



DISA Limited
(Company Registration Number: 197501110N)
(Incorporated in the Republic of Singapore)

PROPOSED NON-RENOUCEABLE NON-UNDERWRITTEN RIGHTS CUM WARRANTS ISSUE

1. INTRODUCTION

- 1.1 The board of directors (the “**Board**” or “**Directors**”) of the DISA Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that the Company proposes to undertake a non-renounceable non-underwritten rights cum warrants issue (“**Proposed Rights Cum Warrants Issue**”) of:
- (a) up to 4,510,123,361 new ordinary shares in the capital of the Company (the “**Rights Shares**”) at an issue price of S\$0.001 (“**Issue Price**”) per Rights Share on the basis of two (2) Right Shares for every five (5) existing ordinary shares in the share capital of the Company (“**Shares**”) held by the Entitled Shareholders (as defined below) as at a date and time to be determined by the Directors (the “**Record Date**”), fractional entitlements to be disregarded; and
 - (b) up to 4,510,123,361 free detachable and transferable warrants in the capital of the Company (“**Warrants**”), each Warrant carrying the right to subscribe for one (1) new ordinary share in the share capital of the Company (“**Warrant Share**”) at the exercise prices of S\$0.005 and S\$0.010 respectively for each Warrant Share, depending on the exercise periods within which the Warrants are exercised (further details of which are set out at paragraph 2 below) (“**Exercise Prices**”, and each an “**Exercise Price**”), on the basis of one (1) Warrant for every one (1) Rights Share subscribed.
- 1.2 The Proposed Rights and Warrant Shares will be issued and allotted pursuant to and within the limits of the general share issue mandate (the “**General Mandate**”) granted by the shareholders of the Company (the “**Shareholders**”) by way of an ordinary resolution approved at the annual general meeting of the Company held on 25 October 2024 (“**2024 AGM**”). The General Mandate authorises the Directors to allot and issue Shares not exceeding 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”)) as at the date of the 2024 AGM, of which the aggregate number of Shares to be issued other than on a *pro rata* basis to the Shareholders shall not exceed 50% (excluding treasury shares and subsidiary holdings) (subject to such manner of calculation as may be prescribed by the SGX-ST). The number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the 2024 AGM is 10,506,683,403 Shares. On 20 March 2025, the Company issued and allotted 182,000,000 Shares pursuant to the exercise of options under Employee Share Option Scheme 2010 (“**ESOS 2010**”) which were granted, outstanding and subsisting as at the date of the 2024 AGM. Please refer to the announcement dated 20 March 2025 for more details. In accordance with Rule 806(3) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**Catalist Rules**”) and the ordinary resolution in relation to the General Mandate approved at the 2024 AGM, adjustment may be made to include the new Shares arising from the exercise of such options. There was no other issuance of new Shares between the date of the 2024 AGM and the date of this announcement. Accordingly, as at the date of this announcement, the maximum number of Shares allowed to be issued on a *pro rata* basis under the General Mandate is 10,688,683,403. As the proposed issue and allotment of up to 4,510,123,361 Rights Shares and up to 4,510,123,361 Warrant Shares will be within the limits of

the General Mandate, specific shareholders' approval for the issuance and allotment of the Rights Shares and Warrant Shares is not required.

- 1.3 For the avoidance of doubt, in accordance with Rule 821 of the Catalist Rules, no Record Date will be fixed until the SGX-ST has issued the listing and quotation notice (the "**LQN**") for the dealing in, listing of and quotation for the Rights Shares, Warrants (if applicable) and Warrant Shares on the Catalist Board of the SGX-ST (the "**Catalist**").
- 1.4 For the avoidance of doubt, the Proposed Rights Cum Warrants Issue cannot be withdrawn after the commencement of ex-rights trading of the Shares pursuant to Rule 820(1) of the Catalist Rules.

2. PRINCIPAL TERMS OF THE PROPOSED RIGHTS CUM WARRANTS ISSUE

The terms and conditions of the Proposed Rights Cum Warrants Issue are subject to such changes as the Directors, may in their absolute discretion, deem fit.

