factors such as effort and time spent, and responsibilities of the Directors. Non-Executive Directors should not be over-compensated to the extent that their independence may be compromised. The RC will also consider implementing schemes to encourage Non-Executive Directors to hold shares in the Company so as to better align the interests of such Non-Executive Directors with the interests of Shareholders.

(l) To consider the various disclosure requirements for Directors' remuneration, particularly those required by regulatory bodies such as the SGX-ST.

(m) To carry out such other duties as may be agreed to by the RC and the Board.

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Remuneration Consultant

The RC may from time to time, where necessary or required, seek advice from external consultants in framing the remuneration policy and determining the level and mix of remuneration for the Directors and the Management, so that the Group remains competitive in this regard.

For FY2020, the Company did not engage any external remuneration consultant.

Principle 7 **Level and Mix of Remuneration**

The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the Company, taking into account the strategic objectives of the Company.

Remuneration Structure

In setting remuneration packages, the RC will take into consideration the pay and employment conditions within the industry and in comparable companies. The RC also seeks to ensure that the structure of remuneration packages for the Executive Director and key management personnel are appropriate in linking rewards to corporate and individual performance and that is aligned with the interests of Shareholders and promote the long-term success of the Group. The remuneration of the Non-Executive Director is also reviewed by the RC to ensure that the remuneration is commensurate with the contribution and responsibilities of the Non-Executive Directors. It ensures that remuneration package is appropriate to attract, retain and motivate the Directors and key management personnel to provide good stewardship of the Company and successfully manage the Company for the long term.

The Company had, on 20 November 2017 entered into a service agreement (the "**Service Agreement**") with the Executive Director and CEO, Mr. Yee Pinh Jeremy, for an initial period of 3 years (the "**Initial Term**") which is renewable automatically upon expiry of the Initial Term for 1 year periods, unless otherwise agreed. On 6 January 2021, the Company and the Executive Director and CEO, Mr Yee Pinh Jeremy have entered into a supplemental deed to his Service Agreement in relation to the extension of his services until 31 December 2022.

The Executive Director receives a monthly salary and is entitled to an annual wage supplement of 1 month salary and a performance bonus. The Company is entitled to recover from the Executive Director the relevant portion of any performance bonus paid to the Executive Director under the Service Agreement in the event that there is a restatement of the financial statements of the Company made to reflect the correction of a misstatement due to error or fraud during the financial year of the Company, or misconduct of the Executive Director resulting in financial loss to the Company.

Each Non-Executive Director receives a Director's fee which takes into account factors such as effort, time spent and scope of responsibilities. The fees for Non-Executive Directors are subject to Shareholders' approval at the forthcoming AGM.

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Principle 8 **Disclosure on Remuneration**

The Company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration and the relationships between remuneration, performance and value creation.

Directors' Remuneration

The Company's remuneration policy is one that seeks to attract, retain and motivate talent to achieve the Company's business vision and create sustainable value for its stakeholders. Total compensation is pegged to the achievement of organisational and individual performance objectives, and is benchmarked against relevant and comparative compensation in the market.

The remuneration (including salary, bonuses, contributions to the Central Provident Fund, allowances and benefits-in-kind) of each of the Directors and key management personnel are linked to the financial performance of the Group and the individual's performance so as to promote the long-term sustainability of the Group.

The breakdown of the total remuneration of the Directors/CEO for FY2020 is as follows:

Name of Director	Salary (%)	Benefits (%)	Bonus (%)	Share-based payment (%)	Directors' Fee (%)	Total (%)
Between S$1,250,000 to S$1,500,000						
Yee Pinh Jeremy	29	4	2	65	–	100
Below S$250,000						
Chen Johnson	–	–	–	–	100	100
Andrew John Lord	–	–	–	–	100	100
Mark Benedict Ryan	–	–	–	–	100	100
Tan Soon Liang (Chen Shunliang)	–	–	–	–	100	100
Mah How Soon (Ma Haoshun)	–	–	–	–	100	100

Saved as disclosed above, no compensation was paid or to be paid in the form of share awards to the Directors. There were no termination, retirement or post-employment benefits granted to the Directors and the CEO in FY2020.

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Key Management Personnel's Remuneration

At present, there are 3 key management personnel (who are not Directors or the CEO). The breakdown of the total remuneration of the Group's top 3 key management personnel (who are not Directors or the CEO) for FY2020 is as follows:

Name of key management personnel	Salary %	Benefits %	Share-based payment %	Bonus %	Total %
Between S$250,000 to S$500,000					
Simon Hoo Kia Wei	43	4	50	3	100
Liau Yen San, Jonathan	47	4	46	3	100
Below S$250,000					
Fexlicia Lee Pei Yue	85	8	–	7	100

Saved as disclosed above, no compensation was paid or is to be paid in the form of share awards to the key management personnel of the Group. There were no termination, retirement or post-employment benefits granted to the Group's key management personnel in FY2020.

In considering the disclosure of remuneration of the Directors and key management personnel of the Group, the Board is of the opinion that given that precision medicine is a fast growing industry that requires a deep technical understanding of our business and proprietary assets from our executives, it is not in the best interest of the Group to disclose the exact details of the remuneration of each Director and key management personnel due to the sensitive nature of such information and to prevent poaching of key management personnel.

The aggregate remuneration paid to the key management personnel of the Group (excluding Directors or the CEO) is approximately S$1,075,000.

Employees who are Substantial Shareholders, or Related to a Director, the CEO or a Substantial Shareholder

There is no employee of the Company who is a substantial Shareholder, or an immediate family member of a Director, the CEO or a substantial Shareholder, whose remuneration exceeded S$100,000 during FY2020.

Clearbridge Health Performance Share Plan

The Company has implemented the Clearbridge Health Performance Share Plan (the "**Plan**"). The objective of the Plan is to:

(a) foster an ownership culture within the Group which aligns the interests of any eligible person selected by the RC to participate in the Plan (the "**Participants**") with the interests of Shareholders;

(b) motivate Participants to achieve key financial and operational goals of the Company and/or their respective business divisions and encourage greater dedication and loyalty to the Group; and

(c) make total employee remuneration sufficiently competitive to recruit new Participants and/or retain existing Participants whose contributions are important to the long-term growth and profitability of the Group, and whose skills are commensurate with the Company's ambition to become a world class company.

The Plan is administered by the RC. The RC may decide the number of shares to be granted (the "**Awards**") to the Participants as the RC may select, in its absolute discretion, at any time during the period when the Plan is in force.

The number of shares which are the subject of each Awards to be granted to a Participant in accordance with the Plan shall be determined at the absolute discretion of the RC, which shall take into account criteria such as the Participant's rank, job performance, years of service and potential for future development, contribution to the success and development of the Group and the extent of effort and resourcefulness with which the performance conditions were achieved within the performance period.

The performance conditions shall be determined at the discretion of the RC, which may comprise factors such as (but are not limited to) the market capitalisation or earnings of the Company at specified times.

In FY2019, the Company granted Awards amounting to 9,620,000 shares (the "**FY19 Awards**") to the relevant Participants under the Plan. Approximately 2/3 of the FY19 Awards have been vested on 18 December 2019 and approximately 1/3 of the FY19 Awards have been vested on 18 December 2020.

Performance Criteria for Remuneration

The remuneration received by the Executive Director and key management personnel takes into consideration his or her individual performance and contribution towards the overall performance of the Group. Their remuneration is made up of fixed and variable compensations. The fixed compensation consists of an annual base salary, fixed allowance and annual wage supplement. The variable compensation is determined based on the level of achievement of corporate and individual performance objectives.

The performance criteria to assess the remuneration of Executive Director and key management personnel includes, among others, the profitability of the Group, leadership skills, as well as the Executive Director's and key management personnel's compliance with all audit matters. The short-term incentive scheme would be the performance-related variable component of remuneration while the long-term incentive scheme would be the Plan.

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ACCOUNTABILITY AND AUDIT

Principle 9 **Risk Management and Internal Controls**

The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the Company and its shareholders.

The Board, with the assistance from the AC, is responsible for risk governance and ensuring that the Management maintains a sound system of risk management and internal controls to safeguard Shareholders' interests and the Group's assets. The Board acknowledges that risk management is an on-going process in which the Management continuously participates to evaluate, monitor and report to the Board and the AC on significant risks. The Board is cognisant, however, that risk management policies and internal control systems are designed to manage identifiable risks and limit the Group's exposure to risk of errors and irregularities and can only provide reasonable mitigation and not absolute assurance against material misstatement or loss.

The Board will, at least annually, review the adequacy and effectiveness of the Group's internal controls (including financial, operational, compliance and information technology controls) and risk management systems.

Adequacy and Effectiveness of Internal Controls

The Management is responsible for the design and implementation of internal controls (including financial, operational, compliance and information technology controls) and risk management systems. The review of the adequacy and effectiveness of such risks management and internal controls systems is under the purview of the AC. The AC carries out the review at least annually with the assistance of the internal auditors, KPMG Services Pte. Ltd ("**KPMG**"). The AC reviews the audit plans and the findings of the external auditors and the internal auditors and ensures that appropriate measures are implemented to address those issues and any weaknesses in the internal controls are highlighted.

The Board has obtained the following assurance from the CEO and the FC in respect of FY2020:

(i) the financial records have been properly maintained and the financial statements give a true and fair view of the Company's operations and finances; and

(ii) the Company's internal controls (including financial, operational, compliance and information technology controls) and risk management systems are adequate and effective.

Based on the internal controls policies and procedures established and maintained by the Group, work performed by the internal auditors and the external auditors, assurance from the CEO and the FC, as well as reviews performed by the Board, the AC and the Management, the Board with the concurrence of the AC, is of the opinion that the Group's internal controls (including financial, operational, compliance, and information technology controls) and risk management systems, were adequate and effective for FY2020.

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The Board notes that the system of internal controls and risk management established by the Group provide reasonable, but not absolute, assurance that the Group will not be adversely affected by any event that can be reasonably foreseen. Furthermore, the Board also acknowledges that no system of internal controls and risk management can provide absolute assurance in this regard, or absolute assurance against the occurrence of material errors, poor judgement in decision making, human errors, losses, fraud or other irregularities.

Principle 10 **Audit Committee**

The Board has an audit committee which discharges its duties objectively.

The AC comprises 4 members, all of whom are Non-Executive Directors:

Mark Benedict Ryan	Chairman
Andrew John Lord	Member
Tan Soon Liang (Chen ShunLiang)	Member
Mah How Soon (Ma Haoshun)	Member

The AC members, including the Chairman, are independent.

The AC will meet with the internal auditors and the external auditors without the presence of the Management at least once a year, to, among others, receive feedback on the level of co-operation provided by the Management and ascertain if there are any material weaknesses or control deficiency in the Group's financial reporting and operational systems.

The members of the AC do not have any management and business relationships with the Company or any substantial Shareholder.

The AC does not comprise former partners or director of the Company's existing auditing firm or auditing corporation: (a) within a period of 2 years commencing on the date of their ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case, (b) for as long as they have any financial interest in the auditing firm or auditing corporation.

The AC is guided by written terms of reference, including:

(a) review, with the internal auditors and the external auditors, the audit plans, scope of work, their evaluation of the system of internal controls, audit reports, their management letters and the Management's response, and the results of audits compiled by the internal auditors and the external auditors, and will review at regular intervals with the Management the implementation by the Group of the internal control recommendations made by the internal auditors and the external auditors;

(b) review the periodic consolidated financial statements and any formal announcements relating to the Group's financial performance before submission to the Board for approval, focusing in particular on changes in accounting policies and practices, major risk areas, significant adjustments arising from the audit, compliance with accounting standards, compliance with the Catalist Rules and any other statutory and regulatory requirements, concerns and issues arising from their audits including any matters which the auditors may wish to discuss in the absence of the Management, where necessary, before submission to the Board for approval;

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(c) review the assurance from the CEO and the FC on the financial records and financial statements;

(d) review and report to the Board, at least annually, the effectiveness and adequacy of the internal control procedures addressing financial, operational, information technology and compliance risks and discuss issues and concerns, if any, arising from the internal audits;

(e) review and discuss with the internal auditors and the external auditors, any suspected fraud, irregularity or infringement of any relevant laws, rules and regulations, which has or is likely to have a material impact on the Group's results of operation, financial performance or financial position and the Management's response;

(f) review the key financial risk areas, with a view to providing an independent oversight on the Group's financial reporting, the outcome of such review to be disclosed in the annual reports or if the findings are material, to be immediately announced via SGXNET;

(g) review and approve hedging policies that may be implemented by the Group and conduct periodic review of such policies, including review of foreign exchange transactions and hedging policies and procedures;

(h) review the co-operation given by the Management to the internal auditors and the external auditors, where applicable;

(i) meet with the external auditor, other committees, and the Management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the AC;

(j) review the independence and objectivity of the internal auditors and the external auditors as well as making recommendations to the Board on the appointment or re-appointment of the internal auditors and the external auditors and approving the remuneration and terms of engagement of the internal auditors and the external auditors;

(k) review the nature and extend of non-audit services provided by the external auditors;

(l) report actions and minutes of the AC meetings to the Directors with such recommendations as the AC considers appropriate;

(m) review and approve any interested person transactions falling within the scope of Chapter 9 of the Catalist Rules and review procedures thereof;

(n) review potential conflicts of interests (if any) and set out a framework to resolve or mitigate any potential conflicts of interests;

(o) review the procedures including the whistle-blowing policy by which employees of the Group may, in confidence, report to the Chairman of the AC, possible improprieties in matters of financial reporting or other matters and ensure that there are arrangements in place for independent investigation and follow-up actions thereto;

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(p) review transactions falling within the scope of Chapter 10 of the Catalist Rules, if any;

(q) undertake such other reviews and projects as may be requested by the Board, and report to the Board its findings from time to time on matters arising and requiring the attention of the AC;

(r) advise the Board to any necessary changes to make to improve the quality of interim financial statements or financial updates; and

(s) undertake generally such other functions and duties as may be required by law or the Catalist Rules, and by such amendments made thereto from time to time.

In addition, the AC shall commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any law, rule or regulation which has or is likely to have a material impact on the Group's results of operations or financial position.

Qualifications of AC

The Board is of the view that the AC Chairman and members are appropriately qualified, with the necessary accounting, financial advisory, business management, corporate and finance, investment and corporate legal expertise and experience to discharge the AC's functions.

Mr Mark Benedict Ryan is a Chartered Accountant and has extensive accounting and financial management knowledge and exposure. Mr Tan Soon Liang (Chen Shunliang) is a Chartered Financial Analyst® with many years of accounting and financial management expertise and experience. Mr Mah How Soon (Ma Haoshun) is a Chartered Accountant and Chartered Financial Analyst® with many years of transactional and management experience in corporate finance.

Authority of AC

Apart from the duties listed above, the AC has the power to conduct or authorise investigations into any matters within the AC's terms of reference. The AC has full access to and co-operation of the Management and has full discretion to invite any Director or key management personnel to attend its meetings, and has been given reasonable resources to enable it to discharge its functions.

The AC is authorised to obtain independent professional advice as it deems necessary in the discharge of its responsibilities. Such expenses are to be borne by the Company.

Internal Audit

The Company has outsourced the internal audit function to KPMG. The internal auditor reports directly to the AC Chairman on internal audit matters and to the Management on administrative matters. To ensure the adequacy of the internal audit function, the AC reviews and approves, on an annual basis, the internal audit plans and independence of, and the resources available to, KPMG.

The AC has reviewed and is satisfied that KPMG is independent, effective and adequately resourced with suitably qualified and experienced professionals with the relevant experience. KPMG is a member firm of the KPMG global organization of independent member firms providing Audit, Tax and Advisory services since 1941. As a member of the Institute of Internal Auditors (IIA), the

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internal audit work carried out is is guided by the KPMG's global internal auditing standards and the International Standards for the Professional Practice of Internal Auditing laid down in the International Professional Practices Framework issued by the IIA. The internal audit team is led by a KPMG partner who has more than 20 years of audit experience and the team consists of professionals with relevant qualifications and experience.

The internal auditors have unfettered access to all the Company's documents, records, properties and personnel, including access to the AC.

Based on the scope of work performed by the internal auditors for FY2020, there were no material weaknesses identified.

Meeting between Audit Committee and Auditors

The AC met with the internal auditors and the external auditors in the absence of the Management in FY2020.

Independence of External Auditor

A breakdown of the fees paid to the external auditors of the Group for FY2020 is as follows:

Fees Paid/Payable to the External Auditors for FY2020		
	S$'000	**% of total**
Audit fees	404	93.5
Non-audit fees	28	6.5
Total	**432**	**100**

The AC has undertaken a review of all non-audit services that were provided by the external auditors and is satisfied that the provision of such services has not affected the independence of the external auditors. Non-audit fees paid by the Group to the external auditors were for provision of taxation services.

The AC has recommended to the Board the nomination of Ernst & Young LLP for re-appointment as the Company's external auditors at the forthcoming AGM.

The Company confirms that it complies with Rules 712 and 716 of the Catalist Rules on the appointment of auditing firms for the Company, subsidiaries and significant associated companies.

The AC periodically receives updates on changes in accounting standards shared by the external auditors.

Whistle-blowing Policy

The Company has in place a whistle-blowing policy. The Company's staff and any other persons may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters by submitting to the AC a whistle-blowing report through the whistleblowing channels of

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the Company, immediate supervisors or the administration manager of the Company. The Company will consider and decide whether or not to conduct an investigation and acknowledge the receipt of the report within 5 working days.

Depending on the nature of the concern raised, the investigation may be conducted with the assistance of experts or advisers, such as the internal auditors and the external auditors, forensic professionals, and the police or Commercial Affairs Department.

The Lead Independent Director together with the AC will ensure that any disciplinary, civil and/or criminal action that is initiated following the completion of investigations is appropriate and impartial. All investigation reports will be properly documented.

The details of the policy have been disseminated and made available to all parties concerned in the Company's code of conduct.

There was no whistle-blowing report received during FY2020.

SHAREHOLDER RIGHTS AND ENGAGEMENT

Principle 11 **Shareholder Rights and Conduct of General Meetings**

The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.

The Company treats all Shareholders fairly and equitably, and recognises, protects and facilitates the exercise of Shareholders' rights and continually reviews and updates such governance arrangements.

The Company is committed to making timely, full and accurate disclosures to Shareholders and the public. All information on the Company's new initiatives which would be likely to materially affect the price or value of the Company's shares will be promptly disseminated via SGXNET and the Company website, www.clearbridgehealth.com to ensure fair communication with Shareholders. The Company does not practice selective disclosure.

All Shareholders are informed of general meetings through notices or circulars sent to them. Shareholders will be given the opportunity to participate effectively in and vote at the general meetings.

The Constitution allows members of the Company to appoint not more than 2 proxies to attend, speak and vote at the general meetings on their behalf. A relevant intermediary (as defined in Section 181 of the Companies Act) is entitled to appoint more than 2 proxies, but each proxy must be appointed to exercise the rights attached to as different share or shares held by such member.

Supplementary Retirement Scheme Investors ("**SRS Investors**") may attend and cast their vote(s) at the general meetings in person. SRS Investors who are unable to attend the general meetings but would like to vote, may inform their Supplementary Retirement Scheme approved nominees to appoint the chairman of the general meetings to act as their proxy.

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Dividend Policy

The Company does not have a fixed dividend policy. The form, frequency and amount of future dividends that the Directors may recommend or declare in respect of any particular financial year or period will be subject to the factors such as levels of cash and accumulated profits, actual and projected financial performance, projected levels of capital requirements and general financing conditions, restrictions on payment of dividends imposed on the Group by its financing arrangements (if any), general economic and business conditions in countries the Group operates and other relevant factors as the Board may deem appropriate.

No dividend was declared by the Company for FY2020 as the Board deems it prudent to defer any declaration on dividends in view of the uncertainty in the market outlook and business environment.

Conduct of Shareholder Meetings

Shareholders are encouraged to attend the general meetings to ensure a high level of accountability and to stay apprised of the Group's strategy and goals. Shareholders are given the opportunity to raise questions and clarify any issues that they may have relating to the resolutions to be passed. Notice of the general meetings will be advertised in newspapers and announced on SGXNET.

The Constitution allows for abstentia voting (including but not limited to the voting by mail, electronic mail or facsimile). A shareholder is entitled to attend and vote or to appoint not more than 2 proxies who need not be a shareholder, to attend and vote at the general meetings on his behalf.

The Board does not implement absentia-voting methods by mail, electronic mail or facsimile, until issues on security and integrity are satisfactorily resolved.

An independent polling agent will be appointed by the Company for general meetings who will explain the rules, including the voting procedures that govern the general meeting. The Company ensures that Shareholders are given the opportunity to participate effectively in and vote at general meetings.

The Company ensures that there are separate resolutions at general meetings on each distinct issue. Separate resolutions are proposed for substantially separate issues at Shareholders' meetings for approval. "Bundling" of resolutions is done only where the resolutions are interdependent and linked so as to form one significant proposal and only where there are reasons and material implications involved. In such cases of "bundling", the Company ensures explanations as to the reasons and implications are given to Shareholders in the notice of meeting.

All Directors (including the respective chairmen of the Board Committees) will be present at general meetings to address Shareholder's queries. The external auditors are also required to be present to address Shareholders' queries about the conduct of audit and the preparation and content of the independent auditor's report. The Directors' attendance at such meetings held during a financial year is disclosed in the Company's annual report. All Directors attended the AGM held electronically on 29 June 2020.

The Chairman of the meeting shall facilitate constructive dialogue between shareholders and the Board, Management, external auditors and other relevant professionals. The Chairman should also allow specific directors such as Board Committee chairs or the Lead Independent Director to answer queries on matters related to their roles.

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The Company will prepare the detailed Shareholders' meeting minutes, which include the substantial and relevant comments and the questions received from Shareholders and responses from the Board and the Management at the meeting. These minutes will be made available to Shareholders on SGXNET and the Company website within 1 month after the AGM.

All resolutions are put to vote by poll, and their detailed results will be announced via SGXNET after the conclusion of the general meetings. Electronic poll voting will be adopted so as to better reflect Shareholders' interest and ensure greater transparency. Votes cast for and against each resolution will be tallied and displayed live-on-screen to Shareholders immediately at the general meeting.

However, due to the ongoing COVID-19 pandemic and the restrictions implemented by the Singapore Government under the COVID-19 (Temporary Measures) Act 2020 (as amended from time to time), Shareholders will not be able to attend general meetings in person. Instead, we will be holding our general meetings 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 (as may be amended from time to time) (the "**Order**"). Shareholders are invited to participate at the general meetings by (a) observing and/or listening to the proceedings via live audio-visual webcast or live audio-only stream; (b) submitting their questions in advance of, or during (if possible), the general meeting; and (c) appointing the Chairman of the general meeting as proxy to attend, speak and vote on their behalf. Details of the relevant procedure including pre-registration, submission of questions, appointment of proxy to attend, speak and vote on their behalf, will be set out in a separate announcement released on SGXNET. Due to the constantly evolving nature of the COVID-19 situation in Singapore including where the Ministry of Law publishes any relevant order in respect of alternative arrangements for meetings in the Government gazette, we may be required to change our arrangements for the general meetings at short notice and Shareholders are encouraged to keep abreast of the Company's announcements that may be made from time to time on SGXNET.

Principle 12 **Engagement with Shareholders**

The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.

The Company commits itself to disclose and convey pertinent information to all stakeholders in a timely manner.