The final terms and conditions of the Proposed Rights Cum Warrants Issue, including the procedures for acceptances and applications for the Rights Shares with Warrants, will be contained in an offer information statement ("**Offer Information Statement**") and its accompanying documents to be lodged with the SGX-ST, acting as an agent on behalf of the Monetary Authority of Singapore (the "**MAS**"), and disseminated or despatched by the Company to the Entitled Shareholders, in due course.

The principal terms of the Proposed Rights cum Warrants Issue are summarised below.

Principal Terms of the Proposed Rights Cum Warrants Issue	Description
Price	<p>: <u>Issue Price</u></p> <p>Issue price of S\$0.001 per Rights Share</p> <p><u>Exercise Price</u></p> <p>The Exercise Price will be tiered at the following rates:</p> <p>(a) S\$0.005 per Warrant Share during the period from the date of issue of the Warrants and up to the date immediately preceding the 1st anniversary of the date of issue of the Warrants ("1st Exercise Period") and</p> <p>(b) S\$0.010 per Warrant Share during the period from and including the 1st anniversary of the date of issue of the Warrants and up to the date immediately preceding the 18th month from the date of issue of the Warrants ("2nd Exercise Period")</p>
Discount/Premium (specifying benchmarks and periods)	<p>: <u>Issue Price</u></p> <p>The Issue Price of S\$0.001 per Rights Share represents:</p> <p>(a) the volume weighted average price ("VWAP") of S\$0.001 per Share and the closing price ("Closing Price") of S\$0.001 per Share on 24 April 2025, being the last full market day on which the Shares were</p>

Principal Terms of the Proposed Rights Cum Warrants Issue	Description
	<p>traded on the Catalist immediately prior to the Company's trading halt on 25 April 2025 and prior to this announcement (the "Last Trading Day"); and</p> <p>(b) the theoretical ex-rights price ("TERP")¹ of S\$0.001 per Share.</p> <p><u>Exercise Price</u></p> <p>The Exercise Price of S\$0.005 and S\$0.010 per Warrant Share, respectively represents:</p> <p>(a) a premium of 400% and 900% respectively to VWAP and the Closing Price of S\$0.001 per Share respectively on 24 April 2025, being the Last Trading Day; and</p> <p>(b) a premium of 400% and 900% respectively to the TERP¹ of S\$0.001 per Share.</p> <p>The Issue Price and the Exercise Price have been determined taking into account, <i>inter alia</i>, historical prices of the Company's shares in the past twelve (12) months, prevailing market conditions, prospects of the Group's businesses and discussions with the Undertaking Shareholder (as defined below).</p>
Allotment Ratio	<p>: Two (2) Rights Shares for every five (5) Shares held by the Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded.</p> <p>One (1) Warrant for every one (1) Rights Share subscribed.</p>
Purpose of Issue	<p>: Please refer to paragraph 6 of this announcement for more details on the rationale of the Proposed Rights Cum Warrants Issue.</p>
Use of Proceeds	<p>: Please refer to paragraph 7 of this announcement for more details on the use of proceeds from the Proposed Rights Cum Warrants Issue.</p>

(a) **Basis of Provisional Allotment**

The Proposed Rights Cum Warrants Issue will be made on a non-renounceable non-underwritten basis to all Entitled Shareholders on the basis of two (2) Rights Shares for every five (5) Shares held by Entitled Shareholders as at the Record Date, with one (1) Warrant for every one (1) Rights Share subscribed, fractional entitlements to be disregarded.

¹ The TERP is the theoretical market price of each Share assuming the completion of the Proposed Rights cum Warrants Issue, and is calculated based on the Closing Price, and the number of Shares following completion of the Proposed Rights cum Warrants Issue. For avoidance of doubt, the TERP computation does not include the Warrant Shares to be issued from the exercise of the Warrants.

(b) **Issue Size**

As at the date of this announcement:

- (i) the issued and paid-up share capital of the Company comprises 10,688,683,403 Shares ("**Existing Share Capital**");
- (ii) the Company does not have any treasury shares or subsidiary holdings; and
- (iii) the Company has 586,625,000 outstanding share options granted pursuant to the ESOS 2010 and DISA Employee Share Option Scheme 2021 ("**ESOS 2021**") that are currently vested ("**Vested Options**"), exercisable into 586,625,000 Shares.

For illustration purposes only:

Maximum Subscription Scenario

In the event all the Vested Options are exercised, the issued share capital of the Company will increase to 11,275,308,403 Shares (the "**Adjusted Existing Share Capital**").

Based on the Existing Share Capital, and assuming that (A) all of the Vested Options are exercised and new Shares are issued pursuant thereto on or prior to the Record Date, and (B) all of the Entitled Shareholders subscribe for their *pro rata* entitlements ("**Maximum Subscription Scenario**"), 4,510,123,361 Rights Shares with 4,510,123,361 Warrants will be allotted and issued and the enlarged share capital of the Company will increase to:

- (i) 15,785,431,764 Shares upon the allotment and issuance of such number of Rights Shares at completion of the Proposed Rights Cum Warrants Issue but before the exercise of the Warrants, and the Rights Shares will represent approximately 40.00% and 28.57% respectively of the Adjusted Existing Share Capital and the enlarged share capital of the Company; and
- (ii) 20,295,555,125 Shares upon the allotment and issuance of such number of Rights Shares at completion of the Proposed Rights Cum Warrants Issue and after the exercise of the Warrants, and the aggregate Rights Shares and Warrant Shares will represent approximately 80.00% and 44.44% respectively of the Adjusted Existing Share Capital and the enlarged share capital of the Company.

Minimum Subscription Scenario

Based on the Existing Share Capital, and assuming that only the Undertaking Shareholder (as defined below) subscribes for the Rights Shares with Warrants pursuant to his Irrevocable Undertaking (as defined below) ("**Minimum Subscription Scenario**"), 681,608,340 Rights Shares with 681,608,340 Warrants will be issued and the enlarged share capital of the Company will increase to:

- (i) 11,370,291,743 Shares upon the allotment and issuance of such number of Rights Shares at completion of the Proposed Rights Cum Warrants Issue but before the exercise of the Warrants, and the Rights Shares will represent approximately 6.38% and 5.99% respectively of the Existing Share Capital and the enlarged share capital of the Company; and
- (ii) 12,051,900,083 Shares upon the allotment and issuance of such number of Rights Shares at completion of the Proposed Rights Cum Warrants Issue and after the exercise of the Warrants, the aggregate Rights Shares and Warrant Shares will represent approximately 12.75% and 11.31% respectively of the Existing Share Capital and the enlarged share capital of the Company.

(c) **Option to Scale Down Subscription**

Depending on the level of subscription for the Rights Shares with Warrants, the Company will, if necessary, scale down the subscription for the Rights Shares with Warrants and/or excess applications for the excess Rights Shares with Warrants by any Shareholder (if such Shareholder chooses to subscribe for its *pro rata* Rights Shares with Warrants entitlement and/or apply for excess Rights Shares with Warrants) to avoid placing the relevant Shareholder and parties acting in concert with him in the position of incurring a mandatory general offer obligation under the Singapore Code on Take-overs and Mergers ("**Code**") as a result of other Shareholders not taking up their Rights Shares with Warrants entitlement fully; or to avoid the transfer of a controlling interest in the Company, which is prohibited under Rule 803 of the Catalist Rules, unless prior approval of Shareholders is obtained in a general meeting.

(d) **Warrants**

The Warrants will be issued free with the Rights Shares on the basis of one (1) Warrant for every one (1) Rights Share subscribed.

The Warrants are immediately detachable and transferable from the Rights Shares upon issue. The Warrants will be issued in registered form and listed and traded separately on the Catalist under the book-entry (scripless) settlement system, upon the listing and quotation of the Warrants on the Catalist, subject to, *inter alia*, there being a sufficient spread of holdings of the Warrants to provide for an orderly market in the Warrants pursuant to Rule 826 of the Catalist Rules.

For the avoidance of doubt, the Proposed Rights Cum Warrants Issue is not conditional upon the listing and trading of the Warrants. If the Company is unable to ensure a sufficient spread of holdings to provide for an orderly market in the Warrants, the Proposed Rights Cum Warrants Issue shall proceed without the listing and trading of the Warrants and the Warrants shall be transferable only in accordance with the terms and conditions of the Deed Poll.