General meetings are the principal forum for dialogue with Shareholders and Shareholders are encouraged to participate in such meetings. During these meetings, Shareholders are able to engage with the Board and the Management in discussions on the Group's business activities, financial performance and other business-related matters. This enables the Company to solicit feedback from the investment community on a range of strategic and topical issues which provide valuable insights to the Company on investors' views.

The Group's financial results and annual reports are announced or issued within the period specified under the Catalist Rules, and are also made available to the public via the Company's website, www.clearbridgehealth.com. The website is also updated regularly with voluntary interim updates on useful and relevant information to provide Shareholders a better understanding of the Company's performance in the context of the current business environment and various other investor-related information on the Company which serves as an important resource for investors.

CORPORATE GOVERNANCE REPORT

As and when necessary, the Executive Director and the key management personnel will meet analysts and fund managers who wish to seek a better understanding of the Group's business and operation.

The Company has appointed an investor relations firm, 8PR Asia Pte Ltd, to manage communication with its stakeholders and to ensure that their queries and concerns are promptly addressed by the relevant management personnel.

Shareholders and the investment community can submit their queries and feedback by telephone at +65 6251 0136, by fax at +65 6251 0132 or by email at contactus@clearbridgehealth.com.

MANAGING STAKEHOLDERS RELATIONSHIPS

Principle 13 **Engagement with Stakeholders**

The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.

The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to secure the long-term future of the Company. The Company's key efforts on sustainability are focused on creating sustainable value for our key stakeholders, which include communities, customers, staff, regulators, Shareholders and vendors.

The Company maintains a corporate website at www.clearbridgehealth.com to communicate and engage stakeholders. For more information on the stakeholder engagements, please refer to page 24 of the annual report.

Material Contracts

Save for the Service Agreement, there were no material contracts of the Company and its subsidiaries involving the interests of the CEO, any Directors or controlling Shareholder which is either still subsisting at the end of FY2020 or, if not then subsisting, entered into since the end of FY2019.

Interested Persons Transaction ("IPT")

Save as disclosed in the Offer Document, there were no IPTs during FY2020. The Group does not have a general mandate for IPTs.

The Company has implemented an internal policy in respect of any transactions with an interested person (as defined in the Catalist Rules) and has established procedures for the review and approval of all IPTs entered into by the Group. In the event that a potential conflict of interest arises, the Director concerned will not participate in discussions, and shall abstain from decision making, and refrain from exercising any influence over other members of the Board.

The Company has also established procedures to ensure that all transactions with interested persons are reported in a timely manner to the AC and the transactions will not be prejudicial to the interest of the Group and its minority Shareholders. To ensure compliance with Chapter 9 of the Catalist Rules, the Board and the AC will review, on a quarterly basis, IPTs entered into by the Group (if any).

CORPORATE GOVERNANCE REPORT

Dealing in Securities

The Company and its subsidiaries have adopted an internal policy which prohibits the Directors and officers of the Group from dealing in the securities of the Company while in possession of price-sensitive information. All Directors and officers of the Group are expected to observe insider trading laws at all times.

The Company, the Directors and officers of the Group are discouraged from dealing in the Company's securities on short-term considerations and are prohibited from dealing in the Company's securities during the period commencing 2 weeks before the announcement of the Company's financial statements for the first and third quarter of its financial year and 1 month before the announcement of the Company's half year and full year financial statements.

Non-sponsor Fees

No non-sponsor fees were paid to the Company's sponsor, United Overseas Bank Limited, for FY2020.

Use of Initial Public Offering ("IPO") Proceeds

Pursuant to the IPO of the Company, the Company received net proceeds of approximately S$22.00 million (the "**IPO Net Proceeds**").

The IPO Net Proceeds have been utilised as follows:

	Amount allocated (as disclosed in the offer document) (S$'000)	**Amount utilised as at the date of this annual report (S$'000)**	**Balance (S$'000)**
Expansion of medical clinics/centres business organically or through, among others, investments, mergers and acquisitions, joint ventures and/or strategic collaborations	11,000	(6,788)	4,212
Expansion of laboratory testing services business organically or through, among others, investments, mergers and acquisitions, joint ventures and/or strategic collaborations	3,000	(3,000)	–
Working capital and general corporate purposes(1)	8,000	(8,000)	–
Total	22,000	(17,788)	4,212

Note:

(1) Comprises operating expenses

CORPORATE GOVERNANCE REPORT

Use of Placement Proceeds

Pursuant to the issuance of the placement shares on 19 August 2019, the Company received net proceeds of approximately S$11.28 million (the "**Placement Net Proceeds**").

The Placement Net Proceeds have been utilised as follows:

	Amount allocated (as disclosed in the placement announcement) (S$'000)	**Amount utilised as at the date of this annual report (S$'000)**	**Balance (S$'000)**
Expansion of the Company's businesses through mergers and acquisitions, joint ventures, strategy collaborations and/or investment, or organically in Asia	7,893	–	7,893
General working capital purpose[1]	3,383	(3,383)	–
Total	11,276	(3,383)	7,893

Note:

(1) Comprises operating expenses

DIRECTORS' STATEMENT

The Directors present their statement to the members together with the audited consolidated financial statements of Clearbridge Health Limited (the "Company") and its subsidiaries (collectively, the "Group") and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 December 2020.

1. OPINION OF THE DIRECTORS

In the opinion of the directors,

(a) the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2020 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date; and

(b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

2. DIRECTORS

The directors of the Company in office at the date of this statement are:

Chen Johnson
Yee Pinh Jeremy
Mark Benedict Ryan
Andrew John Lord
Tan Soon Liang (Chen Shunliang)
Mah How Soon (Ma Haoshun)

3. ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Except as described in paragraph 4 and 5 below, neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

4. DIRECTORS' INTERESTS IN SHARES OR DEBENTURES

The following directors who held office at the end of the financial year, had, according to the register of directors' shareholdings required to be kept under Section 164 of the Singapore Companies Act, Chapter 50, an interest in shares and share options of the Company and related corporations (other than wholly-owned subsidiaries) as stated below:

	Direct interest			Deemed interest		
Name of Director	**At 1.1.2020**	**At 31.12.2020**	**At 21.1.2021**	**At 1.1.2020**	**At 31.12.2020**	**At 21.1.2021**
Chen Johnson	77,055,100	77,055,100	77,055,100	–	–	–
Yee Pinh Jeremy	7,787,773	7,787,773	12,597,773	14,578,200	14,578,200	14,578,200
Mark Benedict Ryan	–	–	–	2,097,600	2,097,600	2,097,600

DIRECTORS' STATEMENT

5. SHARE OPTIONS

By the Company

(a) Clearbridge Health Performance Share Plan

At an Extraordinary General Meeting held on 20 November 2017, shareholders approved the Plan that gives the rights to grant awards in the form of shares to full time employees of the Group or Group Directors at the absolute discretion of the RC.

The RC, comprising four directors, Mr. Andrew John Lord, Mr. Chen Johnson, Mr. Mark Benedict Ryan and Mr. Mah How Soon (Ma Haoshun), is responsible for administering the Plan.

On 6 December 2019, the Company granted share awards to certain employees of the Company pursuant to the Plan. A total of 9,620,000 ordinary shares were granted at the fair value of S$0.13 per share, which was based on market price of the shares on the date of grant. Two-third of the awarded shares were vested on 18 December 2019 and remaining one-third of the awarded shares were vest on 18 December 2020.

On 19 December 2019, the Board approved the share awards pursuant to the Plan to reward certain employees for driving shareholder value and to incentivise executive officers to achieve performance targets.

For the performance share plan to drive shareholder value, number of shares equivalent to 1% of the then current share capital will be awarded to certain employees upon the first occurrence of the Company achieving a market capitalisation of S$300,000,000 for 3 consecutive months. The shares awarded have a moratorium period of 6 months from the date of issue.

For the performance share plan to incentivise employees of the Group, the performance targets to be set under the Plan are based on longer-term corporate objectives covering business growth which include Group EBIDTA. The shares awards have a vesting period of 3 years from the date of issue. The final number of shares awarded will depend on the achievement of the pre-determined performance targets at end of each financial year.

On 30 December 2020, the Company granted share awards to a director of the Company pursuant to the Plan. A total of 4,810,000 ordinary shares were granted at the fair value of S$0.15, which was based on market price of the shares on the date of award on 30 December 2020. The shares were issued on 7 January 2021 and vested immediately.

Except for the performance share plan and shares awards granted to certain employees since the commencement of the Plan till the end of the financial year:

(i) There were no share options granted during the financial year to subscribe for unissued shares of the Company under the Plan.

DIRECTORS' STATEMENT

5. SHARE OPTIONS (CONTINUED)

By the Company (Continued)

(a) Clearbridge Health Performance Share Plan (Continued)

(ii) There were no shares issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company under the Plan.

(iii) There were no unissued shares of the Company under option at the end of the financial year under the Plan.

By subsidiary

(b) Settlement option

On 4 April 2019, the Group entered into a settlement agreement with employees of CBBP Inc., where 42,065 shares options of CBBP were granted to the employees in connection with the termination of employment of certain employees due to cessation of operations in CBBP Inc. The options are immediately exercisable and expires three years from the grant date. The options were approved by the shareholders of CBBP on 4 April 2019. It is administered by the Board of Directors of the subsidiaries.

Date of grant	Exercise price per Ordinary Share	Balance at 1 Jan 2020	Options granted	Options exercised	Options cancelled/ lapsed	Balance at 31 Dec 2020	Exercise period
4 April 2019	S$67.40	29,877	–	–	–	29,877	4 April 2019 – 3 April 2022
4 April 2019	S$68.70	12,188	–	–	–	12,188	4 April 2019 – 3 April 2022

(c) Share option settlement

On 1 October 2019, the Group entered into an agreement to reduce the salary of employees in Clearbridge Biophotonics FPM, Inc. ("**CBBP FPM Inc.**"), in exchange for employees' share options. Subsequently, on 28 January 2020, the Group entered into a share option agreement with employees of CBBP FPM Inc., where 14,076 shares options of CBBP were granted to the employees in connection with the reduction of salary of employees in CBBP FPM Inc. The options are immediately exercisable and expires 10 years from the grant date. The options were approved by the shareholders of CBBP on 9 January 2020. It is administrated by the Board of Directors of the subsidiary.

Date of grant	Exercise price per Ordinary Share	Balance at 1 Jan 2020	Options granted	Options exercised	Options cancelled/ lapsed	Balance at 31 Dec 2020	Exercise period
9 January 2020	S$13.62	–	14,076	–	–	14,076	28 January 2020 – 27 January 2030

DIRECTORS' STATEMENT

5. SHARE OPTIONS (CONTINUED)

By subsidiary (Continued)

(c) Share option settlement (Continued)

Except as disclosed above, during the financial year, there were:

(i) no options granted by the Company or its subsidiaries to any person to take up unissued shares of the Company or its subsidiaries; and

(ii) no shares issued by virtue of any exercise of option to take up unissued shares of the Company or its subsidiaries.

6. AUDIT COMMITTEE

The AC carried out its functions in accordance with section 201B (5) of the Singapore Companies Act, Chapter 50. Further details regarding the AC are disclosed in the Corporate Governance Report.

7. AUDITOR

Ernst & Young LLP have expressed their willingness to accept re-appointment as auditor.

On behalf of the Board of Directors,

Chen Johnson
Director

Yee Pinh Jeremy
Director

Singapore
5 April 2021

INDEPENDENT AUDITOR'S REPORT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

Independent Auditor's Report to the Members of Clearbridge Health Limited

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Clearbridge Health Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the statements of financial position of the Group and the Company as at 31 December 2020, the statements of changes in equity of the Group and the Company and the consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group, the statement of financial position and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2020 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled our responsibilities described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

INDEPENDENT AUDITOR'S REPORT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

Key audit matters (Continued)

1) Valuation of financial instruments

The Group measures the derivative financial assets and liabilities amounting to S$2,751,000 and S$124,000 at fair value through profit or loss respectively and other investments amounting S$787,000 at fair value through other comprehensive income.

Determining the fair value of these instruments is inherently subjective as they comprise unquoted equity instruments and derivatives whereby the fair valuation required the use of valuation models. The valuation models use various unobservable inputs which are subject to high estimation uncertainty. The use of different valuation models and assumptions could produce significantly different estimates of fair value. Given that the valuation of these instruments involves the application of unobservable inputs such as projected stock price volatility and discount rates, amongst others, there is greater estimation uncertainty in the determination of these values. As such, the valuation of the financial instruments is considered to be a key audit matter.

Management engaged an external valuation specialist to determine the fair value of the financial instruments.

Our audit procedures included, amongst others, evaluating the reasonableness of the key estimates and key assumptions adopted by the management and valuer. We considered the independence, objectivity and the relevant experience of the external valuation specialist. In addition, we involved our internal valuation specialist to assist us in testing the appropriateness of the valuation methodologies and certain key assumptions used by the external valuation specialist such as projected stock price volatility, discount rates and rate of successful equity financing against external data. We also considered the adequacy of the disclosures required with regard to the nature and valuation of the financial instruments in Note 34 to the consolidated financial statements.

2) Accounting for business combination

In the previous financial year, the Group completed the acquisition of 89.6% and 51% equity interest in IGM Labs and nine dental clinics operating under the "Dental Focus" brand name for a total consideration of S$10,089,000 and S$5,304,000 respectively. The consideration for these acquisitions was settled through cash and involved contingent consideration. These acquisitions were accounted for using the acquisition method. During the financial year, the Group finalised the purchase price allocation ("**PPA**") exercises with the assistance of external valuers as disclosed in Note 11 to the consolidated financial statements.

We have identified this as a key audit matter based on the quantitative materiality of the acquisitions, the significant management judgement and estimates involved in the PPAs, including the measurement of the fair value of the purchase consideration and the allocation of the purchase consideration to the fair value of the identifiable assets and liabilities of the acquirees.

INDEPENDENT AUDITOR'S REPORT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

Key audit matters (Continued)

2) Accounting for business combination (Continued)

Our audit procedures included, amongst others, reading the purchase agreements to obtain an understanding of the transactions and the key terms, review the valuation of purchase consideration and the PPAs performed. An important element of our audit relates to management's identification of acquired assets and liabilities and their fair values. We have corroborated this identification with our knowledge of the business, our understanding of management's business plans, and management's explanations on the rationale of the acquisition and future plans. We involved our internal specialists in reviewing the valuation methodologies adopted by management and the valuer, and assessing the key assumptions and inputs used in measuring the fair values of acquired assets and liabilities, as well as the fair value of the considerations. We further assessed the adequacy of the disclosures on these business combinations in Note 11 to the consolidated financial statements.

3) Impairment assessment of goodwill

As at 31 December 2020, the Group's recorded goodwill amounted to S$30,483,000. This represents 31% of the Group's total assets and 46% of the Group's non-current assets on the consolidated statement of financial position.

Due to the significant carrying amount of the goodwill, level of management judgement involved and sensitivity of assumptions used in the cash flow projections as part of impairment testing, we have considered this matter as a key audit matter.

Our procedures included, amongst others, understanding management's impairment assessment process which include their basis in the identification of cash-generating units to which goodwill have been allocated to, and preparation of the budget upon which the value-in-use calculation is based on. We assessed the reasonableness of the key assumptions and methodologies used by the Group in their value-in-use calculations, by comparing to market available data such as publicly available industry reports and our expectations of key inputs like the projected revenue growth and pre-tax discount rates. We also tested the sensitivity of certain key assumptions by performing break-even analysis of the recoverable amounts. We involved our internal valuation specialist to assist in our assessment. We also assessed the adequacy of the disclosures in Note 17 to the consolidated financial statements.

Other information

Management is responsible for other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

Responsibilities of management and directors for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I), and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

INDEPENDENT AUDITOR'S REPORT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

Auditor's responsibilities for the audit of the financial statements (Continued)

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Tan Swee Ho.

Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore
5 April 2021

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	Note	2020 S$'000	2019 (Restated) S$'000
Revenue	4	**36,258**	21,533
Purchases		**(22,444)**	(14,373)
Employees benefits expense	5	**(7,953)**	(8,365)
Depreciation expense		**(4,106)**	(3,109)
Amortisation expense		**(652)**	(634)
Other income	6	**3,822**	1,552
Fair value gain on an associate		**3,307**	1,503
Fair value gain/(loss) on derivative financial instruments		**2,170**	(2,594)
Other operating expenses		**(5,956)**	(5,258)
Finance costs	7	**(2,331)**	(1,935)
Profit/(loss) before taxation	8	**2,115**	(11,680)
Income tax (expense)/credit	9	**(43)**	20
Profit/(loss) for the year		**2,072**	(11,660)
Other comprehensive income:			
Items that will not be reclassified to profit or loss			
Net fair value loss on equity instruments at fair value through other comprehensive income		**(1,073)**	–
Items that may be reclassified subsequently to profit or loss			
Exchange difference on translation of foreign operations		**(373)**	284
Total comprehensive income for the year, net of tax		**626**	(11,376)
Profit/(loss) attributable to:			
Owners of the Company		**615**	(10,586)
Non-controlling interests		**1,457**	(1,074)
		2,072	(11,660)
Total comprehensive income attributable to:			
Owners of the Company		**(844)**	(10,448)
Non-controlling interests		**1,470**	(928)
		626	(11,376)
Profit/(loss) per share (cents per share)			
– Basic and diluted	10	**0.10**	(2.03)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2020

	Note	Group 2020 S$'000	Group 2019 (Restated) S$'000	Company 2020 S$'000	Company 2019 S$'000
Non-current assets					
Investments in subsidiaries	11	**–**	–	**25,394**	28,112
Investment in associate	12	**18,040**	14,733	**–**	–
Derivative financial instruments	13	**–**	2,357	**–**	–
Property, plant and equipment	14	**7,177**	11,990	**19**	25
Investment property	38	**2,112**	–	**–**	–
Right-of-use assets	15	**1,713**	1,787	**–**	–
Intangible assets	16	**1,624**	2,524	**3**	3
Goodwill on consolidation	17	**30,483**	32,571	**–**	–
Other investments	18	**787**	1,860	**–**	–
Other receivables	21	**4,251**	703	**–**	–
Amounts due from subsidiaries	22	**–**	–	**28,854**	28,310
		66,187	68,525	**54,270**	56,450
Current assets					
Cash at banks and short-term deposits	19	**14,029**	13,560	**3,594**	7,845
Trade receivables	20	**8,621**	10,753	**–**	–
Prepayments		**705**	534	**192**	321
Other receivables	21	**2,673**	2,258	**70**	83
Amounts due from subsidiaries	22	**–**	–	**31,519**	30,496
Inventories	23	**1,966**	1,754	**–**	–
Derivative financial instruments	13	**2,751**	–	**–**	–
Assets held for sale	37	**61**	–	**–**	–
		30,806	28,859	**35,375**	38,745
Total assets		**96,993**	97,384	**89,645**	95,195
Current liabilities					
Borrowings	27	**5,660**	4,797	**2,024**	1,893
Trade payables	24	**4,153**	4,443	**–**	–
Other payables	25	**7,051**	12,700	**433**	543
Amounts due to subsidiaries	26	**–**	–	**4,242**	3,648
Derivative financial instruments	13	**–**	706	**–**	–
Lease liabilities	15	**356**	842	**–**	–
Contract liabilities	4	**442**	412	**–**	–
Liabilities directly associated with the assets held for sale	37	**1,720**	–	**–**	–
Income tax payable		**207**	148	**–**	–
		19,589	24,048	**6,699**	6,084
Net current assets		**11,217**	4,811	**28,676**	32,661

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2020

		Group		Company	
	Note	2020	2019 (Restated)	2020	2019
		S$'000	S$'000	S$'000	S$'000
Non-current liabilities					
Borrowings	27	**12,979**	16,850	**10,278**	12,649
Deferred tax liabilities	28	**2,165**	2,387	**–**	–
Other payables	25	**746**	2,428	**–**	–
Lease liabilities	15	**1,440**	919	**–**	–
Derivative financial instruments	13	**124**	1,319	**124**	1,319
		17,454	23,903	**10,402**	13,968
Total liabilities		**37,043**	47,951	**17,101**	20,052
Net assets		**59,950**	49,433	**72,544**	75,143
Equity attributable to owners of the Company					
Share capital	29	**92,899**	88,945	**92,899**	88,945
Capital reserve	30	**(1,493)**	(2,179)	**(6,030)**	(6,716)
Share-based payment reserve	30	**3,721**	2,646	**3,722**	2,296
Fair value reserve	30	**37**	1,110	**–**	–
Currency translation reserve	30	**(202)**	110	**–**	–
Accumulated losses		**(34,975)**	(40,246)	**(18,047)**	(9,382)
Reserves of a disposal group held for sale	37	**463**	–	**–**	–
Equity attributable to owners of the Company		**60,450**	50,386	**72,544**	75,143
Non-controlling interests		**(500)**	(953)	**–**	–
Total equity		**59,950**	49,433	**72,544**	75,143

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF
CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	Note	Share capital S$'000	Capital reserve S$'000	Share-based payment reserve S$'000	Fair value reserve S$'000	Currency translation reserve S$'000	Accumulated losses S$'000	Reserves of a disposal group held for sale S$'000	Equity attributable to owners of the Company S$'000	Non-controlling interests S$'000	Total S$'000
Group											
As at 1 January 2020		**88,945**	**(2,179)**	**2,646**	**1,110**	**110**	**(40,246)**	**–**	**50,386**	**(953)**	**49,433**
Total comprehensive income for the year											
Profit for the year		–	–	–	–	–	615	–	615	1,457	2,072
Other comprehensive income for the year		–	–	–	(1,073)	(370)	–	(16)	(1,459)	13	(1,446)
Total comprehensive income for the year		–	–	–	(1,073)	(370)	615	(16)	(844)	1,470	626
Transactions with owners, recognised directly in equity											
Discontinued operation		–	–	(479)	–	–	–	479	–	–	–
Dividend		–	–	–	–	–	–	–	–	(344)	(344)
Share-based payment – equity settled	5	–	–	1,554	–	–	–	–	1,554	–	1,554
Issuance of ordinary shares	29	3,954	686	–	–	–	–	–	4,640	–	4,640
Effects of dilution of interest in subsidiaries	11	–	–	–	–	83	5,400	–	5,483	(352)	5,131
Subscription of exchangeable bond	11	–	–	–	–	(25)	(744)	–	(769)	(321)	(1,090)
As at 31 December 2020		**92,899**	**(1,493)**	**3,721**	**37**	**(202)**	**(34,975)**	**463**	**60,450**	**(500)**	**59,950**

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	Note	Share capital S$'000	Capital reserve S$'000	Share-based payment reserve S$'000	Fair value reserve S$'000	Currency translation reserve S$'000	Accumulated losses S$'000	Equity attributable to owners of the Company S$'000	Non-controlling interests S$'000	Total S$'000
Group										
As at 1 January 2019		77,670	(2,179)	1,379	1,110	(263)	(30,041)	47,676	(146)	47,530
Total comprehensive income for the year										
Loss for the year		–	–	–	–	–	(10,586)	(10,586)	(1,074)	(11,660)
Other comprehensive income for the year		–	–	–	–	138	–	138	146	284
Total comprehensive income for the year		–	–	–	–	138	(10,586)	(10,448)	(928)	(11,376)
Transactions with owners, recognised directly in equity										
Dividend		–	–	–	–	–	–	–	(205)	(205)
Share-based payment – equity settled	5	–	–	1,267	–	–	–	1,267	203	1,470
Issuance of ordinary shares	29	11,275	–	–	–	–	–	11,275	–	11,275
Effects of dilution of interest in subsidiaries	11	–	–	–	–	–	448	448	(453)	(5)
Changes in ownership interests in subsidiaries										
Acquisition of subsidiaries		–	–	–	–	235	(67)	168	576	744
As at 31 December 2019 (restated)		88,945	(2,179)	2,646	1,110	110	(40,246)	50,386	(953)	49,433