Subject to the terms and conditions governing the Warrants to be set out in the Deed Poll, each Warrant will carry the right to subscribe for one (1) Warrant Share at the Exercise Price at any time during the period commencing on the date of issue of the Warrants and expiring on the day immediately preceding the 18th month from the date of issue of the Warrants (the "**Exercise Period**"). The Warrants that remain unexercised at the expiry of the Exercise Period shall lapse and cease to be valid for any purpose.

The Exercise Prices and the number of Warrants to be held by each holder of the Warrants will be subject to adjustments under certain circumstances, including in the event of a rights issue, bonus issue or subdivision or consolidation of shares, as provided for in the Deed Poll, and appropriate announcements on the adjustments will be made by the Company. Any material amendment to the terms of the Warrants after issue to the advantage of the holders of such Warrants shall be approved by Shareholders, except where the amendment is made pursuant to the terms of the Warrants. In the event that additional Shares are issued as a result of the aforementioned circumstances, the Company will make a separate application to the SGX-ST for the dealing in, listing and quotation of the additional Shares on the Catalist.

The Company shall, not later than one (1) month before the expiry of the Exercise Period ("**Expiry Date**"), announce the expiry of the Exercise Period on SGXNet. In addition, the Company shall, not later than one (1) month before the Expiry Date, take reasonable steps to notify all holders of the Warrants in writing of the Expiry Date, and such notice shall be delivered by post to the address of the relevant holders of the Warrant(s).

(e) **Status and Ranking**

The Rights Shares with Warrants will be payable in full upon acceptance and/or application and, when allotted and issued, the Rights Shares will rank *pari passu* in all respects with the

then existing Shares, except that they will not rank for any dividends, rights, allotments or other distributions that may be declared or paid, the record date for which falls before the date of issue of the Rights Shares.

The Warrant Shares arising from the exercise of the Warrants will, upon allotment and issue, rank *pari passu* in all respects with the then existing issued Shares for any dividends, rights, allotments or other distributions, the record date of which falls on or after the date of issue of the Warrant Shares, save as may be otherwise provided in a deed poll to be executed by the Company for the purposes of constituting the Warrants (the “**Deed Poll**”).

For the purpose of the foregoing paragraph, “**record date**” means, in relation to any dividends, rights, allotments or other distributions, the date as at the close of business (or such other time as may have been notified by the Company) on which the Shareholders must be registered with the Central Depository (Pte) Limited (“**CDP**”) or the Company, as the case may be, in order to participate in such dividends, rights, allotments or other distributions.

(f) **Non-Underwritten Basis**

The Proposed Rights Cum Warrants issue will not be underwritten. In the reasonable opinion of the Directors, and in view of the Irrevocable Undertaking (as defined below), there is no minimum amount that must be raised from the Proposed Rights Cum Warrants Issue. In light of the above, and considering the savings from not incurring underwriting fees, the Company has decided to proceed with the Proposed Rights Cum Warrants Issue on a non-underwritten basis.

3. **CONDITIONS OF THE PROPOSED RIGHTS CUM WARRANTS ISSUE**

3.1 The Proposed Rights Cum Warrants Issue is subject to and conditional upon, *inter alia*, the following:

- (a) the receipt of the LQN from the SGX-ST (and such approval not having been withdrawn or revoked on or prior to the completion of the Proposed Rights Cum Warrants Issue) for the dealing in, listing and quotation for the Rights Shares, the Warrants (if applicable) and the Warrant Shares on the Catalist and, if such approval is granted subject to conditions, such conditions being acceptable to and fulfilled by the Company;
- (b) the lodgement of the Offer Information Statement, together with all other accompany documents, in respect of the Proposed Rights Cum Warrants Issue with the SGX-ST, acting as agent on behalf of the MAS; and
- (c) all other necessary consents, approval and waivers from any person, financial institution or regulatory body or authority of Singapore or elsewhere under any and all agreements applicable to the Company and/or applicable laws for the Proposed Rights Cum Warrants Issue and to give effect to the Proposed Rights Cum Warrants Issue being obtained and not having been revoked or amended before the completion of the Proposed Rights Cum Warrants Issue.