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	Note	Share capital S$'000	Capital reserve S$'000	Share-based payment reserve S$'000	Accumulated losses S$'000	Total S$'000
Company						
As at 1 January 2019		77,670	(6,716)	1,214	(422)	71,746
Share-based payment – equity settled	5	–	–	1,082	–	1,082
Issuance of ordinary shares	29	11,275	–	–	–	11,275
Loss for the year, representing total comprehensive income for the year		–	–	–	(8,960)	(8,960)
As at 31 December 2019 and 1 January 2020		88,945	(6,716)	2,296	(9,382)	75,143
Share-based payment – equity settled	5	–	–	1,426	–	1,426
Issuance of ordinary shares	29	3,954	686	–	–	4,640
Loss for the year, representing total comprehensive income for the year		–	–	–	(8,665)	(8,665)
As at 31 December 2020		**92,899**	**(6,030)**	**3,722**	**(18,047)**	**72,544**

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED
CASH FLOW STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	Note	2020 S$'000	2019 (Restated) S$'000
Operating activities			
Profit/(loss) before taxation		**2,115**	(11,680)
Adjustments for:			
Share-based payment – equity settled		**1,554**	1,470
Gain on disposal of a subsidiary		**(1,284)**	–
(Gain)/loss on disposal of property, plant and equipment		**(50)**	9
Depreciation of property, plant and equipment	14, 38	**3,126**	2,639
Depreciation of right-of-use assets	15	**980**	470
Amortisation of intangible assets	16	**652**	634
Interest income		**(131)**	(210)
Interest expense	7	**2,331**	1,935
Property, plant and equipment written off		**123**	763
Impairment of intangible assets	16	**171**	–
Inventories written off		**25**	52
Fair value adjustment on contingent consideration for business combinations		**64**	(642)
Fair value (gain)/loss on derivative financial instruments		**(2,170)**	2,594
Fair value gain on associates		**(3,307)**	(1,503)
Gain on loan extinguishment		**(144)**	–
Unrealised foreign exchange (gain)/loss		**(130)**	107
Operating cash flows before changes in working capital		**3,925**	(3,362)
Decrease/(increase) in trade receivables		**2,128**	(8,703)
Increase in prepayments		**(174)**	(259)
(Increase)/decrease in other receivables		**(477)**	2,846
Increase in inventories		**(322)**	(10)
(Decrease)/increase in trade payables		**(255)**	3,436
Decrease in other payables		**(784)**	(1,852)
Cash flows generated from/(used in) operations		**4,041**	(7,904)
Income tax paid		**(185)**	(49)
Interest paid		**(1,378)**	(892)
Interest received		**131**	210
Net cash flows generated from/(used in) operating activities		**2,609**	(8,635)
Investing activities			
Purchase of property, plant and equipment		**(1,080)**	(1,710)
Acquisition of intangible assets		**–**	(17)
Net cash outflow from acquisition of subsidiaries		**–**	(11,619)
Payment for contingent consideration		**–**	(2,000)
Proceeds from disposal of property, plant and equipment		**87**	–
Proceeds from disposal of a subsidiary		**90**	–
Net cash flows used in investing activities		**(903)**	(15,346)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED
CASH FLOW STATEMENT
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	Note	2020 S$'000	2019 (Restated) S$'000
Financing activities			
Dividends paid to non-controlling interests		**(344)**	(205)
Proceeds from bank loans		**4,542**	8,680
Proceeds from issuance of convertible bonds		**–**	11,000
Proceeds from convertible loan		**–**	1,000
Proceeds from issuance of shares		**–**	11,275
Repayment of loans and borrowings		**(3,831)**	(1,891)
Repayment of lease liabilities		**(865)**	(363)
Divestment of interest in a subsidiary through redemption of redeemable exchangeable bond		**316**	–
Investment of interest in subsidiary through subscription of exchangeable bond		**(1,125)**	–
Decrease/(increase) in restricted deposits		**282**	(3,233)
Net cash flows (used in)/generated from financing activities		**(1,025)**	26,263
Net increase in cash and cash equivalents		**681**	2,282
Effect of foreign exchange rate changes, net		**116**	40
Cash and cash equivalents at 1 January		**10,092**	7,770
Cash and cash equivalents at 31 December	19	**10,889**	10,092

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

1. CORPORATE INFORMATION

1.1 The Company

The Company (Registration No. 201001436C) is incorporated in Singapore with its principal place of business and registered office at 37 Jalan Pemimpin, #08-05 Mapex, Singapore 577177. The financial statements are expressed in Singapore dollars.

The principal activity of the Company is that of investment holding company. The principal activities of the subsidiaries and associates are disclosed in Notes 11 and 12 to the financial statements, respectively.

The Company's ordinary shares have been listed on the Catalist Board of Singapore Exchange Securities Trading Limited (the "SGX-ST") since 18 December 2017.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The consolidated financial statements of the Group, the statement of financial position and statement of changes in equity of the Company have been prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)").

The financial statements have been prepared on a historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Singapore Dollar ("SGD" or "S$") and all values are rounded to the nearest thousand ("S$'000"), except when otherwise indicated.

2.2 Standards issued but not yet effective

The Group has not adopted the following standards applicable to the Group that have been issued but not yet effective as at 31 December 2020.

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 3 *Reference to the Conceptual Framework*	1 January 2022
Amendments to SFRS(I) 1-16 *Property, Plant and Equipment – Proceeds before Intended Use*	1 January 2022
Amendments to SFRS(I) 1-1 *Classification of Liabilities as Current or Non-current*	1 January 2023
Amendment to SFRS(I) 16 *Covid-19-Related Rent Concessions*	1 June 2020
Amendments to SFRS(I) 10 and SFRS(I) 1-28 *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*	Date to be determined

The directors expect that the adoption of the standards will have no material impact on the financial statements in the year of initial application.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Basis of consolidation and business combinations

(a) ***Basis of consolidation***

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the end of the reporting period. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

(b) ***Business combinations and goodwill***

Business combinations are accounted for by applying the acquisition method. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability, will be recognised in profit or loss.

Non-controlling interest in the acquiree, that are present ownership interests and entitle their holders to a proportionate share of net assets of the acquiree are recognised on the acquisition date at either fair value, or the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill. In instances where the latter amount exceeds the former, the excess is recognised as gain on bargain purchase in profit or loss on the acquisition date.

Goodwill is initially measured at cost. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Basis of consolidation and business combinations (Continued)

(b) ***Business combinations and goodwill (Continued)***

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to the Group's cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

The cash-generating units to which goodwill have been allocated is tested for impairment annually and whenever there is an indication that the cash-generating unit may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates.

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the amount that would be recognised in accordance with the accounting policy for provisions set out in Note 2.16.

Call option to acquire additional interest in a subsidiary in 2019

In 2019, the Group has been granted call option by a shareholder of the subsidiary to acquire the shareholder's interest in the subsidiary.

The call option provides the Group present access to return over all of the shares held by the shareholder. The Group accounts for the effect of the call option as though it owns the shareholder's interest in the subsidiary. The proportion allocated to the Group and non-controlling interests in preparing consolidated financial statements is determined by taking into account the eventual exercise of those potential rights and call options that currently give the entity access to the returns. The Group also recognise a financial liability to the shareholder under the call option.

2.4 Transactions with non-controlling interests

Non-controlling interest represents the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.5 Subsidiaries

A subsidiary is an investee that is controlled by the Group. The Group controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

In the Company's statement of financial position, investments in subsidiaries are accounted for at cost less impairment losses.

2.6 Associates

Investments in associates which are held as part of the Group's investment portfolio are designated upon initial recognition as investments at fair value through profit or loss as their performance is managed and evaluated on a fair value basis. This treatment is permitted by SFRS(I) 1-28 Investments in Associates which allows investments held indirectly by venture capital organisation, or mutual fund, unit trust and similar entities to be recognised and measured at fair value through profit or loss and accounted for in accordance with SFRS(I) 9, with changes in fair value recognised in the profit or loss in the period of change.

2.7 Foreign currency

The financial statements are presented in Singapore Dollar, which is also the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

(a) ***Transactions and balances***

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiary companies and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss.

(b) ***Consolidated financial statements***

For consolidation purpose, the assets and liabilities of foreign operations are translated into Singapore dollar at the rate of exchange ruling at the end of reporting periods and the profit or loss are translated at the exchange rates prevailing at the date of the transactions. The exchange differences arising on the translation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.8 Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

Computer equipment	–	3 to 5 years
Furniture and fittings	–	3 to 11 years
Office equipment	–	3 to 11 years
Medical equipment	–	3 to 6 years
Laboratory equipment	–	3 to 5 years
Motor vehicles	–	5 to 8 years
Renovation	–	3 to 11 years
Freehold property	–	50 years

Work-in-progress included in the property, plant and equipment are not depreciated as these assets are not yet available for use.

The residual value, useful life and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in profit or loss in the financial year the asset is derecognised.

2.9 Investment property

Investment property is a property that is either owned by the Group that is held to earn rentals or for capital appreciation, or both, rather than for use in the production or supply of goods or services, or for administrative purposes, or in the ordinary course of business. Investment property comprise completed investment property.

Investment property is initially measured at cost, including transaction costs.

Subsequent to initial recognition, the investment property is measured at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is computed on a straight-line basis over the estimated useful lives of the asset as follows:

Freehold Property	–	50 years

The residual value, useful life and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.9 Investment property (Continued)

The investment property is derecognised when either it has been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year of retirement or disposal.

2.10 Intangible assets

Intangible assets acquired separately are measured initially at cost. Following initial acquisition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in profit or loss in the year in which the expenditure is incurred.

The useful lives of intangible assets are assessed as finite or indefinite.

Intangible assets with finite useful lives are amortised over the estimated useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at least at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

Intangible assets with indefinite useful lives or not yet available for use are tested for impairment annually, or more frequently if the events and circumstances indicate that the carrying value may be impaired either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite useful life is reviewed annually to determine whether the useful life assessment continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

(a) ***CAP accreditation***

The CAP Laboratory Accreditation ("CAP Accreditation") arose due to the acquisition of a subsidiary and relates to an accreditation attained by a clinical lab certifying that the lab's quality has complied with certain requirements. The useful life of the cap accreditation is estimated to be 2 years as the laboratory is required to undergo re-inspection every two years to maintain the CAP Accreditation.

(b) ***Customer relationships***

Customer relationships acquired in business combinations, including joint operation contracts entered by a subsidiary with hospitals for installation of renal dialysis facilities were initially recognised at cost and subsequently carried at cost less accumulated amortisation and accumulated impairment losses. These costs are amortised to profit or loss using the straight-line method over 8 to 10 years.

(c) ***Favourable rental agreement***

Favourable rental agreement arose due to the acquisition of a subsidiary and relates to an operating lease in which the terms are favourable to the Group relative to the market terms. The useful life of the favourable rental agreement is 2.75 years.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.11 Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when an annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses of continuing operations are recognised in profit or loss.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously.

2.12 Financial instruments

(a) ***Financial assets***

Initial recognition and measurement

Financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset.

Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Trade receivables are measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.12 **Financial instruments (Continued)**

(a) ***Financial assets (Continued)***

Subsequent measurement

Investment in debt instruments at amortised cost

Financial assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the assets are derecognised or impaired, and through amortisation process.

Investment in equity instruments

On initial recognition of an investment in equity instrument that is not held for trading, the Group may irrevocably elect to present subsequent changes in fair value in OCI. Dividends from such investments are to be recognised in profit or loss when the Group's right to receive payments is established. For investments in equity instruments which the Group has not elected to present subsequent changes in OCI, changes in fair value are recognised in profit or loss.

Derivatives

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. Changes in fair value of derivatives are recognised in profit or loss.

Derecognition

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that has been recognised directly in other comprehensive income for debt instruments is recognised in profit or loss.

(b) ***Financial liabilities***

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.12 Financial instruments (Continued)

(b) ***Financial liabilities (Continued)***

Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

Financial liabilities at fair value through profit and loss are derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships. Separated embedded derivatives are also at fair value through profit and loss unless they are designated as effective hedging instruments.

Subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value. Any gain or losses arising from changes in fair value of the financial liabilities are recognised in profit or loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

2.13 Impairment of financial assets

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss and financial guarantee contracts. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is recognised for credit losses expected over the remaining life of the exposure, irrespective of timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Group applied a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.13 Impairment of financial assets (Continued)

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.14 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and demand deposits that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value.

2.15 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a weighted average basis, and includes all costs of purchases and other costs incurred in bringing the inventories to their present location and condition. Where necessary, allowance is provided for damaged, obsolete and slow-moving items to adjust the carrying value of inventories to the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

2.16 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.17 Government grants

Government grants are recognised when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Where the grant relates to income, the grant is recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Grants related to income may be presented as a credit in profit or loss, either separately or under a general heading such as “Other income”.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.18 Employee benefits

(a) ***Defined contribution plans***

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. Contributions are made into separate state managed entities, such as the Central Provident Fund in Singapore, Mandatory Provident Fund in Hong Kong, Social Security Fund in Philippines, Indonesia and United States and Employees Provident Fund in Malaysia under a defined contribution plan, on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

(b) ***Employee share-based payment***

Employees of the Group receive remuneration in the form of equity instruments as consideration for services rendered. The cost of these equity-settled share-based payment transactions with employees is measured by reference to the fair value of the equity instruments at the grant date which takes into account market conditions and non-vesting conditions. This cost is recognised in profit or loss, with a corresponding increase in the employee share-based payment reserve, over the vesting period. The cumulative expense recognised at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

(c) ***Employee leave entitlement***

Employee entitlements to annual leave are recognised as a liability when they are accrued to the employees. The undiscounted liability for leave expected to be settled wholly before twelve months after the end of the reporting period is recognised for services rendered by employees up to the end of the reporting period.

2.19 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.19 Leases (Continued)

Group as a lessee (Continued)

(a) ***Right-of-use assets***

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows.

Office and clinical premises – 1 to 12 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in Note 2.11 to the financial statements.

(b) ***Lease liabilities***

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in- substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.19 Leases (Continued)

Group as a lessee (Continued)

(c) ***Short-term leases and leases of low-value assets***

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

2.20 Revenue recognition

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

Rendering of medical and clinical services

The Group renders consultations, clinical treatments, medical tests and aesthetics treatments to patients. Revenue from the provision of consultations, clinical treatments and medical tests are recognised when the services to be provided are completed at a point in time.

Revenue from the provision of aesthetics services, usually sold in bundled packages, are recognised upon completion of the series of distinct services rendered over time based on number of sessions utilised. The allocation of revenue is based on utilisation at the stand-alone selling price.

A contract liability is recognised when the Group has not yet performed under the contract but has received advanced payments from the customer. Contract liability is recognised as revenue when services are rendered.

Laboratory testing services

(a) ***Laboratory services***

The Group renders laboratory support services to hospitals. Revenue is recognised when the services provided to the hospitals, to enable the hospitals to provide laboratory services to each patient, is complete.

The amount of revenue recognised is based on the contractual price and invoiced once at every month end to the hospitals.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.20 Revenue recognition (Continued)

Laboratory testing services (Continued)

(b) ***Sales of laboratory consumables***

The Group supplies laboratory consumables to the hospitals. Revenue is recognised when the goods are delivered to the hospital and all criteria for acceptance have been satisfied.

The amount of revenue recognised is based on the contractual price and invoiced once at every month end to the hospitals.

Renal care revenue

(a) ***Renal care services***

The Group renders renal care support services to hospitals. Revenue is recognised when the services provided to the hospitals, to enable the hospitals to provide renal services to each patient, is complete.

The amount of revenue recognised is based on the contractual price and invoiced once at every month end to the hospitals.

(b) ***Sales of renal care consumables***

The Group supplies dialysis treatment consumables to the hospitals. Revenue is recognised when the goods are delivered to the hospital and all criteria for acceptance have been satisfied.

The amount of revenue recognised is based on the contractual price and invoiced once at every month end to the hospitals.

2.21 Taxes

(a) ***Current income tax***

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the end of the reporting period, in the countries where the Group operates and generates taxable income.

Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.21 Taxes (Continued)

(b) ***Deferred tax***

Deferred tax is provided using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all temporary differences, except:

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- In respect of taxable temporary differences associated with investments in subsidiaries and associates, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- In respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of each reporting period.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.21 Taxes (Continued)

(c) ***Sales tax***

Revenues, expenses and assets are recognised net of the amount of sales tax except:

- Where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- Receivables and payables that are stated with the amount of sales tax included.

2.22 Share capital and share issuance expenses

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

2.23 Non-current assets held for sale and discontinued operations

The Group classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification.

Assets and liabilities classified as held for sale are presented separately as current items in the statement of financial position.

2.24 Contingencies

A contingent liability is:

(a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.24 Contingencies (Continued)

(b) a present obligation that arises from past events but is not recognised because:

(i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

(ii) The amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised on the statement of financial position of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosure, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

3.1 Judgements made in applying accounting policies

In the process of applying the Group's accounting policies, management has made the following judgement, which has the most significant effect on the amounts recognised in the financial statements.

(a) ***Control over investees***

The Group made investments in entities by investing in equity instruments issued by the investees, such as: ordinary shares or preference shares. Investments are also made by holding convertible bond or convertible/exchangeable bond/loans issued by the investees.

The Group carried out assessment in accordance with SFRS(I) 10 to determine if the Group has control over respective investees. Amongst the factors considered by the Group includes: relevant activities of the investees, power to direct the relevant activities through existing rights or potential voting rights, substantive right or protective right conferred to the shareholders in the reserved matters, exposure or rights to variable returns, etc.

The determination of the relevant activities of the investees and whether reserved matters are substantive in nature or protective in nature requires judgement. In making this judgement, the Group evaluates the memorandum and articles of association of the investees as well as the shareholders agreements.

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

3.1 Judgements made in applying accounting policies (Continued)

(a) ***Control over investees (Continued)***

Based on the assessment, the Group has accounted for its investees, for which the Group has control, as subsidiaries of the Group. For investees where the Group does not have control but have significant influence, the Group has accounted for those investees as associates.

(b) ***Purchase price allocation review***

The Group has exercised significant judgement regarding the allocation of the purchase price to the assets and liabilities acquired, including judgement made relating to: identification of intangible assets, fair value adjustments to the carrying amount of assets and liabilities of the acquirees during the purchase price allocation review.

Please refer to Note 3.2(b) for the estimate made by the Group during the purchase price allocation review.

3.2 Key source of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period are discussed below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(a) ***Fair value measurement of financial instruments***

The valuation of unquoted financial assets and liabilities involves estimates, assumptions and judgement based upon available information and does not necessarily represent amounts which might ultimately be realised, since such amounts depend on future events. Due to the inherent uncertainty of valuation, the estimated fair values for the unquoted financial instruments may differ significantly from the amounts that might ultimately be realised and the differences could be material.

When the fair values of financial instruments cannot be derived from active markets, fair value is determined using valuation techniques and processes such as market comparable approach and Option Pricing Model ("OPM").

These financial instruments include call options granted by a shareholder over investments in associates and other investments.

Inputs into these models are derived from observable markets where possible, but if this is not feasible, significant estimates is required to establish fair values. The significant estimates include projected stock price volatility, discount rates and rate of successful equity financing. Changes in assumptions used in these estimates could affect the fair values of the financial instruments.

The valuation approach, significant estimates used and the sensitivity analysis are disclosed in Note 34.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

3.2 Key source of estimation uncertainty (Continued)

(b) ***Purchase price allocation review***

Accounting for business combination requires significant management judgement and estimates, including the measurement of the fair value of the purchase consideration and the allocation of the purchase consideration to the fair value of the indentifiable assets and liabilities of the acquirees.

As mentioned in 3.1(b) above, the Group has exercised judgement in the identification of acquired assets and liabilities and their fair values. Based on the valuation methodologies adopted by management, the key assumptions and inputs used in measuring the fair values of acquired assets and liabilities, as well as the fair value of the consideration are pre-tax discount rate, estimation of contract life and probability of meeting net profit before tax (“**NPAT**”).

(c) ***Impairment of goodwill on consolidation***

As disclosed in Note 17 to the financial statements, the recoverable amounts of the cash generating units, which goodwill have been allocated to, are determined based on value in use calculations. The value in use calculations are based on a discounted cash flow models. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows. The key assumptions applied in the determination of the value in use, are disclosed and further explained in Note 17 to the financial statements.

The carrying amount of the goodwill on consolidation as at 31 December 2020 is S$30,483,000 (2019: S$32,571,000).

4. REVENUE

(a) **Disaggregation of revenue**

	Healthcare systems		Medical clinics/ centres		Total revenue	
	2020	2019	2020	2019	2020	2019
	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000
Major product or service lines						
Rendering of medical and clinical services	**–**	–	**18,825**	5,973	**18,825**	5,973
Laboratory testing services	**12,239**	10,664	**–**	–	**12,239**	10,664
Renal care revenue	**4,745**	4,896	**449**	–	**5,194**	4,896
	16,984	15,560	**19,274**	5,973	**36,258**	21,533
Primary geographical markets						
Singapore	**48**	354	**7,759**	4,096	**7,807**	4,450
Philippines	**–**	–	**7,723**	1,044	**7,723**	1,044
Indonesia	**16,850**	15,206	**–**	–	**16,850**	15,206
Hong Kong, Malaysia and others	**86**	–	**3,792**	833	**3,878**	833
	16,984	15,560	**19,274**	5,973	**36,258**	21,533

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

4. REVENUE (CONTINUED)

(a) Disaggregation of revenue (Continued)

	Healthcare systems		Medical clinics/ centres		Total revenue	
	2020	**2019**	**2020**	**2019**	**2020**	**2019**
	S$'000	**S$'000**	**S$'000**	**S$'000**	**S$'000**	**S$'000**
Timing of transfer of goods or services						
At a point in time	**16,984**	15,560	**15,004**	5,262	**31,988**	20,822
Over time	**–**	–	**4,270**	711	**4,270**	711
	16,984	15,560	**19,274**	5,973	**36,258**	21,533

(b) Methods used in recognising revenue

Recognition of revenue from aesthetics packages

For the bundled package sale of aesthetic services where the Group satisfies its performance obligations over time, management has determined that an output method provides a faithful depiction of the Group's performance in transferring control of the services to the customers, as it reflects the direct measurements of the value to the customer of services transferred to date relative to the remaining services promised under the contract. The measure of progress is based on the number of sessions utilised as a percentage of the total sessions sold in a package.

(c) Receivables and contract liabilities

Information about receivables and contract liabilities from contract with customers is disclosed as follows:

	Group	
	2020	**2019**
	S$'000	**S$'000**
Receivables from contracts with customers (Note 20)	**8,621**	10,753
Contract liabilities	**442**	412

Contract liabilities primarily relate to the Group's obligation to transfer services to customers for which the Group has received advances from customers for sale of aesthetic services. Contract liabilities are recognised as revenue as the Group performs under the contract.