3.2 The Company will be making an application to the SGX-ST through its continuing sponsor, SAC Capital Private Limited (“**Sponsor**”), for the dealing in, listing of, and quotation for, the Rights Shares, the Warrants (if applicable) and the Warrant Shares on the Catalist (“**ALA**”). An announcement on the outcome of the ALA will be made in due course.

The Company proposes to provisionally allot the Rights Shares with Warrants to the Entitled Shareholders, comprising Entitled Depositors and Entitled Scripholders (both as defined below), on the basis of their shareholdings as at the Record Date. Entitled Shareholders will be entitled to participate in the Proposed Rights Cum Warrants Issue and receive the Offer Information Statement together with the appropriate application forms and accompanying documents at their

respective Singapore addresses as maintained with the records of the CDP or the Company's share registrar, In.Corp Corporate Services Pte. Ltd. (the **"Share Registrar"**), as the case may be.

As the Proposed Rights Issue is made on a non-renounceable basis, Entitled Shareholders are prohibited from trading, transferring, assigning or otherwise dealing with (in full or in part) their (a) provisional allotments of the Rights Shares with Warrants or (b) eligibility to apply for Excess Rights Shares with Warrants (as defined below).

(a) **Entitled Depositors**

"Entitled Depositors" are Shareholders with Shares standing to the credit of their securities accounts (**"Securities Account"**) with CDP and (i) whose registered addresses with CDP are in Singapore as at the Record Date; or (ii) who have at least three (3) market days (**"Market Day"** being a day on which the SGX-ST is open for securities trading) prior to the Record Date provided CDP with addresses in Singapore for the service of notices and documents. Entitled Depositors will be provisionally allotted the Rights Shares with Warrants on the basis of the number of Shares standing to the credit of their Securities Accounts as at 5.00 p.m. (Singapore time) on the Record Date.

(b) **Entitled Scripholders**

"Entitled Scripholders" are Shareholders whose share certificates are not deposited with CDP and who have tendered to the Share Registrar valid transfers of their Shares and the share certificates relating thereto for registration up to 5.00 p.m. (Singapore time) on the Record Date and (i) whose registered addresses with the Company are in Singapore as at the Record Date or (ii) who have, at least three (3) market days prior to the Record Date provided the Share Registrar with addresses in Singapore for the service of notices and documents.

Entitled Scripholders will have to submit duly completed and stamped transfers in respect of Shares not registered in the name of CDP, together with all relevant documents of title, so as to be received up to 5.00 p.m. (Singapore time) on the Record Date by the Share Registrar, in order to be registered to determine provisional allotments of Rights Shares with Warrants.

(c) **Foreign Shareholders**

For practicable reasons and to avoid any violation of securities legislation applicable in countries other than Singapore, the Rights Shares with Warrants will not be offered to Shareholders with registered addresses outside Singapore as at the Record Date and who have not, before 5.00 p.m. at least three (3) market days prior to the Record Date, provided to CDP or the Share Registrar, as the case may be, addresses in Singapore for the service of notices and documents (**"Foreign Shareholders"**).

The Offer Information Statement and its accompanying documents will not be despatched, lodged, registered or filed in any jurisdiction other than Singapore. Accordingly, Foreign Shareholders will not be entitled to participate in the Proposed Rights Cum Warrants Issue and no provisional allotments of the Rights Shares with Warrants will be made to Foreign Shareholders. No purported acceptance thereof or application for any Excess Rights Shares with Warrants therefor by any Foreign Shareholders will be valid.

Shareholders with registered addresses outside Singapore who wish to participate in the Proposed Rights Cum Warrants Issue should provide (i) CDP at 4 Shenton Way, #02-01, SGX Centre 2, Singapore 068807, or (ii) the Share Registrar at 36 Robinson Road, #20-01 City House, Singapore 068877, as the case may be, in writing, with addresses in Singapore for the service of notices and documents, at least three (3) market days prior to the Record Date.