During the year, revenue recognised that was included in the contract liability balance at the beginning of the year amounted to S$331,000 (2019: S$357,000)

The Group expects to recognise S$442,000 (2019: S$412,000) as revenue relating to the transaction price allocated to the unsatisfied performance obligations as at year-end in the financial year 2021.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

5. EMPLOYEES BENEFITS EXPENSE

	Group	
	2020	**2019**
	S$'000	**S$'000**
Directors' remuneration	**197**	321
Salaries and bonuses	**5,494**	5,849
Defined contribution plan	**440**	492
Share-based payment – equity settled	**1,426**	1,325
Share options expenses	**128**	145
Others	**268**	233
	7,953	8,365

(a) **Service agreement**

On 18 November 2017, the Company entered into a three-year Service Agreement, which shall be renewed automatically upon the expiry of the Initial Term (and each subsequent term) for one year periods, with the Executive Director and CEO (the "Executive") of the Company where a performance bonus is granted in the form of cash and shares to the Executive.

1. Performance bonus in the form of cash or shares (the "First Performance Bonus") will vest if the following conditions are met:

    a. where the Operating Earnings Before Interest, Tax, Depreciation and Amortisation ("EBITDA") is less than or equal to S$7,500,000, 10% on the Group's Operating EBITDA to be paid either in cash and/or Shares; and

    b. where the Operating EBITDA is more than S$7,500,000, 5% on such amount of the Group's Operating EBITDA in excess of S$7,500,000 plus S$750,000, to be paid either in cash and/or Shares.

2. Performance bonus in the form of shares (the "Second Performance Bonus") will vest upon the first occurrence of the Company achieving the following respective milestones:

    a. Number of shares equivalent to 1% of the then current share capital of the Company, shall be issued to the Executive in a single tranche credited as fully paid if the first milestone as described below is met:

        i. an Operating EBITDA of S$2,000,000 or more for the financial year; or

        ii. a daily market capitalisation of S$150,000,000 or more for every day over a consecutive three month period and the volume weighted average price of the Company's shares calculated over every trading day being more than 15% above the issued price at IPO for every day over that consecutive three month period.

5. EMPLOYEES BENEFITS EXPENSE (CONTINUED)

(a) Service agreement (Continued)

2. Performance bonus in the form of shares (the "Second Performance Bonus") will vest upon the first occurrence of the Company achieving the following respective milestones: (Continued)

   b. Number of shares equivalent to 2% of the then current share capital of the Company, shall be issued to the Executive in a single tranche credited as fully paid if the second milestone as described below is met:

      i. an Operating EBITDA of S$7,500,000 or more for the financial year is met; or

      ii. a daily market capitalisation of S$300,000,000 or more for every day over a consecutive three month period and the volume weighted average price of the Company's shares calculated over every trading day being more than 25% above the issued price at IPO for every day over that consecutive three month period.

   c. Number of shares equivalent to 2% of the then current share capital of the Company, shall be issued to the Executive in a single tranche credited as fully paid if the third milestone as described below is met:

      i. an Operating EBITDA of S$15,000,000 or more for the financial year is met; or

      ii. a daily market capitalisation of S$600,000,000 or more for every day over a consecutive three month period and the volume weighted average price of the Company's shares calculated over every trading day being more than 50% above the issued price at IPO for every day over that consecutive three month period.

For the avoidance of doubt, the Operating EBITDA for the first milestone, second milestone and third milestone are achieved on a cumulative basis. Hence unless the previous milestones have been paid, the previous milestones shall be payable in the event the second or third milestones are met.

The contractual life of the Second Performance Bonus is three years and if the conditions are not met, the rights to the issuance of shares will lapse. There are no cash settlement alternatives.

Fair value of shares granted

The fair value of shares granted is estimated at the date of the grant using a Monte Carlo simulation model, taking into account the terms and conditions upon which the options were granted. The model simulates the probability of meeting the Operating EBITDA and the Market Capitalisation targets. It takes into account the management's assumption of the Group's forecast and the share price fluctuation covariance of the Company to predict the distribution of the share performance.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

5. EMPLOYEES BENEFITS EXPENSE (CONTINUED)

(a) Service agreement (Continued)

Fair value of shares granted (Continued)

The following table lists the key inputs to the model used for share-based payment for the years ended 31 December 2020 and 2019:

Dividend (%)	–
Expected volatility (%)	42.9
Risk-free interest rate (%)	1.7
Share price at the grant date (S$)	0.3

In 2018, the milestone for the second performance bonus was met. Accordingly, 4,810,000 shares were earned by the Executive and issued during that year.

The expense recognised in profit or loss for performance share payment during the year is S$192,000 (2019: S$229,000).

(b) Performance share plan

Share awards granted to certain employees on 6 December 2019

On 6 December 2019, the Company granted share awards to certain employees of the Company pursuant to the Clearbridge Health Performance Share Plan. A total of 9,620,000 ordinary shares were granted at the fair value of S$0.13, which was based on market price of the shares on the date of grant. Two-third of the awarded shares were vested on 18 December 2019 and remaining one-third of the awarded shares will vest on 18 December 2020. There has been no cancellation or modification to the performance share plan during the year.

The expense recognised in profit or loss for this performance share plan during the year is S$426,000 (2019: S$853,000).

Performance share plan awarded to certain employees on 19 December 2019

On 19 December 2019, the Board of Directors approved the share awards pursuant to the Clearbridge Health Performance Share Plan to incentivise certain employees for driving shareholder value. A number of shares equivalent to 1% of the then current share capital will be awarded to certain employees upon the first occurrence of the Company achieving a market capitalisation of S$300,000,000 for 3 consecutive months. The shares awarded have a moratorium period of 6 months from the date of issue.

Fair value of shares granted

The fair value of shares granted is estimated at the date of the grant using a Monte Carlo simulation model, taking into account the terms and conditions upon which the options were granted. The model simulates the probability of meeting the Market Capitalisation targets. It takes into account the management's assumption of the share price fluctuation covariance of the Company to predict the distribution of the share performance.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

5. EMPLOYEES BENEFITS EXPENSE (CONTINUED)

(b) Performance share plan (Continued)

Performance share plan awarded to certain employees on 19 December 2019 (Continued)

Fair value of shares granted (Continued)

The following table lists the key inputs to the model used for share-based payment for the years ended 31 December 2020 and 2019:

Dividend (%)	–
Expected volatility (%)	49.2
Daily risk-free interest rate (%)	3.7
Share price at the grant date (S$)	0.13
Fair value of shares	0.014

The expense recognised in profit or loss for performance share plan during the year is S$62,000 (2019: Nil).

Performance share plan awarded to employees of the Group on 19 December 2019

On 19 December 2019, the Board approved the share awards pursuant to the Clearbridge Health Performance Share Plan to incentivise employees to achieve performance targets. The shares to be granted is at a fair value of $$0.13 as at the date of the grant. The performance share plan expires in 2022 and will award the following shares based on the Group meeting the following performance targets in the respective years.

The performance targets to be set under the Plan are intended to based on longer-term corporate objectives covering business growth which include Group EBIDTA. The shares awards have a vesting period of 3 years from the date of issue and are awarded. The final number of shares awarded will depend on the achievement of the pre-determined performance targets at end of each financial year.

Upon issuance, the shares have a vesting period of 3 years from date of issue.

The expense recognised in profit or loss for this performance share plan during the year is S$43,000 (2019: Nil).

Share awards granted to a director on 30 December 2020

On 30 December 2020, the Company granted share awards to a director of the Company pursuant to the Clearbridge Health Performance Share Plan. A total of 4,810,000 ordinary shares were granted at the fair value of S$0.146, which was based on market price of the shares on the date of grant. The shares were issued on 7 January 2021.

The expense recognised in profit or loss for this performance share plan during the year is S$702,000 (2019: Nil).

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FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

5. EMPLOYEES BENEFITS EXPENSE (CONTINUED)

(c) Shares settlement on 4 April 2019

On 4 April 2019, the Group entered into a settlement agreement with an ex-employee of a subsidiary, Clearbridge BioPhotonics, Inc. ("**CBBP Inc**"), where 17,515 settlement shares of Clearbridge BioPhotonics Pte. Ltd. ("**CBBP**"), were granted to the ex-employee in connection with the termination of his employment due to cessation of operation in CBBP Inc.

Fair value of shares granted

The following table lists the key inputs to the model used for share-based payment for the year ended 31 December 2020 and 2019:

Dividend (%)	–
Expected volatility (%)	95.0
Risk-free interest rate (%)	2.0
Share price at the grant date (S$)	13.9

The expense recognised in profit and loss for share settlement in 2019 was S$243,000.

(d) Share options settlement on 4 April 2019

On 4 April 2019, the Group entered into a settlement agreement with employees of CBBP Inc., where 42,065 shares options of CBBP were granted to the employees in connection with the termination of employment of certain employees due to cessation of operation in CBBP Inc.

Fair value of shares granted

The following table lists the key inputs to the model used for share options payment for the year ended 31 December 2019:

Dividend (%)	–
Expected volatility (%)	95.0
Risk-free interest rate (%)	2.0
Share price at the grant date (S$)	13.9

The expense recognised in profit and loss for share options settlement in 2019 was S$145,000.

(e) Share options settlement on 28 January 2020

On 1 October 2019, the Group entered into an agreement to reduce the salary of employees in CBBP FPM Inc. in exchange for employees' share options. Subsequently, on 28 January 2020, the Group entered into a share option agreement with employees of CBBP FPM Inc., where 14,076 shares options of CBBP were granted to the employees in connection with the reduction of salary of employees in CBBP FPM Inc. The options are immediately exercisable and expires 10 years from the grant date. The options were approved by the shareholders on 9 January 2020. It is administrated by the Board of Directors of the subsidiary.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

5. EMPLOYEES BENEFITS EXPENSE (CONTINUED)

(e) **Share options settlement on 28 January 2020 (Continued)**

Fair value of shares granted

The following table lists the key inputs to the model used for share-based payment for the year ended 31 December 2020:

Dividend (%)	–
Expected volatility (%)	57.7
Risk-free interest rate (%)	1.5
Share price at the grant date (S$)	17.2

The expense recognised in profit and loss for share options settlement in 2020 was S$128,000 (2019: Nil).

6. OTHER INCOME

	Group	
	2020	**2019**
	S$'000	**S$'000**
Interest income from:		
Financial assets measured at amortised cost		
– Bank deposits	**7**	93
– Loan to a third party	**124**	117
Grant income	**641**	171
Licensing income	**105**	102
Gain on disposal of property, plant and equipment	**50**	–
Gain on disposal of subsidiary	**1,284**	–
Gain on loan extinguishment	**144**	–
Reversal of deferred consideration	**920**	–
Fair value adjustment on contingent consideration	**–**	642
Net foreign exchange differences	**402**	325
Rental income	**82**	–
Others	**63**	102
	3,822	1,552

Licensing income of the Group mainly relates to licensing of the Group's patents held under the strategic investments segment to third parties.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

7. FINANCE COSTS

	Group	
	2020	**2019**
	S$'000	**S$'000**
Interest expense on:		
– Convertible bonds	**1,438**	1,226
– Call options	**–**	240
– Bank loans	**567**	393
– Shareholder loan	**216**	–
– Lease liabilities	**11**	76
– Deferred consideration	**99**	–
	2,331	1,935

8. PROFIT/(LOSS) BEFORE TAXATION

The following items have been included in arriving at profit/(loss) before taxation:

	Group	
	2020	**2019**
	S$'000	**S$'000**
Audit fees – auditors of the Company	**357**	449
Non-audit fees – auditors of the Company	**40**	34
Fair value loss/(gain) due to adjustment on contingent consideration	**64**	(642)
Inventory written off	**25**	52
Professional fees	**1,486**	1,858
Property, plant and equipment written off	**123**	763
Impairment of intangible assets	**171**	–
Depreciation expense	**4,106**	3,109
Amortisation expense	**652**	94
(Gain)/loss on disposal of property, plant and equipment	**(50)**	9

9. INCOME TAX EXPENSE/(CREDIT)

The major components of income tax expense for the years ended 31 December 2020 and 2019 are:

	Group	
	2020	**2019**
		(Restated)
	S$'000	**S$'000**
Current income tax		
– Current income taxation	**266**	119
– Under/(over) provision in respect of previous years	**60**	(2)
Deferred tax		
– Current deferred taxation	**(201)**	(136)
– Over provision in respect of previous years	**(82)**	(1)
	43	(20)

9. INCOME TAX EXPENSE (CONTINUED)

Domestic income tax for Singapore companies is calculated at 17% (2019: 17%) of the estimated assessable profit for the year. Taxation for other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

Relationship between tax expense and accounting loss

	Group	
	2020	**2019 (Restated)**
	S$'000	**S$'000**
Profit/(loss) before taxation	**2,115**	(11,680)
Tax at the domestic rates applicable to profits in the countries where the Group operates	**857**	(2,170)
Effect of expenses not deductible	**2,801**	1,901
Effect of income not subject to taxation	**(3,300)**	(318)
Effect of tax incentives	**(160)**	(163)
Deferred tax assets not recognised	**437**	868
Deferred tax on intangible assets	**(201)**	(135)
Utilisation of previously unrecognised tax losses	**(369)**	–
Over provision in respect of previous years	**(22)**	(3)
Income tax expense	**43**	(20)

A loss transfer system of group relief (known as "group relief system") for companies was introduced in Singapore with effect from Year of Assessment 2003. Under the group relief system, a company belonging to a group may transfer its current year unabsorbed capital allowances, current year unabsorbed trade losses and current year unabsorbed donations (loss items) to another company belonging to the same group, to be deducted against the assessable income of the latter company.

On 31 December 2020, the Company intends to receive unabsorbed tax losses of S$1,056,000 (2019: S$1,341,000) from its subsidiaries under the group relief system, subject to compliance with the relevant rules and procedures and agreement of Inland Revenue Authority of Singapore ("IRAS").

10. PROFIT/(LOSS) PER SHARE

Basic profit/(loss) per share is calculated by dividing profit/(loss) for the year, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted profit/(loss) per share is calculated by dividing profit/(loss) for the year, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

10. PROFIT/(LOSS) PER SHARE (CONTINUED)

The following table reflects the profit/(loss) and share data used in the computation for basic and diluted profit/(loss) per share for the financial years ended 31 December 2020 and 2019:

	Group Basic and diluted	
	2020	2019 (Restated)
	S$'000	S$'000
Profit/(loss) for the year attributable to owners of the Company	**615**	(10,586)

	Number of ordinary shares '000 Basic and diluted	
Weighted average number of shares for basic profit/(loss) per share computation	**597,646**	522,066
Weighted average number of shares for diluted profit/(loss) per share computation	**600,632**	522,066
Basic and diluted profit/(loss) per share (cents)	**0.10**	(2.03)

11. INVESTMENTS IN SUBSIDIARIES

	Company	
	2020	2019
	S$'000	S$'000
Unquoted shares, at cost	**33,181**	33,181
Impairment losses on subsidiary	**(7,787)**	(5,069)
	25,394	28,112

Impairment of investment in subsidiaries

During the financial year ended 31 December 2020, management performed an impairment review of its investment in subsidiaries and assess that the recoverable amount of two subsidiaries are lower than the cost of investment of S$11,225,000. As a result of the review, the Company recognised an impairment loss of S$2,718,000.

The recoverable amounts of the subsidiaries are determined using fair value less cost to sell method. The key assumptions and inputs used in the valuation of the underlying assets of the subsidiaries are disclosed in Note 34 (b).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

11. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

(a) Composition of the Group

The Group has the following investments in subsidiaries at the end of the reporting period:

Name	Principal activities (Country of incorporation and operations)	Proportion of ownership interest 2020 %	2019 %
Held by the Company			
Clearbridge BSA Pte. Ltd.(4)	Investment holding (Singapore)	**100**	100
Clearbridge Assays Pte. Ltd.(4)	Investment holding (Singapore)	**100**	100
Clearbridge Medical Group Pte. Ltd.(4)	Clinics/centres and other general medicine services (Singapore)	**100**	100
SAM Laboratory Pte. Ltd.(4)	Medical laboratories (Singapore)	**100**	100
Clearbridge Biophotonics Pte. Ltd.(3)(4)	Manufacturing of optical instrument and photographic equipment (Singapore)	**43.91**	68.60
Held by Clearbridge Medical Group Pte. Ltd.			
Clearbridge Medical Hong Kong Corporation Limited(4)	Biotechnology and life sciences (Hong Kong)	**100**	100
Clearbridge Health (Philippines) Inc.(5)	Clinics/centres and other general medical services (Philippines)	**99.99**	99.99
Medic Laser Private Limited(4)	Clinics/centres and other general medical services (Singapore)	**85**	85
Medic Surgical Private Limited(4)	Clinics/centres and other general medical services (Singapore)	**85**	85

NOTES TO THE FINANCIAL STATEMENTS

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11. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

(a) Composition of the Group (Continued)

Name	Principal activities (Country of incorporation and operations)	Proportion of ownership interest 2020 %	2019 %
Clearbridge Medica Sdn Bhd[6]	Clinics/centres and other general medical services. (Malaysia)	**100**	100
Clearbridge Lifestyle Pte. Ltd. (formerly known as Clearbridge Lifestyle Asia Pte. Ltd.)[4]	Management consultancy for healthcare organisation (Singapore)	**100**	100
Held by SAM Laboratory Pte. Ltd.			
Clearbridge Medical Asia Pte. Ltd.[4]	Clinics/centres and other general medicine services (Singapore)	**100**	100
PT Indo Genesis Medika[5][8][9]	Medical laboratories (Indonesia)	**79.80**	89.60
Biomedics Laboratory Pte. Ltd.[1]	Medical laboratories (Singapore)	**–**	100
PT Clearbridge Health Indonesia[6][10]	Dormant (Indonesia)	**100**	100
Held by Clearbridge Biophotonics Pte. Ltd.			
Clearbridge Biophotonics, Inc.[3]	Manufacturing of optional instrument and photographic equipment (USA)	**43.91**	68.60
Clearbridge Biophotonics, FPM Inc.[3][4]	Biomedical image system research (USA)	**43.91**	68.60
Held by Clearbridge Health (Philippines) Inc.			
Clearbridge Medical Philippines, Inc. (formerly known as Marzan Health Care Inc.)[5]	Clinics/centres and other general medical services (Philippines)	**65**	65

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

11. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

(a) Composition of the Group (Continued)

Name	Principal activities (Country of incorporation and operations)	Proportion of ownership interest 2020 %	2019 %
Held by Clearbridge Medical Hong Kong Corporation Limited			
Shanghai Kai Zhun Health Management Co. Ltd. (上海凯准健康管理有限公司)[6]	Distribution of medical devices and related services (China)	**100**	100
Held by Clearbridge Lifestyle Pte. Ltd.			
Clearbridge Dental Holdings Pte. Ltd.[4]	Investment holding (Singapore)	**51**	51
Held by Shanghai Kai Zhun Health Management Co. Ltd.			
Red Dot Health Technology (Shanghai) Co. Ltd.[2]	Distribution of medical and lifestyle products (China)	**100**	–
Held by Clearbridge Medical Asia Pte. Ltd.			
Clearbridge Medicentre Private Limited[6]	Clinics/centres and other general medical services. Providing consultancy and sales of specialised and critical care medical services and devices. (India)	**99.99**	99.99
PT Tirta Medika Jaya[5][7]	Supply of medical consumable related to haemodialysis activity (Indonesia)	**55**	55
Held by PT Clearbridge Health Indonesia			
PT Clearbridge Medical Indonesia[6]	Dormant (Indonesia)	**49**	49

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

11. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

(a) Composition of the Group (Continued)

Name	Principal activities (Country of incorporation and operations)	Proportion of ownership interest 2020 %	2019 %
Held by Clearbridge Dental Holdings Pte. Ltd.			
Dental Town (AMK) Pte. Ltd.(4)	Provision of dental and ancillary services	**51**	51
LKDS (Hougang Green) Pte. Ltd.(4)	Provision of dental and ancillary services	**51**	51
LKDS (Simei) Pte. Ltd.(4)	Provision of dental and ancillary services	**51**	51
LKDS (Yishun) Pte. Ltd.(4)	Provision of dental and ancillary services	**51**	51
Urban Dental (SG) Pte. Ltd.(4)	Provision of dental and ancillary services	**51**	51
Dental Focus (Bendemeer) Pte. Ltd.(4)	Provision of dental and ancillary services	**51**	51
Dental Focus (Pioneer) Pte. Ltd.(4)	Provision of dental and ancillary services	**51**	51
Dentalfamily (Pioneer) Pte. Ltd.(4)	Provision of dental and ancillary services	**51**	51
Dental Focus (People's Park) Pte. Ltd.(4)	Provision of dental and ancillary services	**51**	51

(1) The subsidiary has been disposed on 26 May 2020 for consideration of S$3,700,000. The consideration comprises S$100,000 cash and S$3,600,000 deferred consideration. Accordingly, deferred consideration amounting to S$3,484,000 was recognised under non-current receivables (Note 21).

(2) The subsidiary was incorporated in 2020.

(3) In 2019, the ownership interest of these entities includes those held by a shareholder of the subsidiary, who has granted call option to the Group to acquire the shareholder's interest in these subsidiaries. Accordingly, the Group recognised a financial liability to the shareholder under the call option. In February 2020, the call options have expired and the Group no longer has the right to acquire the shareholder's interest in these subsidiaries. Accordingly, a dilution of interest in these subsidiaries were recorded. Despite the dilution, the Group retains control of these subsidiaries pursuant to the shareholders agreement.

(4) Audited by Ernst & Young LLP, Singapore for statutory audit and/or group consolidation purpose.

(5) Audited by member firms of EY Global in the respective countries.

(6) Not required to perform statutory audit and not material to the group.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

11. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

(a) Composition of the Group (Continued)

(7) The ownership interest of this subsidiary includes those held by a non-controlling shareholder who has 6% of the issued share capital in the subsidiary. The shareholder's interest is pledged for a convertible bond subscribed by Clearbridge Medical Asia Pte. Ltd. ("CBMA") and exchangeable at CBMA's option into shares representing 6% equity interest in the subsidiary. The Group accounts for the effect of convertible bond as though it owns the shareholder's interest in the subsidiary. The proportion allocated to the Group and non-controlling interest is determined by taking into account the eventual exercise of the convertible bond that currently gives the Group access to the returns.

(8) The ownership interest of this subsidiary includes those held by a non-controlling shareholder who has 30.8% (2019: 20.6%) of the issued share capital in the subsidiary. The shareholder's interest is pledged for a convertible bond subscribed by SAM Laboratory Pte. Ltd. ("SAM") and exchangeable at SAM's option into shares representing 30.8% (2019: 20.6%) equity interest in the subsidiary. The Group accounts for the effect of convertible bond as though it owns the shareholder's interest in the subsidiary. The proportion allocated to the Group and non-controlling interest is determined by taking into account the eventual exercise of the convertible bond that currently gives the Group access to the returns.

(9) In 2019, the ownership interest of this subsidiary includes those held by a non-controlling shareholder. The shareholder's interest is pledged for a redeemable exchangeable bond subscribed by SAM and exchangeable at SAM's option into shares representing 20% equity interest in the subsidiary. The Group accounts for the effect of redeemable exchangeable bond as though it owns the shareholder's interest in the subsidiary. The proportion allocated to the Group and non-controlling interest is determined by taking into account the eventual exercise of the redeemable exchangeable bond that currently gives the Group access to the returns. The redeemable exchangeable bond has been redeemed on 6 October 2020.

(10) This entity was transferred from CBMA to SAM in 2020. As the transaction was common control transaction, there is no impact on the consolidated financial statements.

The following schedule shows the effects of changes in the Group's ownership interest in certain subsidiaries that did not result in change of control.

	Group	
	2020	**2019**
	S$'000	**S$'000**
Gain on dilution of interest in subsidiaries due to issuance of share settlement (Note A)	**–**	448
Gain on dilution of interest in subsidiaries due to expiry of call option (Note B)	**4,800**	–
Gain on dilution of interest in a subsidiary due to redemption of redeemable exchangeable bonds and subscription of exchangeable bonds (Note C)	**683**	–
	5,483	448

Note A: In financial year 2019, the share settlement arrangement disclosed in Note 5 resulted in the change of proportion held by the controlling and non-controlling interest in Clearbridge Biophotonics Pte. Ltd. ("CBBP") The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries.

Note B: As disclosed in Note 25, in February 2020, the call option issued by a shareholder to the Group to acquire the shareholder's interest in CBBP and its subsidiaries have expired. Accordingly, the Group no longer has the right to acquire the interest in CBBP and the Group has discontinued the recognition of the shareholder's interest as its own. The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries.

Note C: As disclosed in Note 13, in October 2020, the non-controlling shareholder redeemed the redeemable exchangeable bond subscribed by SAM representing 20% equity interest in the subsidiary IGM Labs. Accordingly, the Group discontinued the recognition of the shareholder's interest in the redeemable exchangeable bond as its own.

On the same date, SAM further subscribed to an exchangeable bond issued by the non-controlling shareholder, representing 10.2% equity interest in IGM Labs. Accordingly, the Group recognised an additional 10.2% shareholder's interest as its own.

The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

11. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

(b) Interest in subsidiaries with material non-controlling interest ("NCI")

The Group has the following subsidiaries that have NCI that are material to the Group.

Name of subsidiary	Principal place of business	Proportion of ownership interest held by NCI %	Profit/(loss) allocated to NCI during the reporting period S$'000	Accumulated NCI at the end of the reporting period S$'000	Dividends paid to NCI S$'000
31.12.2020					
Clearbridge Biophotonics Pte. Ltd. and its subsidiaries	Singapore and USA	**56.1**	**628**	**(4,467)**	**–**
Clearbridge Medical Philippines, Inc. (formerly known as Marzan Health Care Inc.)	Philippines	**35**	**838**	**809**	**–**
PT Tirta Medika Jaya	Indonesia	**45**	**32**	**667**	**–**
PT Indo Genesis Medika	Indonesia	**20.2**	**(708)**	**1,792**	**–**
Clearbridge Dental Holdings Pte. Ltd. and its subsidiaries	Singapore	**49**	**635**	**950**	**(300)**
31.12.2019					
Clearbridge Biophotonics Pte. Ltd. and its subsidiaries	Singapore and USA	31.4	(743)	(2,736)	–
Clearbridge Medical Philippines, Inc. (formerly known as Marzan Health Care Inc.)	Philippines	35	(603)	(29)	–
PT Tirta Medika Jaya	Indonesia	45	(229)	635	–
PT Indo Genesis Medika	Indonesia	10.4	94	727	–
Clearbridge Dental Holdings Pte. Ltd. and its subsidiaries	Singapore	49	184	315	–

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11. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

(b) Interest in subsidiaries with material non-controlling interest ("NCI") (Continued)

Summarised financial information including goodwill on acquisition and consolidation adjustments but before intercompany eliminations of subsidiaries with material non-controlling interests are as follows:

Summarised statements of financial position

	Clearbridge Biophotonics Pte. Ltd. and its subsidiaries		Clearbridge Medical Philippines, Inc.		PT Tirta Medika Jaya		PT Indo Genesis Medika		Clearbridge Dental Holdings Pte. Ltd. and its subsidiaries	
	2020	2019	2020	2019	2020	2019	2020	2019 (Restated)	2020	2019
	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000
Current assets	**54**	127	**3,191**	1,016	**3,165**	3,155	**10,621**	11,754	**3,821**	1,881
Non-current assets	**7**	8	**891**	1,220	**1,666**	1,510	**5,437**	7,806	**5,504**	6,587
Current liabilities	**(5,324)**	(4,749)	**(1,572)**	(1,337)	**(3,348)**	(3,255)	**(12,253)**	(11,408)	**(7,155)**	(5,749)
Non-current liabilities	**(2,700)**	(5,267)	**(5)**	(5)	**–**	–	**(355)**	(566)	**(845)**	(2,207)
Net (liabilities)/ assets	**(7,963)**	(9,881)	**2,505**	894	**1,483**	1,410	**3,450**	7,586	**1,325**	512

Summarised statements of comprehensive income

	Clearbridge Biophotonics Pte. Ltd. and its subsidiaries		Clearbridge Medical Philippines, Inc.		PT Tirta Medika Jaya		PT Indo Genesis Medika		Clearbridge Dental Holdings Pte. Ltd. and its subsidiaries	
	2020	2019	2020	2019	2020	2019	2020	2019 (Restated)	2020	2019
	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000
Total income	**2,462**	102	**7,999**	723	**4,861**	4,908	**12,218**	10,311	**7,159**	2,408
Total expenses	**(1,528)**	(2,758)	**(5,638)**	(2,447)	**(4,863)**	(5,479)	**(16,194)**	(9,958)	**(5,639)**	(2,042)
Income tax (expense)/ credit	**(4)**	(1)	**–**	–	**66**	(133)	**190**	135	**(224)**	3
Income/(loss) for the year	**930**	(2,657)	**2,361**	(1,724)	**64**	(704)	**(3,786)**	488	**1,296**	369
Other comprehensive income										
Exchange difference on translation of foreign operations	**126**	72	**33**	33	**7**	196	**(350)**	–	**–**	–
Total comprehensive income for the year	**1,056**	(2,585)	**2,394**	(1,691)	**71**	(508)	**(4,136)**	488	**1,296**	369

NOTES TO THE FINANCIAL STATEMENTS

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11. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

(b) Interest in subsidiaries with material non-controlling interest ("NCI") (Continued)

Other summarised information

	Clearbridge Biophotonics Pte. Ltd. and its subsidiaries		Clearbridge Medical Philippines, Inc.		PT Tirta Medika Jaya		PT Indo Genesis Medika		Clearbridge Dental Holdings Pte. Ltd. and its subsidiaries	
	2020 S$'000	2019 S$'000	2020 S$'000	2019 S$'000	2020 S$'000	2019 S$'000	2020 S$'000	2019 S$'000	2020 S$'000	2019 S$'000
Net cash inflow/ (outflow) from operating activities	**2,391**	(2,726)	**870**	149	**14**	1,125	**(1,278)**	(450)	**5,468**	(2,873)
Net cash (outflow)/ inflow from investing activities	**–**	–	**(2)**	(219)	**(303)**	(953)	**(78)**	(106)	**(55)**	14
Net cash (outflow)/ inflow from financing activities	**(2,441)**	2,699	**–**	–	**–**	–	**2,365**	647	**(4,570)**	3,101
Net cash (outflow)/ inflow	**(50)**	(27)	**868**	(70)	**(289)**	172	**1,009**	91	**843**	242

(c) Acquisition of PT Indo Genesis Medika in 2019

On 7 May 2019, the Group completed the acquisition of 49% equity interest in IGM Labs and the completion of the subscription of the EB for S$2,200,000 or IDR 23 billion, which represent a 20.6% interest in IGM Labs. On 24 June 2019, the Group completed the subscription of REB for S$2,100,000 or IDR 22 billion that can be exchangeable to a 20% interest in IGM Labs. Subsequent to the mentioned transactions, the Group held an interest of 89.6% in IGM Labs.

IGM Labs was established in 2018 and is in the business of provision of laboratory testing services by partnering with medical device equipment manufacturers and hospitals.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

11. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

(c) Acquisition of PT Indo Genesis Medika in 2019 (Continued)

During the year, the Group has finalised the PPA review for the acquisition of IGM Labs. Adjustments have been made for new information obtained about the facts and circumstances relating to the fair value of the assets and liabilities acquired as at the acquisition date. The goodwill arising from the provisional PPA review has therefore been adjusted accordingly to S$4,907,000 following the completion of the PPA to reflect the fair value of joint operation contracts, potential under-recognition of deferred tax liabilities, under accrual of other liability and over-recognition of other receivables. The retrospective adjustments to the provisional purchase price allocation were as follows:

	Previously reported S$'000	Adjustments S$'000	As restated 2019 S$'000
Property, plant and equipment	6,524	–	6,524
Intangible assets	954	1,921	2,875
Trade and other receivables	2,041	(1,130)	911
Inventories	1,383	–	1,383
Cash and cash equivalents	66	–	66
	10,968	791	11,759
Trade and other payables	(5,138)	(135)	(5,273)
Deferred tax liability	–	(702)	(702)
Total identifiable net assets at provisional fair value	5,830	(46)	5,784
Non-controlling interest measured at non-controlling interest's proportionate share of IGM Labs' net identifiable assets	(606)	4	(602)
Goodwill arising from acquisition	4,443	464	4,907
	9,667	422	10,089
Consideration transferred for the acquisition of IGM Labs:			
Cash paid	8,477	(4,267)	4,210
Fair value of redeemable exchangeable bond	–	2,489	2,489
Fair value of exchangeable bond	–	2,300	2,300
Deferred cash settlement	1,190	(100)	1,090
	9,667	422	10,089
Effect of the acquisition of IGM Labs on cash flows:			
Total consideration for 89.6% equity interest acquired, settled in cash	9,667	422	10,089
Consideration settled in cash	9,667	422	10,089
Less: cash and cash equivalents of subsidiary acquired	(66)	–	(66)
Net cash outflow on acquisition	9,601	422	10,023

NOTES TO THE FINANCIAL STATEMENTS

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11. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

(d) Acquisition of Nine Dental Clinics in 2019

On 29 August 2019, the Group completed the acquisition of 51% equity interest in nine dental clinics operating under the "Dental Focus" brand name. The fair values of the identifiable assets and liabilities of the nine dental clinics as at the acquisition date were:

	S$'000
Property, plant and equipment	488
Right-of-use assets	555
Trade and other receivables	1,675
Cash and cash equivalents	107
	2,825
Borrowings	(741)
Lease liabilities	(555)
Trade and other payables	(1,260)
Total identifiable net assets at provisional fair value	269
Non-controlling interest measured at non-controlling interest's proportionate share of nine dental clinics' net identifiable assets	(132)
Provisional goodwill arising from acquisition	5,167
	5,304
Consideration transferred for the acquisition of nine dental clinics:	
Cash paid	3,315
Provisional contingent consideration recognised as at acquisition date	1,989
	5,304
Effect of the acquisition of nine dental clinics on cash flows:	
Total consideration for 51% equity interest acquired	5,304
Less: non-cash consideration	(1,989)
Consideration settled in cash	3,315
Less: cash and cash equivalents of subsidiary acquired	(107)
Net cash outflow on acquisition	3,208

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FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

11. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

(d) Acquisition of Nine Dental Clinics in 2019 (Continued)

Contingent consideration arrangement

As part of the purchase agreement with the previous owner of the nine dental clinics, a contingent consideration has been agreed. Additional cash payments shall be payable to the previous owner of nine dental clinics of:

(i) Tranche A amount of S$663,000, if the nine dental clinics generate net profits after taxation ("**NPAT**") of not less than S$1,300,000 for the 12-months period ending 28 August 2020;

(ii) Tranche B amount of S$1,326,000, less Tranche A payout amount, if the nine dental clinics generate a cumulative NPAT of not less than S$2,600,000 for the 24-month period ending 28 August 2021; and

(iii) Tranche C amount of S$1,989,000, less Tranche A and Tranche B payout amounts, if the nine dental clinics generate a cumulative NPAT of not less than S$3,900,000 for the 36-month period ending 28 August 2022.

As at the acquisition date, the fair value of the contingent consideration was estimated at S$1,989,000.

As at 31 December 2020, based on management's review, the key performance indicators of Dental Focus continue to show that the targets are probable due to an expansion of the business and revenue growth. The fair value of the contingent consideration was calculated by applying the income approach using the probability-weighted payout approach and at a discount rate of 1.68%. This fair value adjustment of contingent consideration is recognised in the "other expense" line item in the Group's statement of comprehensive income.

Goodwill arising from acquisition

The goodwill represents anticipated value arising from synergy created from the "Dental Focus" network by deploying other products or services within the Group are potentially realising economic of scale.

During the year, the Group has finalised the PPA review. Goodwill arising from acquisition decreased by S$87,000 from provisional value of S$5,167,000 to S$5,080,000 due to adjustment to the fair value of purchase consideration. None of the goodwill recognised is expected to be deductible for income tax purposes.

Comparative information has not been restated to reflect this adjustment because it is not material to the Group's financial performance or position.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

11. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

(e) Disposal of PT Indo Genesis Medika

On 6 October 2020, the Group disposed of a 20% equity interest in IGM Labs through redemption of REB. Following the disposal, the Group still controls IGM Labs, retaining 69.6% of the ownership interests. The transaction has been accounted for as an equity transaction with non-controlling interests, resulting in:

	2020 S$'000
Proceeds from sale of 20% ownership interest	2,828
Net assets attributable to NCI	(2,145)
Increase in equity attributable to parent	683
Represented by:	
Increase in retained earnings	683

(f) Deemed disposal of CBBP

In March 2020, the Group deemed disposed of equity interest in CBBP as a result of expiry of call option. Following the deemed disposal, the Group still controls CBBP, retaining 43.9% of the ownership interests. The transaction has been accounted for as an equity transaction with non-controlling interests, resulting in:

	2020 S$'000
Decrease in financial liabilities	2,303
Net liabilities attributable to NCI	2,497
Increase in equity attributable to parent	4,800
Represented by:	
Increase in retained earnings	4,717
Increase in foreign currency translation reserve	83
	4,800

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

12. INVESTMENT IN ASSOCIATE

	Group		Company	
	2020	2019	2020	2019
	S$'000	S$'000	S$'000	S$'000
Investment designated as FVTPL				
Quoted equity shares				
– Ordinary shares	**18,040**	14,733	**–**	–

Changes in fair value amounting to a gain of S$3,307,000 (2019: S$1,503,000) have been included in profit or loss for the year.

Details of the Group's associate are as follows:

Name of associate	Principal activities (Country of incorporation and operations)	Proportion of ownership interest	
		2020	2019
		%	%
Biolidics Limited (formerly known as Clearbridge Biomedics Pte. Ltd.)(1)	Research and development of biotechnology, life and medical science (Singapore)	**22.8**	23.1

(1) Audited by Ernst & Young LLP, Singapore.

Summarised financial information in respect of the Group's material associate is set out below. The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with SFRS(I):

	Biolidics Limited	
	2020	2019
	S$'000	S$'000
Current assets	**12,945**	7,718
Non-current assets	**5,810**	1,904
Current liabilities	**(2,291)**	(1,419)
Non-current liabilities	**(8,192)**	(437)
Net assets of the associates	**8,272**	7,766
Revenue	**8,907**	1,438
Total comprehensive loss for the year	**(4,538)**	(4,792)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

13. DERIVATIVE FINANCIAL INSTRUMENTS

The Group was granted call options by third parties to acquire the third parties' interest in associates or other investments. The call options are derivative financial instruments accounted for at fair value through profit or loss:

	Group		Company	
	2020 S$'000	2019 S$'000	2020 S$'000	2019 S$'000
Assets				
Call options issued under the BSA operator agreement to acquire (Note A):				
Quoted equity shares in an associate	**2,751**	1,637	**–**	–
Unquoted equity shares in:				
– other investee	**–**	720	**–**	–
	2,751	2,357	**–**	–
Current asset	**2,751**	–	**–**	–
Non-current assets	**–**	2,357	**–**	–
Liabilities				
Issuance of convertible bonds (Note B)	**124**	1,319	**124**	1,319
Redeemable convertible bond (Note C)	**–**	706	**–**	–
	124	2,025	**124**	1,319
Current liabilities	**–**	706	**–**	–
Non-current liabilities	**124**	1,319	**124**	1,319

Note A: In prior years, the Group entered into an investment arrangement with a third party who will coinvest dollar-for-dollar into investments deemed as qualifying investments under the Biomedical Sciences Accelerator ("BSA") operator agreement. As part of the arrangement, the third party has granted written call options to Clearbridge BSA Pte. Ltd. ("CBBSA"), a wholly owned subsidiary of the Group, which represents CBBSA's right to call on investments invested by the said third party during the period from February 2014 to February 2020. The call option exercise consideration is equivalent to the third party's investment cost plus a return at a rate of 8% annual cumulative non-compounding simple interest.

In 2020, the third party had extended the expiry date of the call options relating to investment in an associate by 15 months, from 28 February 2020 to 28 May 2021.

Note B: Relates to the redeemable option and convertible options of the convertible bonds issued by the Company on 8 March 2019 and 17 May 2019 respectively. Please refer to the Note 27(vii) for details on the convertible bonds.

Note C: During the FY2019, a subsidiary, SAM entered into a REB subscription agreement to subscribe for a REB issued by a non-controlling shareholder. The REB will be exchangeable at SAM's option into shares in IGM Labs held by the non-controlling shareholder representing 20% of the total issued share capital of IGM Labs subject to non-controlling shareholder's option to redeem the REB at the price of S$2,100,000 or IDR 22 billion within one year from the completion date. On 22 June 2020, the expiry of the redemption option was further extended by an additional twelve months. The redemption of REB has been completed on 6 October 2020.

Changes in fair value amounting to a gain of S$2,170,000 (2019: loss of S$2,594,000) have been included in profit or loss for the year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

14. PROPERTY, PLANT AND EQUIPMENT

Group	Computer equipment S$'000	Furniture and fittings S$'000	Office equipment S$'000	Medical equipment S$'000	Laboratory equipment S$'000	Motor vehicles S$'000	Renovation S$'000	Freehold Property S$'000	Work-in-progress S$'000	Total S$'000
Cost:										
At 1 January 2019	280	312	116	2,286	501	80	1,396	2,251	415	7,637
Additions	17	9	15	111	–	–	789	–	769	1,710
Acquisition of subsidiaries	324	4	–	100	–	–	6,584	–	–	7,012
Written off/ disposal	(8)	(174)	(8)	(1,201)	–	–	(62)	–	–	(1,453)
Exchange difference	1	(1)	–	(32)	–	8	76	–	(32)	20
At 31 December 2019 and 1 January 2020	614	150	123	1,264	501	88	8,783	2,251	1,152	14,926
Additions	60	4	4	68	6	30	899	–	9	1,080
Disposal of a subsidiary	(19)	(4)	(4)	–	(491)	–	(279)	–	–	(797)
Written off/ disposal	(4)	(8)	(9)	–	–	(47)	(234)	–	–	(302)
Assets held for sale (Note 37)	–	–	–	–	(10)	–	–	–	–	(10)
Reclassification	–	–	–	–	–	–	–	(2,251)	–	(2,251)
Exchange difference	14	1	–	29	–	10	385	–	–	439
At 31 December 2020	665	143	114	1,361	6	81	9,554	–	1,161	13,085
Accumulated depreciation:										
At 1 January 2019	111	112	33	359	55	14	279	49	–	1,012
Charge for the year	129	63	22	480	116	20	1,764	45	–	2,639
Written off/ disposal	(4)	(103)	(5)	(531)	–	–	(38)	–	–	(681)
Exchange difference	(3)	–	–	(41)	–	1	9	–	–	(34)
At 31 December 2019 and 1 January 2020	233	72	50	267	171	35	2,014	94	–	2,936
Charge for the year	190	22	16	352	41	20	2,440	–	–	3,081
Disposal of a subsidiary	(14)	(3)	(4)	–	(209)	–	(170)	–	–	(400)
Written off/ disposal	(3)	(4)	(5)	–	–	(24)	(85)	–	–	(121)
Assets held for sale (Note 37)	–	–	–	–	(3)	–	–	–	–	(3)
Reclassification	–	–	–	–	–	–	–	(94)	–	(94)
Exchange difference	8	–	–	5	–	11	485	–	–	509
At 31 December 2020	414	87	57	624	–	42	4,684	–	–	5,908
Carrying amount:										
At 31 December 2019	381	78	73	997	330	53	6,769	2,157	1,152	11,990
At 31 December 2020	251	56	57	737	6	39	4,870	–	1,161	7,177

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

14. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Company	Computer equipment S$'000	Office equipment S$'000	Total S$'000
Cost:			
At 1 January 2019	33	15	48
Additions	2	13	15
At 31 December 2019 and 1 January 2020	35	28	63
Additions	6	4	10
At 31 December 2020	41	32	73
Accumulated depreciation:			
At 1 January 2019	22	3	25
Charge for the year	7	6	13
At 31 December 2019 and 1 January 2020	29	9	38
Charge for the year	10	6	16
At 31 December 2020	39	15	54
Carrying amount:			
At 31 December 2019	6	19	25
At 31 December 2020	2	17	19

The cash outflow on acquisition of property, plant and equipment amounted to S$1,080,000 (2019: S$1,710,000).

Assets pledged as security

In 2019, the Group's freehold property with a carrying amount of S$2,157,000 is mortgaged to secure the Group's bank loan (Note 27).

In 2019, the Group's laboratory equipment with a carrying amount of S$217,000 is mortgaged to secure the Group's fixed bank loan (Note 27).

15. LEASES

Group as a lessee

The Group has lease contracts for office and clinical premises used in its operations. Leases of office and clinical premises generally have lease terms between 1 and 12 years. The Group's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Group is restricted from assigning and subleasing the leased assets. There are no lease contracts that include extension or termination options and variable lease payments.

The Group also has certain leases of warehouse premises with lease terms of less than 12 months in which the Group applies the 'short-term lease' recognition exemptions for these leases.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

Group	**Office and clinical premises**	
	2020	**2019**
	S$'000	**S$'000**
At 1 January	**1,787**	800
Additions	**906**	885
Acquisition of subsidiary	**–**	555
Depreciation expense	**(980)**	(470)
Exchange difference	**–**	17
At 31 December	**1,713**	1,787

Set out below are the carrying amounts of lease liabilities and the movements during the period:

	Group	
	2020	**2019**
	S$'000	**S$'000**
At 1 January	**1,761**	800
Additions	**899**	828
Acquisition of subsidiary	**–**	555
Accretion of interest	**11**	76
Payments	**(876)**	(439)
Exchange difference	**1**	(59)
At 31 December	**1,796**	1,761
Current	**356**	842
Non-current	**1,440**	919
	1,796	1,761

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

15. LEASES (CONTINUED)

Group as a lessee (Continued)

The following are the amounts recognised in profit or loss:

	Group	
	2020	**2019**
	S$'000	**S$'000**
Depreciation of right-of-use assets	**980**	470
Interest expense on lease liabilities	**11**	76
Expense relating to short-term leases (included in other expenses)	**141**	330
Total amount recognised in profit or loss	**1,132**	876

The Group had total cash outflows for leases of S$1,017,000 (2019: S$769,000). The Group also had non-cash additions to right-of-use assets of S$906,000 (2019: S$1,440,000) and lease liabilities of S$897,000 (2019: S$1,383,000).

Commitments

As at 31 December 2019, the Group has a lease contract that has not yet commenced. The future lease payments for these non-cancellable leases contract is S$95,000 within one year, S$191,000 within five years.

16. INTANGIBLE ASSETS

Group	Patent rights S$'000	Trademark S$'000	CAP Accreditation S$'000	Customer relationships S$'000	Favourable rental agreement S$'000	Computer Software S$'000	Total S$'000
Cost:							
At 1 January 2019	99	3	105	159	99	–	465
Additions	–	–	–	–	–	17	17
Acquisition of a subsidiary	–	–	–	2,875	–	–	2,875
At 31 December 2019 and 2020	99	3	105	3,034	99	17	3,357
Accumulated amortisation and impairment							
At 1 January 2019	99	–	70	3	27	–	199
Charge for the year	–	–	35	559	36	4	634
At 31 December 2019 and 1 January 2020	99	–	105	562	63	4	833
Charge for the year	–	–	–	609	36	7	652
Exchange difference	–	–	–	82	–	(5)	77
Impairment	–	–	–	171	–	–	171
At 31 December 2020	99	–	105	1,424	99	6	1,733
Carrying amount:							
At 31 December 2019	–	3	–	2,472	36	13	2,524
At 31 December 2020	–	3	–	1,610	–	11	1,624

17. GOODWILL ON CONSOLIDATION

	Group	
	2020	2019 (Restated)
	S$'000	S$'000
Carrying amount:		
At the beginning of the year	**32,571**	22,296
Goodwill arising from acquisitions	**–**	10,275
Goodwill from finalisation of PPA (Note 11(d))	**(87)**	–
Disposal of subsidiary	**(2,001)**	–
At the end of the year	**30,483**	32,571

Impairment testing of goodwill

Goodwill acquired through business combinations have been allocated to two CGUs, which are also the reportable operating segments, for impairment testing as follows:

	2020	2019 (Restated)
	S$'000	S$'000
Medical clinics/centres	**21,320**	21,407
Healthcare systems	**9,163**	11,164
	30,483	32,571

The recoverable amounts of the CGUs have been determined based on value in use calculations using cash flow projections from financial budgets approved by management covering a five-year period. The pre-tax discount rate applied to the cash flow projections and the forecasted growth rates used to extrapolate cash flow projections beyond the five-year period are as follows:

	Medical clinics/centres		Healthcare systems	
	2020	2019	2020	2019
Growth rates	**1.9%**	3%	**3.5%**	3%
Pre-tax discount rates	**12.5%**	19%	**14%**	19%

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17. GOODWILL ON CONSOLIDATION (CONTINUED)

Key assumptions used in the value in use calculations

The calculations of value in use for both CGUs are most sensitive to the following assumptions:

Assumption	Description
Growth rates	The forecasted growth rates are based on published industry research and do not exceed the long-term average growth rate for the industries relevant to the CGUs.
Pre-tax discount rates	Discount rates represent the current market assessment of the risks specific to each CGU, regarding the time value of money and individual risks of the underlying assets which have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and derived from its weighted average cost of capital (WACC). The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Group's investors. The cost of debt is based on the interest-bearing borrowings the Group is obliged to service. Segment-specific risk is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data.

Sensitivity to changes in assumptions

With regards to the assessment of value in use for the medical clinics/centres and healthcare system segment, management believes that no reasonably possible changes in any of the above key assumptions would cause the carrying value of the CGU to materially exceed its recoverable amount.

18. OTHER INVESTMENTS

	Group		Company	
	2020	2019	2020	2019
	S$'000	S$'000	S$'000	S$'000
At fair value through other comprehensive income				
Unquoted equity shares	**787**	1,860	**–**	–

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18. OTHER INVESTMENTS (CONTINUED)

Unquoted equity shares represent investment in an entity not listed on any stock exchange.

As at 31 December 2020, the fair value of the investment in unquoted equity shares of Singapore Institute of Advanced Medicine Holdings Pte. Ltd. designated by the Group at fair value through other comprehensive income amounted to S$787,000 (2019: S$1,860,000). The Group has elected to measure these equity securities at FVOCI due to the Group's intention to hold these equity instruments for long-term appreciation. During the year, the Group recognised a loss for changes in fair value of the investment of S$1,073,000 (2019: Nil) in other comprehensive income.

19. CASH AT BANKS AND SHORT-TERM DEPOSITS

	Group		Company	
	2020	2019	2020	2019
	S$'000	S$'000	S$'000	S$'000
Cash at banks	**11,520**	5,554	**3,594**	2,485
Short-term deposits	**2,509**	8,006	**–**	5,360
	14,029	13,560	**3,594**	7,845
Cash at banks and short-term deposits attributable to assets held for sales (Note 37)	**46**	–	**–**	–
	14,075	13,560	**3,594**	7,845

Certain cash at banks earns interest. Short-term deposits are made for varying periods of between one to nine months and earn interests at the respective short-term deposit rates. The average interest as at 31 December 2020 is between 0.20%-2.18% (2019: 1.45%-2.18%) per annum.

Cash and cash equivalents denominated in foreign currencies as at 31 December 2020 and 2019 are as follows:

	Group		Company	
	2020	2019	2020	2019
	S$'000	S$'000	S$'000	S$'000
US dollar	**21**	28	**6**	6
Euro	**2**	2	**2**	2
Others	**–**	17	**–**	–

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19. CASH AT BANKS AND SHORT-TERM DEPOSITS (CONTINUED)

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise the following at the end of the reporting period:

	2020 S$'000	2019 S$'000
Cash at banks and short-term deposits	**14,075**	13,560
Less: Restricted deposits	**(3,186)**	(3,468)
Cash and cash equivalents per consolidated cash flow statement	**10,889**	10,092

Restricted deposits represent bank balances of certain subsidiaries placed with banks to obtain credit facilities and loans.

20. TRADE RECEIVABLES

	Group		Company	
	2020 S$'000	2019 S$'000	2020 S$'000	2019 S$'000
External parties	**8,621**	10,753	**–**	–

Trade receivable balances are unsecured, non-interest bearing, repayable on demand and are expected to be settled in cash. The average credit period is 30 to 60 days. There are no trade receivables denominated in foreign currencies.

Expected credit losses

There is no allowance for expected credit losses arising from the Group's trade receivables as at 31 December 2020 (2019: Nil) as the expected credit losses are not material.

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21. OTHER RECEIVABLES

	Group		Company	
	2020	2019	2020	2019
	S$'000	S$'000	S$'000	S$'000
Current				
Deposits	**385**	389	**4**	4
Amounts due from related parties	**195**	522	**9**	9
Amounts due from an associate	**–**	50	**–**	–
Prepaid taxes	**1,645**	694	**–**	–
Others	**448**	603	**57**	70
	2,673	2,258	**70**	83
Non-current				
Amounts due from a related party	**703**	703	**–**	–
Amount due from an associate arising from the sale of a subsidiary	**3,484**	–	**–**	–
Lease receivables	**64**	–	**–**	–
	4,251	703	**–**	–

Current amounts due from related parties are unsecured, non-interest bearing and repayable monthly over the next 12 months.

Non-current amount due from a related party is unsecured, bears interest at 6.9% per annum starting from May 2022 and is repayable monthly until May 2023.

Amount due from an associate arising from the sale of a subsidiary is unsecured, interest free and repayable by May 2022.

22. AMOUNTS DUE FROM SUBSIDIARIES

	Company	
	2020	2019
	S$'000	S$'000
Current		
Interest bearing	**2,923**	2,499
Non-interest bearing	**32,149**	27,997
	35,072	30,496
Allowance for expected credit losses	**(3,553)**	–
	31,519	30,496
Non-current		
Interest bearing amount	**13,720**	12,666
Non-interest bearing	**15,134**	15,644
	28,854	28,310

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22. AMOUNTS DUE FROM SUBSIDIARIES (CONTINUED)

The non-interest bearing amounts are unsecured, non-trade related, repayable on demand and to be settled in cash. Part of the non-interest bearing amounts are not expected to be recovered within the next 12 months and are classified as non-current.

The current interest bearing amounts are unsecured, bear interest of 8% or 12% per annum (2019: 8% or 12%) and are repayable on demand.

The non-current interest bearing amounts are unsecured, bear interest of 8% per annum (2019: 8%), are repayable on demand but are not expected to be recovered within the next 12 months, accordingly these are classified as non-current.

Expected credit losses

The movement in allowance for expected credit losses of amount due from subsidiaries based on lifetime ECL are as follows:

	Company	
	2020	**2019**
Movement in allowance accounts:	**S$'000**	**S$'000**
At 1 January	**–**	–
Charge for the year	**3,553**	–
At 31 December	**3,553**	–

23. INVENTORIES

	Group	
	2020	**2019**
	S$'000	**S$'000**
Medical supplies (at lower of cost and net realisable value)	**1,966**	1,754

In 2020, S$13,999,000 (2019: S$12,255,000) was recognised as an expense in cost of sales.

24. TRADE PAYABLES

Trade payables balances are unsecured, non-interest bearing, and are expected to be settled between 30 to 60 days. There are no trade payables denominated in foreign currencies.

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FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

25. OTHER PAYABLES

	Group		Company	
	2020	2019 Restated	2020	2019
	S$'000	S$'000	S$'000	S$'000
Current				
Accruals	**1,714**	1,937	**322**	325
Liability arising from call option to acquire additional interest in a subsidiary	**–**	5,013	**–**	–
Contingent consideration for business combinations	**2,390**	663	**–**	–
Deferred consideration	**–**	1,297	**–**	–
Other creditors	**2,947**	3,790	**111**	218
	7,051	12,700	**433**	543
Non-current				
Accruals	**70**	63	**–**	–
Other creditors	**10**	2	**–**	–
Contingent consideration for business combinations	**666**	2,363	**–**	–
	746	2,428	**–**	–

Accruals mainly relate to accruals for payroll and professional fees.

Other creditors are non-interest bearing and are generally on a 30 to 60 days term.

Liability arising from call option to acquire additional interest in a subsidiary relates to call option granted by a shareholder of the subsidiary to acquire the shareholder's interest in the subsidiary. As the Group accounts for the effect of the call option as though it owns the shareholder's interest in the subsidiary as disclosed in Note 2.3, a liability representing the cost, bearing an interest of 8% per annum, cumulative non-compounding is recognised. In February 2020, the call option has expired. Accordingly, the Group discontinued the recognition of the shareholder's interest as its own and derecognised the liability. Please refer to Note 11.

Contingent consideration for business combinations are in relation to the acquisitions made by the Group as disclosed in Note 11.

26. AMOUNTS DUE TO SUBSIDIARIES

Amounts due to subsidiaries by the Company are unsecured, non-interest bearing, non-trade related, repayable on demand and to be settled in cash.

NOTES TO THE FINANCIAL STATEMENTS

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27. BORROWINGS

	Group		Company	
	2020	**2019**	**2020**	**2019**
	S$'000	**S$'000**	**S$'000**	**S$'000**
Current				
Fixed rate bank loans	**3,144**	1,796	**616**	–
Floating rate bank loans	**2,379**	2,779	**1,271**	1,671
Redeemable convertible bonds	**137**	222	**137**	222
	5,660	4,797	**2,024**	1,893
Non-current				
Fixed rate bank loans	**2,395**	395	**2,249**	–
Floating rate bank loans	**2,972**	5,411	**417**	1,605
Redeemable convertible bonds	**7,612**	11,044	**7,612**	11,044
	12,979	16,850	**10,278**	12,649
Total borrowings	**18,639**	21,647	**12,302**	14,542

			Group		Company	
	Effective interest rate	**Maturity**	**2020 S$'000**	**2019 S$'000**	**2020 S$'000**	**2019 S$'000**
Total borrowings comprise:						
Fixed rate bank loans	3%-6.59%	Nov 2021 – May 2025	**5,539**	2,191	**2,865**	–
Floating rate bank loans	3.32%-7.44%	Sep 2021 – Nov 2042	**5,351**	8,190	**1,688**	3,276
Redeemable convertible bonds	7%	Mar 2022	**7,749**	11,266	**7,749**	11,266
			18,639	21,647	**12,302**	14,542

Included in the bank loans are:

(i) In 2019, loan amounting to S$218,000 which is secured by laboratory equipment;

(ii) Loan amounting to S$1,471,000 (2019: S$1,628,000) which is secured by the freehold office unit of the Group;

(iii) Loan amounting to S$1,688,000 (2019: S$3,276,000) which is secured by all rights, interest in all material contracts and assets owned by the Company's subsidiaries;

(iv) Loan amounting to S$2,192,000 (2019: S$3,286,000) which is secured by a charge over the issued share capital of the Company's subsidiaries, fixed deposit in the name of the Company's subsidiaries and corporate guarantee provided by the Company;

(v) Loan amounting to S$1,475,000 (2019: S$1,400,000) which is secured by fixed deposit in the name of the Company's subsidiary and standby letter of credit provided by the Company's subsidiary;

(vi) Loans amounting to S$219,000 (2019: S$573,000) which are secured by personal guarantee provided by a minority shareholder and corporate guarantee provided by the Company's subsidiaries; and

27. BORROWINGS (CONTINUED)

(vii) During the financial year 2019, the Company issued Series 1 and Series 2 convertible bonds of S$9,500,000 and S$1,500,000, on 8 March 2019 and 17 May 2019, respectively. The convertible bonds bear interest at the rate of 7.0% per annum and will mature on March 2022 and May 2022, respectively.

The redeemable option allows the Company to redeem the convertible bonds 18 months after the issue date. The redemption premium is half of the unearned interest from the redemption date to the maturity date and an addition redemption premium calculated as follows:

(i) 9.0% of the principle for early redemption between 18 months and 24 months from the issue of the bonds;

(ii) 14.4% of the principal for early redemption between 24 months and 30 months from the issue of the bonds; and

(iii) 20.0% principle for early redemption after 30 months from issue of the bonds.

Upon maturity, the Company is required to redeem the convertible bonds at 120% of the principle.

The convertible bonds may be converted at any time from the issuance date to the maturity date at the option of the holder at S$0.28 per share. During the financial year 2019, the Company issued 80,450,200 new ordinary shares via placement and this resulted in an adjustment to the conversion price of S$0.28 to S$0.14.

Certain adjustment clauses within the terms of the convertible bonds results in the convertible option not meeting the “fixed for fixed” criteria. Therefore, the redeemable and convertible option is classified as a derivative liability.

In 2020, convertible bonds with a principle amounting to S$3,950,000 was converted into ordinary shares by the bond holders.

(viii) During the financial year, the Group has secured 2 bridging loans under the Enterprise Financing Scheme with principal amounts of S$3,000,000 and S$1,000,000 respectively. Interest of the borrowings is 3.0% and repayable in tranches within 5 years.

The bridging loan amounting to S$1,000,000 is classified as current as the terms of the loan states that Enterprise Singapore reserves the right to reject the Group’s continued participation in the scheme.

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27. BORROWINGS (CONTINUED)

A reconciliation of liabilities arising from financing activities is as follows:

	1.1.2020	Cash flows	Non-cash changes					31.12.2020
			Disposal of a subsidiary	Accretion of interests/ Amortisation of facility fees	Loan extinguishment	Conversion of convertible bond	Others	
	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000
Bank loans								
– Current	4,575	(1,940)	(198)	460	(144)	–	2,770	5,523
– Non-current	5,806	2,224	–	107	–	–	(2,770)	5,367
Convertible bonds								
– Current	222	(724)	–	1,318	–	–	(679)	137
– Non-current	11,044	–	–	–	–	(4,111)	679	7,612
	21,647	(440)	(198)	1,885	(144)	(4,111)	–	18,639

	1.1.2019	Cash flows	Non-cash changes				31.12.2019
			Acquisition of subsidiaries	Accretion of interests/ Amortisation of facility fees	Derivative liabilities arising from convertible loan	Others	
	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000
Bank loans							
– Current	470	315	741	393	–	2,656	4,575
– Non-current	2,419	6,043	–	–	–	(2,656)	5,806
Convertible bonds							
– Current	–	–	–	–	–	222	222
– Non-current	–	10,615	–	1,226	(575)	(222)	11,044
	2,889	16,973	741	1,619	(575)	–	21,647

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FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

28. DEFERRED TAX LIABILITIES

Deferred tax as at 31 December 2020 and 2019 relates to the following:

	Group	
	2020	2019 (Restated)
	S$'000	S$'000
Balance as at 1 January	**2,387**	1,821
Deferred tax liabilities arising from the acquisition of subsidiaries	**–**	701
Credited to profit or loss	**(283)**	(135)
Foreign exchange	**61**	–
Balance as at 31 December	**2,165**	2,387

Deferred tax liabilities as at 31 December 2020 and 2019 related to the following:

	Group	
	2020	2019 (Restated)
	S$'000	S$'000
Fair value gain on financial instruments	**1,765**	1,765
Deferred tax liabilities arising from business combinations	**400**	622
	2,165	2,387

Unrecognised tax losses

Subject to the agreement with the Comptroller of Income Tax and the relevant provisions of the income Tax Act, the Group has estimated unabsorbed tax losses of S$24,450,000 (2019: S$24,050,000) and unutilised capital allowances of S$1,643,000 (2019: S$285,000) available for offset against future profit. The tax losses can be carried forward indefinitely subject to the conditions imposed by law including the retention of majority shareholders (the "**Shareholding test**") as defined.

29. SHARE CAPITAL

	Group and Company			
	2020		2019	
	No. of shares	S$'000	No. of shares	S$'000
Ordinary shares				
At the beginning of the year	580,984,234	88,945	489,310,702	77,670
Issuance of conversion shares(1)	28,214,278	3,933	–	–
Issuance of shares	3,206,668	–(2)	91,673,532	11,343
Reversal of share issuance expense	–	21	–	–
Share issuance expense	–	–	–	(68)
At the end of the year	612,405,180	92,899	580,984,234	88,945

(1) The Company had issued 19,285,708 and 8,928,570 Conversion Shares in April, May and August 2020 to certain subscribers of the Convertible Bonds pursuant to the conversion of the Convertible Bonds.

(2) On 18 December 2020, the Company had allotted and issued 3,206,668 ordinary shares of the Company pursuant to the Company's performance share plan.

Fully paid ordinary shares, which have no par value, carry one vote per share and a right to dividends as and when declared by the Company.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

30. OTHER RESERVES

(a) **Capital reserve**

This represents the effects of a series of transactions with shareholders prior to the listing of the Company in December 2017 and share premium arising from the convertible bonds converted in 2020.

(b) **Share-based payment reserve**

Share-based payment reserve represents the equity-settled shares granted to employees (Note 5).

(c) **Fair value reserve**

Fair value reserve represents the cumulative fair value changes, net of tax, of financial assets carried at fair value through other comprehensive income until they are disposed.

(d) **Currency translation reserve**

Currency translation reserve represents exchange difference arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

31. OTHER RELATED PARTY TRANSACTIONS

In addition to the related party information disclosed elsewhere in the financial statements, the following significant transactions between the Group and related parties took place at terms agreed between the parties during the financial year:

Compensation of directors and key management personnel

	Group	
	2020	**2019**
	S$'000	**S$'000**
Short-term benefits	1,060	1,023
Post-employment benefits	61	61
Share-based payment – equity settled	1,321	1,082
Directors' fee	180	180
	2,622	2,346
Comprise amounts paid to:		
Directors of the Company	1,547	878
Other key management personnel	1,075	1,468
	2,622	2,346

The remuneration of directors and key management is determined by the board of directors having regard to the performance of individuals.

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32. CONTINGENCIES

Contingent asset

As of 31 December 2019, the key performance indicators of TMJ showed that it is increasingly uncertain that TMJ will meet the cumulative EBITDA earnout target. Based on terms of the purchase agreement, in the event that the cumulative 3 years EBITDA of TMJ is less than S$3,000,000, the amount recoverable would be calculated based on the following:

Contingent consideration amount of S$1,100,000 less past contingent consideration paid and add back shortfall amount.

Shortfall amount represents S$3,000,000 less 3 years cumulative EBITDA of TMJ. If the amount payable is negative, the vendor is required to pay the shortfall amount.

The shortfall amount is not virtually certain and therefore not recognised in these financial statements.

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, market risk, liquidity risk and interest risk. The board of directors reviews and agrees on policies and procedures for the management of these risks.

The following sections provide details regarding the Group's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks. There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risks.

(a) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including cash and short-term deposits), the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The Group has determined the default event on a financial asset to be:

1) for financial assets receivable from government linked counterparties,150 days after due date; and

2) for financial assets receivable from individuals and non-government linked corporate counterparties, 90 days after due date.

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33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(a) Credit risk (Continued)

The Group considers "low risk" to be an investment grade credit rating with at least one major rating agency for those investments with credit rating. To assess whether there is a significant increase in credit risk, the company compares the risk of default occurring on the asset as at reporting date with the risk of default as at the date of initial recognition.

To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at reporting date with the risk of default as at the date of initial recognition. The Group considers available reasonable and supportive forwarding-looking information which includes the following indicators:

- Internal credit rating

- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the debtor's ability to meet its obligations

- Actual or expected significant changes in the operating results of the debtor

- Significant changes in the expected performance and behaviour of the debtor, including changes in the payment status of debtors in the group and changes in the operating results of the debtor.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 90 days past due in making contractual payment.

The Group determined that its financial assets are credit-impaired when:

- There is significant difficulty of the issuer or the debtor

- A breach of contract, such as a default or past due event

- It is becoming probable that the debtor will enter bankruptcy or other financial reorganisation

- There is a disappearance of an active market for that financial asset because of financial difficulty

The Group categorises a loan or receivable for potential write-off when a debtor fails to make contractual payments more than 90 to 150 days past due. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans and receivables have been written off, the company continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

The following are credit risk management practices and quantitative and qualitative information about amounts arising from expected credit losses for each class of financial assets.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(a) Credit risk (Continued)

(i) Non-trade financial assets and loans at amortised cost

The Group uses three categories of internal credit risk ratings for debt instruments and loans which reflect their credit risk and how the loss provision is determined for each of those categories. These internal credit risk ratings are determined through incorporating both qualitative and quantitative information that builds on information specific to the counterparty and other external information that could affect the counterparty's behaviour.

The Group computes expected credit loss for this group of financial assets using the probability of default approach. In calculating the expected credit loss rates, the Group considers implied probability of default based on historical loss rates for each category of counterparty, and adjusts for forward looking macroeconomic data such as GDP growth.

A summary of the Group's internal grading category in the computation of the Group's expected credit loss model for the debt instruments and loans is as follows:

Category	Definition of category	Basis for recognition of expected credit loss provision
Grade I	Customers have a low risk of default and a strong capacity to meet contractual cash flows.	12-month expected credit losses
Grade II	Loans for which there is a significant increase in credit risk.	Lifetime expected credit losses
Grade III	Interest and/or principal repayments are 90 days past due.	Lifetime expected credit losses

There are no significant changes to estimation techniques or assumptions made during the reporting period.

No loss allowance provision for other non-trade financial assets and loan has been provided as management has assessed the impact to be not significant.

The gross carrying amount of other non-trade financial assets and loans at amortised cost without taking into account of any collaterals held or other credit enhancements which represents the maximum exposure to loss, is as follows:

Group		2020 S$'000	2019 (Restated) S$'000
12-month ECL	Non-trade financial assets at amortised cost	**5,279**	2,267

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(a) Credit risk (Continued)

(i) Non-trade financial assets and loans at amortised cost (Continued)

The gross carrying amount of non-trade financial assets and loans at amortised cost of the Group as at 31 December 2020, without taking into account of any collaterals held or other credit enhancements which represents the maximum exposure to loss, is S$5,279,000 (2019: S$2,267,000).

The gross carrying amount of non-trade financial assets and loans at amortised cost of the Company as at 31 December 2020, without taking into account of any collaterals held or other credit enhancements which represents the maximum exposure to loss, is S$70,000 (2019: S$83,000).

(ii) Trade receivables

The Group provides for lifetime expected credit losses for all trade receivables using a provision matrix. The provision rates are determined based on the Group's historical observed default rates analysed in accordance to days past due by grouping of customers based on geographical region and type of customers. The expected credit losses below also incorporate forward looking information such as forecast of economic conditions where the gross domestic product will deteriorate over the next year, leading to an increased number of defaults.

Management has assessed that the impact of the loss allowance provision as at 31 December 2020 and 2019 are not significant.

Summarised below is the information about the credit risk exposure on the Group's trade receivables and contract assets using provision matrix, grouped by geographical region:

As at 31 December 2020	**Singapore S$'000**	**Indonesia S$'000**	**Philippines S$'000**	**Others S$'000**	**Total S$'000**
Current	**–**	**4,068**	**80**	**69**	**4,217**
0 to 30 days past due	**355**	**866**	**25**	**2**	**1,248**
31 to 90 days past due	**132**	**1,295**	**48**	**–**	**1,475**
91 to 120 days past due	**84**	**132**	**241**	**28**	**485**
More than 121 days past due	**87**	**1,109**	**–**	**–**	**1,196**
Total	**658**	**7,470**	**394**	**99**	**8,621**

As at 31 December 2019	**Singapore S$'000**	**Indonesia S$'000**	**Philippines S$'000**	**Others S$'000**	**Total S$'000**
Current	56	4,285	93	34	4,468
0 to 30 days past due	254	1,788	32	8	2,082
31 to 90 days past due	77	2,367	59	9	2,512
91 to 120 days past due	7	820	53	11	891
More than 121 days past due	17	668	115	–	800
Total	411	9,928	352	62	10,753

NOTES TO THE FINANCIAL STATEMENTS

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33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(a) Credit risk (Continued)

(iii) Concentration risk

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on maintaining a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the country profile of its trade receivables on an ongoing basis. The credit risk concentration profile of the Group's trade receivables at the end of the reporting period is as follows:

	Group	
	2020	**2019**
	S$'000	**S$'000**
Singapore	**658**	411
Philippines	**394**	352
Indonesia	**7,470**	9,928
Others	**99**	62
	8,621	10,753

At the end of the reporting period, approximately:

(i) 49% of the Group's trade receivables were due from 4 major customers located in Indonesia (2019: 67% was due from 4 major customers located in Indonesia).

(ii) 63% (2019: 41%) of the Group's other receivables were due from related parties while almost all of the Company's receivables were balances with related parties.

There are no other debtors who represent more than 5% of the Group's total balance of trade and other receivables. Other than the above, the Group does not have significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics.

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FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(a) **Credit risk (Continued)**

(iii) Concentration risk (Continued)

Financial assets that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are with creditworthy debtors with good payment record with the Group. Cash at banks and short-term deposits, investment securities and derivatives that are neither past due nor impaired are placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

(b) **Market risk**

Market price risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market prices (other than interest or exchange rates). The Group is exposed to equity price risk arising from its investment in quoted equity shares and unquoted equity shares. The quoted equity shares are listed on the Catalist Board of the Singapore Exchange Securities Trading Limited in Singapore and are classified as held for trading. The Group does not have exposure to commodity price risk.

Sensitivity analysis for equity price risk

At the end of the reporting period, if the price of the quoted shares held had been 2% (2019: 2%) higher/lower with all other variables held constant, the Group's profit before tax would have been S$361,000 (2019: S$295,000) higher/lower, arising as a result of higher/lower fair value gains on investment in associates.

The sensitivity analysis for unquoted shares is disclosed in Note 34.

(c) **Liquidity risk**

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to shortage of funds.

Analysis of financial instruments by remaining contractual maturities

Non-derivative financial liabilities

Group	One year or less S$'000	One to five years S$'000	Over five years S$'000	Total S$'000
31.12.2020				
Financial liabilities:				
Trade payables	**4,153**	**–**	**–**	**4,153**
Other payables	**7,051**	**746**	**–**	**7,797**
Borrowings	**5,716**	**13,969**	**1,665**	**21,350**
Lease Liability	**356**	**1,144**	**296**	**1,796**
Total undiscounted financial liabilities	**17,276**	**15,859**	**1,961**	**35,096**

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33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Liquidity risk (Continued)

***Analysis of financial instruments by remaining contractual maturities* (Continued)**

Non-derivative financial liabilities (Continued)

Group	One year or less S$'000	One to five years S$'000	Over five years S$'000	Total S$'000
31.12.2019 (restated)				
Financial liabilities:				
Trade payables	4,443	–	–	4,443
Other payables	12,700	2,428	–	15,128
Borrowings	5,867	19,456	2,113	27,436
Lease Liability	842	919	–	1,761
Total undiscounted financial liabilities	23,852	22,803	2,113	48,768

Company	One year or less S$'000	One to five years S$'000	Over five years S$'000	Total S$'000
31.12.2020				
Financial liabilities:				
Other payables	433	–	–	433
Borrowings	2,513	11,568	–	14,081
Total undiscounted financial liabilities	2,946	11,568	–	14,514
31.12.2019				
Financial liabilities:				
Other payables	543	–	–	543
Borrowings	2,562	16,174	–	18,736
Total undiscounted financial liabilities	3,105	16,174	–	19,279

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(d) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates. The Group's and the Company's exposure to interest rate risk arises primarily from their loans and borrowings.

The Group's policy is to obtain the most favourable rates available and to minimise the interest rate risks by placing such balances on varying maturities and interest rate terms.

Sensitivity analysis for interest rate risk

At the end of the reporting period, if interest rates had been 100 (2019: 100) basis points lower/higher with all other variables held constant, the Group's profit before tax would have been S$68,000 (2019: S$68,000) higher/lower, arising mainly as a result of lower/higher interest expense on floating rate loans and borrowings.

34. FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

(a) Fair value hierarchy

The Group categorises fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

– Level 1 – Quoted prices (unadjusted) in active market for identical assets or liabilities that the Group can access at the measurement date,

– Level 2 – Inputs other that quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and

– Level 3 – Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

34. FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

(b) Assets and liabilities measured at fair value

The following table shows an analysis of each class of assets and liabilities measured at fair value at the end of the reporting period:

	Fair value measurements at the end of the reporting period using			
	Quoted prices in active markets for identical instruments S$'000	**Significant observable inputs other than quoted prices S$'000**	**Significant unobservable inputs S$'000**	**Total S$'000**
2020				
Assets measured at fair value				
Financial assets				
Investments in associates at FVTPL				
Quoted equity shares	**18,040**	**–**	**–**	**18,040**
Derivatives financial assets	**–**	**–**	**2,751**	**2,751**
Other investments at FVOCI				
Unquoted equity shares	**–**	**787**	**–**	**787**
Financial assets as at 31 December 2020	**18,040**	**787**	**2,751**	**21,578**
Liabilities measured at fair value				
Financial liabilities				
Derivatives financial liabilities				
– Redeemable convertible option on convertible bonds	**–**	**–**	**124**	**124**
– Convertible loan	**–**	**350**	**–**	**350**
Contingent consideration for business combinations	**–**	**–**	**3,056**	**3,056**
Financial liabilities as at 31 December 2020	**–**	**350**	**3,180**	**3,530**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

34. FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

(b) Assets and liabilities measured at fair value (Continued)

	Fair value measurements at the end of the reporting period using			
	Quoted prices in active markets for identical instruments S$'000	Significant observable inputs other than quoted prices S$'000	Significant unobservable inputs S$'000	Total S$'000
2019				
Assets measured at fair value				
Financial assets				
Investments in associates at FVTPL				
Quoted equity shares	14,733	–	–	14,733
Derivatives financial assets	–	–	2,357	2,357
Other investments at FVOCI				
Unquoted equity shares	–	1,860	–	1,860
Financial assets as at 31 December 2019	14,733	1,860	2,357	18,950
Liabilities measured at fair value				
Financial liabilities				
Derivatives financial liabilities				
– Redeemable convertible option on convertible bonds	–	–	1,319	1,319
– Redeemable option on REB	–	–	706	706
Contingent consideration for business combinations	–	–	3,026	3,026
Financial liabilities as at 31 December 2019	–	–	5,051	5,051

(c) Level 2 fair value measurements

The following is a description of the valuation techniques and inputs used in the fair value measurement for unquoted equity shares that is categorised within Level 2 of the fair value hierarchy:

<u>Other investments and convertible loan</u>

Unquoted equity shares and convertible loan are valued using the market approach valuation technique with market observable inputs. The most frequently applied valuation techniques include Guideline Public Company Method ("GPC") and Guideline Public Transaction Method ("GPT"). The techniques use derived market multiples from market prices of comparable companies or actual transactions involving either minority or controlling interests in either publicly traded or closely held companies.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

34. FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

(d) Level 3 fair value measurements

(i) *Information about significant unobservable inputs used in Level 3 fair value measurements*

The following table shows the information about fair value measurements using significant unobservable inputs (Level 3)

Description	Fair Value as at 31 December 2020 S$'000	Valuation techniques	Significant Unobservable inputs	Relationship unobservable inputs to fair value
Derivative financial assets				
Call options	**2,751**	Binomial Option Pricing Model "OPM" methodology. The stock price is projected based on a lattice tree structure under the binomial option pricing model and the strike price is derived based on the underlying investments cost and a simple non-compounding interest rate of 8%.	Projected stock price volatility	The higher the volatility, the higher the fair value. An increase by 10% points would result in a higher fair value of S$139,000.
Financial assets as at 31 December 2020	**2,751**			
Derivative financial liabilities				
Redeemable convertible option on redeemable convertible bonds	**124**	Binomial Option Pricing Model "OPM" methodology. The stock price is projected based on the fair value of the shares of the Company.	Projected stock price volatility	The higher the volatility, the higher the fair value. An increase by 15% points would result in a higher fair value of S$10,000.
Other payables				
Contingent consideration for business combinations	**3,056**	Discounted cash flow and probability of meeting EBITA or NPAT target based on projected cash flow.	Discount rate	The higher the discount rate, the lower the fair value. An increase by 1% would result in a lower fair value of S$11,000.
Financial liabilities as at 31 December 2020	**3,180**			

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

34. FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

(d) Level 3 fair value measurements (Continued)

(i) ***Information about significant unobservable inputs used in Level 3 fair value measurements (Continued)***

Description	Fair Value as at 31 December 2019 S$'000	Valuation techniques	Significant Unobservable inputs	Relationship unobservable inputs to fair value
Derivative financial assets				
Call options	2,357	Binomial Option Pricing Model "OPM" methodology. The stock price is projected based on a lattice tree structure under the binomial option pricing model and the strike price is derived based on the underlying investments cost and a simple non-compounding interest rate of 8%.	Projected stock price volatility	The higher the volatility, the higher the fair value. An increase by 10% points would result in a higher fair value of S$60,000.
Financial assets as at 31 December 2019	2,357			
Derivative financial liabilities				
Redeemable convertible option on redeemable convertible bonds	1,319	Binomial Option Pricing Model "OPM" methodology. The stock price is projected based on the fair value of the shares of the Company.	Projected stock price volatility	The higher the volatility, the higher the fair value. An increase by 10% points would result in a higher fair value of S$343,000.
Redeemable option on REB	706	Binomial Option Pricing Model "OPM" methodology. The stock price is projected based on the fair value of shares of a subsidiary.	Projected stock price volatility	The higher the volatility, the higher the fair value. An increase by 10% points would result in a higher fair value of S$50,000.
Other payables				
Contingent consideration for business combinations	3,026	Discounted cash flow and probability of meeting EBITA or NPAT target based on projected cash flow.	Discount rate	The higher the discount rate, the lower the fair value. An increase by 1% would result in a lower fair value of S$26,000.
Financial liabilities as at 31 December 2019	5,051			

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

34. FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

(d) Level 3 fair value measurements (Continued)

(ii) *Movements in Level 3 assets and liabilities measured at fair value*

	Fair value measurements using significant unobservable inputs (Level 3)				
	Call options S$'000	Convertible loan S$'000	Derivative financial liabilities S$'000	Contingent consideration S$'000	Total S$'000
At 1 January 2019	3,788	–	–	(3,679)	109
Total (losses)/gains included in profit or loss	(1,431)	–	(1,450)	642	(2,239)
Recognition of derivative arising from convertible bonds	–	–	(575)	–	(575)
Payment for contingent consideration	–	–	–	2,000	2,000
Arising from acquisition of subsidiaries	–	–	–	(1,989)	(1,989)
At 31 December 2019 and 1 January 2020	2,357	–	(2,025)	(3,026)	(2,694)
Expiry of call option	(720)	(1,505)	–	–	(2,225)
Total gains/(losses) included in profit or loss	1,114	1,155	621	(30)	2,860
Derecognition of derivative arising from convertible bonds	–	–	497	–	497
Transfer out to level 2(c)	–	350	–	–	350
Conversion of convertible bonds	–	–	783	–	783
At 31 December 2020	**2,751**	**–**	**(124)**	**(3,056)**	**(429)**

In 2020, the Group recognised the convertible loan as level 3 liabilities measure at fair value as a result of expiry of its call options. Subsequently, the Group transferred the convertible loan to level 2 as the valuation technique used in the fair valuation is market approach valuation technique with market observable inputs. The carrying amount of the total financial liabilities transferred was S$350,000.

Prior to the transfer, the fair value of the convertible loan was determined using a valuation technique incorporating significant non-market observable inputs. The fair value of the convertible loan was determined based on recent transactions.

(iii) *Valuation policies and procedures*

The board of directors is responsible for setting and documenting the Group's valuation policies and procedures.

For all significant financial reporting valuations using valuation models and significant unobservable inputs, it is the Group's policy to engage external valuation experts who possess the relevant credentials and knowledge on the subject of valuation, valuation methodologies and SFRS(I) 13 fair value measurement guidance to perform the valuation.

For valuations performed by external valuation experts, the appropriateness of the valuation methodologies and assumptions adopted are reviewed along with the appropriateness and reliability of the inputs (including those developed internally by the Group) used in the valuations.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

34. FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

(e) **Fair value and carrying amount of the Group's asset not measured at fair value, for which fair value is disclosed**

The following table shows an analysis of the Group's asset not measured at fair value, for which fair value is disclosed:

	2020 Fair value measurements at the end of the reporting period using:				
	Quoted prices in active markets for identical instruments (Level 1) $	Significant observable inputs other than quoted prices (Level 2) $	Significant unobservable inputs (Level 3) $	Fair Value Total $	Carrying amount $
Asset					
2020					
Investment property	–	2,050,000	–	2,050,000	2,111,786

Determination of fair value

Valuation of investment property

Investment property (Note 38): The valuation of investment property is based on the direct comparison method.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

35. CAPITAL RISK MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payments, issue new shares, obtain new borrowings or sell assets to reduce borrowings.

Management monitors capital based on a gearing ratio. The Group is also required under the terms of its borrowing facilities to maintain a total debt-to-equity ratio not exceeding 50% (2019: 50%). Total debt is calculated as the aggregate of all interest-bearing borrowings and total equity is calculated as total equity less any non-controlling interests.

	Group	
	2020	**2019 Restated**
	S$'000	**S$'000**
Interest-bearing borrowings	**18,639**	21,647
Equity attributable to owners of the Company	**60,450**	50,386
Total debt to total equity ratio	**30.8%**	43.0%

The Group are in compliance with all externally imposed capital requirements for the year ended 31 December 2020. The Group was not subject to any externally imposed capital requirements for the year ended 31 December 2019.

36. SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on reports reviewed by the management team that are used to make strategic decisions. There are four reportable operating segments as follows:

(i) **Strategic investments**

The strategic investments segment involves investments in identified early-stage biotechnology and information security companies, for which the performance of the investments is measured and evaluated on a fair value basis.

(ii) **Healthcare systems**

The healthcare systems segment involves the provision of diagnostic services and manufacturing of and research and development on diagnostic related products, and provision of renal care services by partnering with medical device equipment manufacturers and hospitals.

(iii) **Medical clinics/centres**

Medical clinics/centres segment involves the provision of general medical, dental and clinical services.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

36. SEGMENT INFORMATION (CONTINUED)

(iv) **Corporate segment**

The corporate segment involves the corporate functions in supporting the operations of the entire Group.

No operating segments have been aggregated to form the above reportable operating segment.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on net fair value gain or loss for strategic investments, or operating profit or loss for healthcare systems, medical and dental clinics/centres and corporate segments.

	Strategic investments S$'000	Healthcare systems S$'000	Medical clinics/ centres S$'000	Corporate S$'000	Adjustments and eliminations S$'000	Notes	Total S$'000
2020							
Revenue:							
External customers	–	16,946	19,312	–	–		36,258
Inter-segment	–	102	5,442	–	(5,544)	(A)	–
Total revenue	–	17,048	24,754	–	(5,544)		36,258
Results:							
Interest income	–	31	62	38	–		131
Depreciation expense	–	(2,182)	(1,909)	(15)	–		(4,106)
Amortisation expense	–	(628)	(24)	–	–		(652)
Other income	–	2,511	1,146	34	–		3,691
Fair value adjustment of contingent consideration for business combinations	–	21	(85)	–	–		(64)
Fair value gain on associates	3,307	–	–	–	–		3,307
Fair value loss on derivative financial instruments	863	(78)	–	1,385	–		2,170
Segment profit/(loss)	3,682	(1,617)	3,519	(3,512)	–		2,072
Assets:							
Investments in associates	18,040	–	–	–	–		18,040
Other investments	787	–	–	–	–		787
Derivative financial instruments	2,751	–	–	–	–		2,751
Additions to non-current assets	–	958	112	10	–	(B)	1,080
Segment assets	21,594	34,051	37,457	3,891	–		96,993
Segment liabilities	(1,779)	(9,593)	(12,813)	(12,858)	–		(37,043)

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

36. SEGMENT INFORMATION (CONTINUED)

(iv) Corporate segment (Continued)

	Strategic investments S$'000	Healthcare systems S$'000	Medical clinics/ centres S$'000	Corporate S$'000	Adjustments and eliminations S$'000	Notes	Total S$'000
2019							
Revenue:							
External customers	–	15,559	5,974	–	–		21,533
Inter-segment	–	249	257	–	(506)	(A)	–
Total revenue	–	15,808	6,231	–	(506)		21,533
Results:							
Interest income	–	138	19	53	–		210
Depreciation expense	–	(1,635)	(1,462)	(12)	–		(3,109)
Amortisation expense	–	(613)	(21)	–	–		(634)
Other income	–	254	416	30	–		700
Fair value adjustment of contingent consideration for business combinations	–	–	642	–	–		642
Fair value gain on associates	1,503	–	–	–	–		1,503
Fair value loss on derivative financial instruments	(1,431)	(419)	–	(744)	–		(2,594)
Segment loss	(210)	(2,680)	(3,602)	(5,168)	–		(11,660)
Assets:							
Investments in associates	14,733	–	–	–	–		14,733
Other investments	1,860	–	–	–	–		1,860
Derivative financial instruments	2,357	–	–	–	–		2,357
Additions to non-current assets	–	1,234	476	17	–	(B)	1,727
Segment assets	18,961	36,926	33,207	8,290	–		97,384
Segment liabilities	(1,397)	(17,045)	(13,107)	(16,402)	–		(47,951)

Note A: Inter-segment revenues are eliminated on consolidation.

Note B: Additions to non-current assets consist of additions to property, plant and equipment.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

36. SEGMENT INFORMATION (CONTINUED)

Geographical information

Please refer to Note 4 for revenue information based on geographical location of customers. Non-current assets information on the geographical location assets is as follows:

	Non-current assets	
	2020	**2019 (Restated)**
	S$'000	**S$'000**
Singapore	**56,271**	51,753
Philippines	**1,280**	2,177
Indonesia	**8,590**	14,160
Hong Kong, Malaysia and others	**46**	435
	66,187	68,525

37. ASSETS HELD FOR SALE

On 3 July 2020, the Group has signed a term sheet to dispose off its interest in Clearbridge Biophotonics Pte. Ltd. and its subsidiaries, Clearbridge Biophotonics, Inc. and Clearbridge Biophotonics, FPM Inc. (collectively known as "CBBP Group"). The Group is currently in advanced stage of the transaction and is expected to be completed within a year from the reporting date. At 31 December 2020, CBBP Group was classified as a disposal group held for sale.

The results of CBBP Group for the year are presented as below:

	2020
	S$'000
Revenue	**48**
Employees benefits expense	**(384)**
Depreciation expense	**(1)**
Other income	**105**
Fair value gain on other investment	**2,309**
Other expenses	**(479)**
Finance costs	**(664)**
Profit before taxation	**934**
Income tax expense	**(4)**
Profit for the year	**930**
Other comprehensive income:	
Exchange difference on translation of foreign operations	**126**
Total comprehensive income for the year, net of tax	**1,056**

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FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

37. ASSETS HELD FOR SALE (CONTINUED)

The major classes of assets and liabilities of CBBP Group classified as held for sale as at 31 December are, as follows:

	2020 S$'000
Assets	
Plant and equipment	7
Cash and cash equivalents	46
Trade receivables	1
Other receivables	7
Assets held for sale	61
Liabilities	
Trade payables	(5)
Other payables	(1,330)
Financial liabilities at fair value through profit or loss	(350)
Deferred revenue	(35)
Liabilities directly associated with assets held for sale	(1,720)
Net liabilities directly associated with disposal group classified as held for sale	(1,659)
Reserve	
Share-based payment reserve	(479)
Currency translation reserve	16
	(463)

The net cash flows incurred by CBBP Group are, as follows:

	2020 S$'000
Operating	2,391
Investing	–
Financing	(2,441)
Net cash outflow	(50)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

38. INVESTMENT PROPERTY

	2020 S$'000
Balance sheet:	
Cost	
At 1 January	–
Reclassification from property, plant and equipment	2,251
At 31 December	2,251
Accumulated depreciation	
At 1 January	–
Reclassification from property, plant and equipment	94
Charge for the year	45
At 31 December	139
Net carrying value	2,112
Income statement:	
Rental income	36
Direct operating expenses (including repairs and maintenance) arising from:	
– Rental-generating properties	5

The Group may not sell the investment property without the prior consent from the bank. The Group has no contractual obligations to purchase, construct or develop investment property or for repairs, maintenance or enhancements.

Assets pledged as security

The Group's freehold property with a carrying amount of S$2,112,000 is mortgaged to secure the Group's bank loan.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

39. COMPARATIVE FIGURES

Certain comparative figures have been restated to reflect the effects of the retrospective adjustments arising from the finalisation of the provisional PPA relating to the acquisition of IGM Labs, as follows:

		Group	
	Previously reported S$'000	Finalisation of PPA adjustment Increase/(decrease) S$'000	As restated 2019 S$'000
Consolidated statement of financial position			
Intangible assets	1,143	1,381	2,524
Goodwill	32,107	464	32,571
Other receivables	3,638	(1,380)	2,258
Other payables	12,848	(148)	12,700
Deferred tax liabilities	1,820	567	2,387
Currency translation reserve	(125)	235	110
Accumulated losses	40,104	142	40,246
Non-controlling interests	906	47	953
Consolidated income statement			
Loss for the financial year	11,543	117	11,660

40. EVENTS OCCURRING AFTER THE REPORTING PERIOD

On 12 March 2021, the Group announced that the Company's wholly-owned subsidiary, Clearbridge Medical Group Pte. Ltd. have entered into a subscription agreement to issue and allot an aggregate of 166,017,035 new convertible preference shares at the price of S$0.06927 per preference share for an aggregate amount of S$11,500,000. The issuance of convertible preference shares has been completed on 16 March 2021.

41. AUTHORISATION OF FINANCIAL STATEMENTS

The financial statements for the year ended 31 December 2020 were authorised for issue in accordance with a resolution of the Directors on 5 April 2021.

STATISTICS OF SHAREHOLDINGS

AS AT 18 MARCH 2021

Number of shares	:	617,215,180
Class of shares	:	Ordinary shares
Voting rights	:	One vote per share
Number of treasury shares	:	Nil
Number of subsidiary holdings	:	Nil

SHAREHOLDING HELD IN THE HANDS OF PUBLIC

Based on the information available to the Company as at 18 March 2021, approximately 59.26% of the total number of issued ordinary shares of the Company was held by the public as defined in the Catalist Rules. Accordingly, Rule 723 of the Catalist Rules has been complied with.

DISTRIBUTION OF HOLDERS OF SHARES BY SIZE OF SHAREHOLDINGS AS AT 18 MARCH 2021

Size of shareholdings	No. of shareholders	%	No. of shares	%
1 – 99	0	0.00	0	0.00
100 – 1,000	72	3.06	48,692	0.01
1,001 – 10,000	604	25.67	4,388,800	0.71
10,001 – 1,000,000	1,614	68.59	139,136,054	22.54
1,000,001 and above	63	2.68	473,641,634	76.74
TOTAL	**2,353**	**100.00**	**617,215,180**	**100.00**

TWENTY LARGEST HOLDERS OF SHARES AS AT 18 MARCH 2021

No.	Name of shareholder	No. of shares	% of shares
1	CITIBANK NOMINEES SINGAPORE PTE LTD	122,703,962	19.88
2	DBS NOMINEES PTE LTD	87,406,701	14.16
3	COOP INTERNATIONAL PTE LTD	41,330,500	6.70
4	MAYBANK KIM ENG SECURITIES PTE. LTD	29,632,000	4.80
5	TIMOTHY COOK DRAPER & MELISSA PARKER DRAPER	18,390,100	2.98
6	DBS VICKERS SECURITIES (SINGAPORE) PTE LTD	10,794,800	1.75
7	RAFFLES NOMINEES (PTE) LIMITED	7,180,800	1.16
8	YEO KHEE SENG BENNY	6,748,000	1.09
9	UOB KAY HIAN PTE LTD	6,585,000	1.07
10	LOO HAN WOEN (LUO HANWEN)	6,537,136	1.06
11	IFAST FINANCIAL PTE LTD	6,181,500	1.00
12	PHILLIP SECURITIES PTE LTD	6,053,500	0.98
13	OCBC SECURITIES PRIVATE LTD	5,930,400	0.96
14	SIMON HOO KIA WEI	5,649,040	0.92
15	WONG YAT FOO	5,566,928	0.90
16	LI JIANSHENG	5,498,100	0.89
17	LIAU YEN SAN JONATHAN	5,019,760	0.81
18	YEE PINH JEREMY	4,810,000	0.78
19	CHOW CIT FONG	4,330,000	0.70
20	KUIK CHIM MUI	3,999,128	0.65
	TOTAL	**390,347,355**	**63.24**

STATISTICS OF SHAREHOLDINGS

AS AT 18 MARCH 2021

SUBSTANTIAL SHAREHOLDERS AS AT 18 MARCH 2021

Name	No. of shares in which substantial Shareholders have direct interest	%	No. of shares in which substantial Shareholders are deemed to have interest	%
Chen Johnson	77,055,100	12.48	–	–
Coop International Pte. Ltd.	41,330,500	6.70	–	–
Bonvests Holdings Limited(1)	–	–	41,330,500	6.70
Amereus Group Pte. Ltd.	39,771,600	6.44	–	–
Maxim Vorobyev(2)	–	–	39,771,600	6.44
Chen Chung Ni Johnny(3)	31,059,800	5.03	–	–

Notes:

(1) Bonvests Holdings Limited holds the entire issued and paid-up share capital of Coop International Pte. Ltd. Accordingly, Bonvests Holdings Limited is deemed interested in the shares held by Coop International Pte. Ltd. by virtue of section 4 of the Securities and Futures Act.

(2) Maxim Vorobyev holds the entire issued and paid-up share capital of Amereus Group Pte. Ltd. Accordingly, he is deemed interested in the shares held by Amereus Group Pte. Ltd. by virtue of Section 4 of the Securities and Futures Act.

(3) Chen Chung Ni Johnny is the father of Chen Johnson.

NOTICE OF
ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Clearbridge Health Limited will be held by way of electronic means on Monday, 26 April 2021 at 10.00 a.m. for the following purposes:

Ordinary Business

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2020 ("**FY2020**") together with the Auditors' Report thereon.
(Resolution 1)

2. To approve the payment of directors' fees of S$180,000 for the financial year ending 31 December 2021 ("**FY2021**"), payable quarterly in arrears.
(See Explanatory Note 1) **(Resolution 2)**

3. To re-elect Mr Chen Johnson who is retiring pursuant to Regulation 98 of the Company's constitution (the "**Constitution**") as a director of the Company ("**Director**").
(See Explanatory Note 2) **(Resolution 3)**

4. To re-elect Mr Mah How Soon (Ma Haoshun) who is retiring pursuant to Regulation 98 of the Constitution as a Director.
(See Explanatory Note 3) **(Resolution 4)**

5. To re-appoint Messrs Ernst & Young LLP as the Company's auditors and to authorise the Directors to fix their remuneration.
(Resolution 5)

6. To transact any other ordinary business which may be properly transacted at the AGM.

Special Business

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions, with or without any modifications:

7. Authority to allot and issue shares

"THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "**Act**") and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") ("**Catalist Rules**") and the Constitution, the Directors be and hereby authorised to:

I. (a) allot and issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or

(b) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures, or other instruments convertible into Shares;

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

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II. (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

(a) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments, made or granted pursuant to this Resolution), shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing shareholders of the Company ("**Shareholders**") shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);

(b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) that may be issued under sub-paragraph (a) above, the percentage of the issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:

(i) new Shares arising from the conversion or exercise of any convertible securities;

(ii) new Shares arising from exercising of share options or vesting of share awards, provided that such share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

(iii) any subsequent bonus issue, consolidation or subdivision of Shares;

adjustments in accordance with Rule 806(3)(a) or Rule 806(3)(b) of the Catalist Rules are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution approving the mandate;

(c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), and all applicable legal requirements under the Act and the Constitution for the time being; and

(d) the authority conferred by this Resolution shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier."
(See Explanatory Note 4) **(Resolution 6)**

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8. Authority to grant awards and to allot and issue Shares pursuant to the Clearbridge Health Performance Share Plan

"THAT pursuant to Section 161 of the Act, authority be and is hereby given to the Directors to:

I. offer and grant awards ("**Awards**") from time to time in accordance with the provisions of the Clearbridge Health Performance Share Plan (the "**PSP**"); and

II. allot and issue from time to time such number of new Shares as may be required to be issued pursuant to the vesting of Awards granted under the PSP,

provide always that the aggregate number of Shares issued and issuable pursuant to the Awards granted under the PSP, when added to (i) the number of Shares issued and issuable and/or transferred or transferable in respect of all Awards granted thereunder; and (ii) all other Shares issued and issuable and/or transferred or transferable in respect of all share options granted or share awards granted under any other share incentive schemes or share plans adopted by the Company, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time; and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier.
(See Explanatory Note 5) **(Resolution 7)**

By Order of the Board
Lim Sim Ving
Company Secretary
Singapore
9 April 2021

NOTICE OF
ANNUAL GENERAL MEETING

NOTES:

1. Shareholders may access a copy of the Company's FY2020 annual report at the Company's website at the URL http://clearbridgehealth.com/about-us/corporate-information/investor-relations/#annual-reports and on the SGX website at the URL https://www.sgx.com/securities/company-announcements.

2. In view of the safe distancing regulations to hold physical meetings and to minimise physical interactions and COVID-19 transmission risks, the Company will be conducting its AGM **wholly by electronic means** in accordance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts and Debentures Holders) Order 2020 (last amended on 28 September 2020) and the Joint Statement of the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation issued on 13 April 2020 (as further updated on 1 October 2020) titled "Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation". Printed copies of this notice will not be sent to members. Instead, this notice will be published on the Company's website at the URL http://clearbridgehealth.com/about-us/corporate-information/investor-relations/#annual-reports and on the SGX website at the URL https://www.sgx.com/securities/company-announcements.

3. Alternative arrangements are instead put in place to allow Shareholders to participate in the AGM by:

   (a) Electronically assessed via "live" audio-visual webcast or "live" audio-only stream.

   Shareholders and investors who hold Shares through relevant intermediaries ("**Relevant Intermediaries**") (as defined in Section 181 of the Act) ("**Investors**") (including the supplementary retirement scheme ("**SRS Investors**")) may register for an account to attend the AGM by way of a "live" webcast comprising both video (audio and visual) and audio only stream ("**Webcast**") at the URL https://online.meetings.vision/clearbridge-agm-registration ("**Website**"). Registration for the Webcast must be completed not later than 72 hours before the time fixed for the AGM, being **23 April 2021 at 10.00 a.m. Singapore time** ("**Cut-Off Date**") in the following manner:

   (i) Individual persons with Shares entered against their name in the Depository Register, individual persons with Shares registered in their name in the Register of Members and SRS Investors shall complete the section entitled "*Individual Shareholders*" on the Website.

   (ii) Corporations should authorise its corporate representative by way of certificate of appointment of corporate representative and complete the section entitled "*Corporate Shareholders*" on the Website.

   (iii) Investors (other than SRS Investors) should contact the Relevant Intermediary through which they hold Shares as soon as possible in order to make the necessary arrangements for them to participate in the AGM.

   Following successful registration, details on how to join the Webcast (including the assigned username and password) will be sent to you at the electronic mail address specified in your pre-registration details by **25 April 2021, 10.00 a.m. Singapore time** ("**Email Notification**"). If you have pre-registered by the Cut-Off Date but did not receive the Email Notification, you should contact the Company's Share Registrar, Tricor Barbinder Share Registration Services at SG.IS.Enquiry@sg.tricorglobal.com.

   (b) Submission of questions in advance of the AGM.

   Shareholders and Investors will not be able to ask questions "live" via the Webcast. Instead they may submit any questions related to the Resolutions to be tabled for approval at the AGM (i) via electronic mail to the Company at the email address ShareholderQueries@clearbridgehealth.com; or (ii) via post to the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898 by the **Cut-Off Date being 23 April 2021 at 10.00 a.m. Singapore time**. The Company will announce the responses to substantial questions received from Shareholders on the Company's website at the URL http://www.clearbridgehealth.com and on the SGX website at the URL https://www.sgx.com/securities/company-announcements by **25 April 2021**.

   (c) Voting by appointing the Chairman of the AGM as proxy.

   Due to the current COVID-19 situation in Singapore, a member will not be able to attend the AGM in person. A member **must** appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The accompanying proxy form for the AGM may be accessed at the Company's website at the URL http://clearbridgehealth.com/about-us/corporate-information/investor-relations/#annual-reports and on the SGX website at the URL https://www.sgx.com/securities/company-announcements.

   Where a member appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the chairman of the AGM shall abstain from voting.

   The instrument appointing the Chairman of the AGM as proxy must be submitted to the Company not later than the **Cut-off Date being 23 April 2021 at 10.00 a.m. Singapore time**, (a) by email to ProxyFormSubmission@clearbridgehealth.com (e.g. enclosing a clear scanned completed and signed proxy form); or (b) by post to the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898.

   Investors (including SRS Investors) should not use the proxy form and should instead contact their Relevant Intermediaries as soon as possible to specify voting instructions. SRS Investors should approach their respective SRS Operators at least seven (7) working days before the AGM (by 14 April 2021, 5.00 p.m. Singapore time) and the SRS Operators will submit the proxy form on their behalf.

   A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by electronic mail to the email address provided before.

   In view of the current COVID-19 situation, members are strongly encouraged to submit completed and signed proxy forms electronically via electronic mail.

NOTICE OF ANNUAL GENERAL MEETING

4. The instrument appointing a proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of an officer of the corporation or attorney duly authorised.

5. A depositor shall not be regarded as a member of the Company entitled to attend and vote at the AGM unless his/her name appears on the Depository Register not less than 72 hours before the time of the AGM.

EXPLANATORY NOTES:

(1) Resolution 2 in item 2 above, if passed, will facilitate the payment of Directors' fees of S$180,000 for FY2021 on a quarterly basis in arrears. The amount of Directors' fees is computed based on the anticipated number of board and board committee meetings for FY2021, including the attendance and positions held by all of the Non-Executive Directors in various board committees, and assuming that all Non-Executive Directors will hold office for the full financial year. In the event the amount of Directors' fees proposed is insufficient, for example in the event of unscheduled board meetings and/or enlarged board sizes, approval will be sought at the next AGM for such additional fees before payments are made to the Directors to meet the shortfall.

(2) In relation to Resolution 3 in item 3 above, Mr Chen Johnson will, upon re-election as a Director, remain as the Non-Executive Non-Independent Chairman and a member of the Remuneration Committee.

Mr Chen Johnson is a controlling Shareholder. Detailed information on Mr Chen Johnson can be found in the Company's FY2020 annual report. Save as disclosed in the Company's FY2020 annual report, Mr Chen Johnson has no relationship with the Company, its related corporations, its substantial Shareholders or its officers.

<u>Details on Mr Chen Johnson</u>

Date of Appointment: 19 January 2010

Date of last re-appointment (if applicable): 27 April 2018

Age: 49

Country of principal residence: Singapore

The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process): The re-election of Mr Chen Johnson as Non-Executive Non-Independent Chairman was recommended by the Company's nominating committee ("**NC**") and approved by the board of directors of the Company ("**Board**"), after taking into consideration Mr Chen Johnson's qualifications, expertise, experience and overall contribution since he was appointed as a Director.

Whether appointment is executive, and if so, the area of responsibility: Non-executive

Job Title: Non-Executive Non-Independent Chairman and a member of Remuneration Committee

Professional qualifications: Please refer to the Board of Directors section in the Company's FY2020 annual report

Working experience and occupation(s) during the past 10 years: Please refer to the Board of Directors section in the Company's FY2020 annual report

Shareholding interest in the listed issuer and its subsidiaries: Direct interest in 77,055,100 Shares; Deemed interest in 31,059,800 Shares

Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries: Chen Chung Ni Johhny, a substantial Shareholder, is the father of Chen Johnson.

Conflict of interest (including any competing business): None

Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer

☑ Yes ☐ No

Items (a) to (k) of Appendix 7G of the Catalist Rules: There is no change to the declaration, which was disclosed in the Company's offer document dated 11 December 2017.

(3) In relation to Resolution 4 in item 4 above, Mr Mah How Soon (Ma Haoshun) will, upon re-election as an Independent Director, remain as an Independent Director, member of Audit Committee and Remuneration Committee. The Board considers him to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Detailed information on Mr. Mah How Soon (Ma Haoshun) can be found in the Company's FY2020 annual report. Mr Mah How Soon (Ma Haoshun) has no relationship with the Company, its related corporations, its substantial Shareholders or its officers.

<u>Details on Mr. Mah How Soon (Ma Haoshun)</u>

Date of Appointment: 23 March 2018

Date of last re-appointment (if applicable): 27 April 2018

Age: 48

Country of principal residence: Singapore

NOTICE OF ANNUAL GENERAL MEETING

The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process): The re-election of Mr Mah How Soon (Ma Haoshun) as Independent Director was recommended by the NC and approved by the Board, after taking into consideration Mr Mah How Soon (Ma Haosun)'s qualifications, expertise, experience and overall contribution since he was appointed as a Director.

Whether appointment is executive, and if so, the area of responsibility: Non-executive

Job Title: Independent Director, a member of Audit Committee and Remuneration Committee

Professional qualifications: Please refer to the Board of Directors section in the Company's FY2020 annual report

Working experience and occupation(s) during the past 10 years: Please refer to the Board of Directors section in the Company's FY2020 annual report

Shareholding interest in the listed issuer and its subsidiaries: None

Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries: No

Conflict of interest (including any competing business): None

Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer

☑ Yes ☐ No

Items (a) to (k) of Appendix 7G of the Catalist Rules: There is no change to the declaration, which was disclosed in the Company's announcement dated 22 March 2018.

(4) The Resolution 6 in item 7 above, if passed, will empower the Directors to allot and issue Shares, make or grant Instruments and to issue Shares pursuant to such Instruments, without seeking any further approval from Shareholders but within the limitations imposed by this Resolution, for such purposes as the Directors may consider would be in the best interests of the Company, from the date of the AGM until the conclusion of the next AGM, or the date by which the next AGM is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier. The aggregate number of Shares (including Shares to be made in pursuance of Instruments made or granted pursuant to this Resolution) to be allotted and issued is not to exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of this Resolution (subject to the adjustments stipulated in item 7(II)(b) above), of which the aggregate number of Shares issued other than on a pro-rata basis to all Shareholders is not to exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution (subject to the adjustments stipulated in item 7(II)(b) above).

(5) The Resolution 7 in item 8 above, if passed, will empower the Directors to offer and grant Awards under the PSP, and to allot and issue Shares pursuant to the vesting of Awards granted under the PSP, provided that the aggregate number of Shares issued and issuable pursuant to the PSP, when added to (i) the number of Shares issued and issuable and/or transferred or transferable in respect of all Awards granted thereunder; and (ii) all other Shares issued and issuable and/or transferred or transferable in respect of all share options granted or share awards granted under any other share incentive schemes or share plans adopted by the Company, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time.

PERSONAL DATA PRIVACY

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), recordings and transmitting images and/or voice recording when broadcasting the AGM proceedings through webcast, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

CLEARBRIDGE HEALTH LIMITED
(Company Registration No.: 201001436C)
(Incorporated in the Republic of Singapore)

ANNUAL GENERAL MEETING
PROXY FORM

Important:
Alternative Arrangements for Annual General Meeting
1. For investors who have used their supplementary retirement scheme monies to buy shares in the Company ("**SRS Investors**"), this proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
2. SRS Investors should approach their respective SRS Operators **at least seven (7) working days** before the date of the AGM (by 14 April 2021, 5.00 p.m. (Singapore time)) to specify voting instructions.

I/We, ______________________ (Name) ______________ (NRIC No./Passport No./Company Registration No.) ______________ of ______________________________ (Address)
being a member/members of Clearbridge Health Limited (the "**Company**"), hereby appoint the chairman of the annual general meeting of the Company ("**AGM**"), as *my/our *proxy/proxies to attend and to vote for *me/us on *my/our behalf at the AGM to be held wholly by electronic means on Monday, 26 April 2021 at 10.00 a.m. and at any adjournment thereof.

*I/We direct *my/our *proxy/proxies to vote "For" or "Against" for, or "Abstain" from, voting on the relevant Resolutions to be proposed at the AGM as indicated hereunder. If no specified directions as to voting or abstention is given, the proxy shall abstain from voting in respect of that resolution arising at the AGM and at any adjournment thereof.

No.	RESOLUTIONS RELATING TO:	No. of Votes For**	No. of Votes Against**	No. of Votes Abstained**
ORDINARY BUSINESS				
1.	To receive and adopt the directors' statement and audited financial statements of the Company for FY2020 together with the auditors' report thereon			
2.	To approve the payment of directors' fees for FY2021, payable quarterly in arrears			
3.	To re-elect Mr Chen Johnson as a director of the Company			
4.	To re-elect Mr Mah How Soon (Ma Haoshun) as a director of the Company			
5.	To re-appoint Messrs Ernst & Young LLP as the Company's auditors			
SPECIAL BUSINESS				
6.	To authorise the Directors to allot and issue shares in the capital of the Company			
7.	To authorise the Directors to grant awards and to allot and issue shares pursuant to the Company's Performance Share Plan			

Notes:
* *Delete accordingly*
** *Voting will be conducted by poll. If you wish to exercise all your votes "For", "Against" or to "Abstain" the relevant resolution, please mark "X" in the relevant box provided. Alternatively, please indicate the number of votes "For", "Against" or to "Abstain" each resolution. If you mark "X" in the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution.*

Dated this ______ day of ____________ 2021

Total No. of Shares in	No. of Shares
CDP Register	
Register of Members	

____
Signature of Member(s) or Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF.

NOTES:

1. In view of the safe distancing regulations to hold physical meetings and to minimise physical interactions and COVID-19 transmission risk, the Company will be conducting its AGM **wholly by electronic means and members will not be able to attend the AGM in person**. All members who wish to vote at the AGM **MUST** appoint the Chairman of the AGM to act as proxy and direct the vote at the AGM. A copy of this proxy form may be accessed at the Company's website at the URL http://clearbridgehealth.com/about-us/corporate-information/investor-relations/#annual-reports and on the SGX website at the URL https://www.sgx.com/securities/company-announcements. In appointing the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the Chairman of the AGM shall abstain from voting.

2. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of shares. If you only have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.

3. The instrument appointing the Chairman of the AGM to act as a proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of an officer of the corporation or attorney duly authorised.

4. A member who is a Relevant Intermediary may appoint the Chairman of the AGM to act as proxy and direct the vote at the AGM instead of such member, provided each proxy is appointed to exercise the rights attached to different shares held by the member. In such event, the Relevant Intermediary shall submit a list of its attendees who would like to attend the AGM by way of "live" webcast with such information may be requested by the Company together with the information required in this proxy form to the Company.

   "**Relevant Intermediary**" means:

   a. a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;

   b. a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds shares in that capacity; or

   c. the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

5. Where the proxy form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

6. The proxy form must be completed and arrived (a) by email to ProxyFormSubmission@clearbridgehealth.com (e.g. enclosing a clear scanned completed and signed proxy form); or (b) by post to the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898 **not less than 72 hours before the time appointed for holding the AGM**.

   A member who wishes to submit an instrument of proxy must **first download, complete and sign the proxy form**, before submitting it by post to the address provided above, or scanning and sending it by electronic to the email address provided above.

   In view of the current COVID-19 situation, members are strongly encouraged to submit completed and signed proxy forms electronically via electronic mail.

7. Shareholders and investors holding shares through a Relevant Intermediary (including SRS Investors) should not use the proxy form and should instead contact their Relevant Intermediaries as soon as possible to specify voting instructions. SRS Investors (as may be applicable) may inform their respective SRS Operators (at least seven (7) working days before the date of the AGM) to appoint the Chairman of the AGM to act as their proxy in which case, the SRS Investors shall be precluded from attending the AGM via electronic means.

GENERAL:

The Company shall be entitled to reject the proxy form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the proxy form. In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject any proxy form lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY:

By submitting a proxy form appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the notice of AGM dated 9 April 2021.

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