(d) **Provisional Allotments and Excess Application**

Entitled Shareholders will be at liberty to accept (in full or in part), decline their provisional allotments of the Rights Shares with Warrants and will be eligible to apply for additional Rights Shares with Warrants in excess of their provisional allotments under the Proposed Rights Cum Warrants Issue ("**Excess Rights Shares with Warrants**").

Fractional entitlements to the Rights Shares with Warrants will be disregarded in arriving at the Entitled Shareholders' provisional allotments of Rights Shares with Warrants and will, together with such Rights Shares with Warrants which are not validly taken up or allotted for any reason, be aggregated and allotted to satisfy excess applications for Rights Shares with Warrants (if any), or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the best interest of the Company, subject to applicable laws and the Catalist Rules.

In the allotment of Excess Rights Shares with Warrants, preference will be given to the rounding of odd lots, and the Directors and substantial Entitled Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Proposed Rights Cum Warrants Issue, or have representation (direct or through a nominee) on the Board of the Company, will rank last in priority for the rounding of odd lots and allotment of Excess Rights Shares with Warrants. The Company will also not make any allotment and issue of any Excess Rights Shares with Warrants that will result in a transfer of controlling interest in the Company unless otherwise approved by Shareholders in a general meeting.

As the Proposed Rights Cum Warrants Issue is made on a non-renounceable basis, Entitled Shareholders should note that the provisional allotment of Rights Shares with Warrants cannot be renounced in part or in whole in favour of a third party, or traded on the SGX-ST.

(g) **Trading of Odd Lots**

Entitled Shareholders should note that the Proposed Rights Cum Warrants Issue may result in them holding odd lots of Shares (that is, lots other than board lots of 100 Shares). For the purposes of trading on the Catalist, each board lot will comprise 100 Shares.

Following the Proposed Rights Cum Warrants Issue, Shareholders who hold odd lots of Shares and who wish to trade in odd lots on the Catalist are able to trade odd lots on the SGX-ST's Unit Share Market. The Unit Share Market is a ready market for trading of odd lots of Shares with a minimum size of one (1) Share. Shareholders should note that the market for trading of such odd lots of Shares may be illiquid. There is no assurance that Shareholders who hold odd lots of Shares will be able to acquire such number of Shares required to make up a board lot or to dispose of their odd lots (whether in part or in whole) on the SGX-ST's Unit Share Market.

4. IRREVOCABLE UNDERTAKING

- 4.1 As at the date of this announcement, Mr Chng Weng Wah ("**Undertaking Shareholder**"), the Executive Chairman, Managing Director and Chief Executive Officer, and a controlling shareholder of the Company, holds an aggregate of 1,704,020,850 Shares, representing 15.94%, of the Existing Share Capital.
- 4.2 To demonstrate his support for the Proposed Rights Cum Warrants Issue as well as his commitment to and confidence in the Company, the Undertaking Shareholder has, on 28 April 2025, provided an irrevocable undertaking in favour of the Company (the "**Irrevocable Undertaking**"), pursuant to which the Undertaking Shareholder, subject to certain conditions, irrevocably undertakes to the Company that, amongst other things:

- (a) not sell, transfer, grant any options over or otherwise dispose of any of his Shares, in whole or in part, from the date of the Irrevocable Undertaking until the Record Date; and
 - (b) subscribe and pay for and/or procure subscriptions and payment in full for his *pro rata* entitlement to the Right Shares with Warrants under the Proposed Rights Cum Warrants Issue, in accordance with the terms and conditions of the Proposed Rights Cum Warrants Issue.
- 4.3 Based on the Irrevocable Undertaking, the Undertaking Shareholder shall subscribe for at least 681,608,340 Rights Shares with Warrants for a subscription amount of S\$681,608.34.
- 4.4 Under the Irrevocable Undertaking, the Undertaking Shareholder does not have the obligation to exercise any of his Warrants.
- 4.5 The Undertaking Shareholder has not been offered additional terms or benefits in connection with the giving of his Irrevocable Undertaking.
- 4.6 The Company will, in connection with the Irrevocable Undertaking, require the Undertaking Shareholder to provide the relevant proof to demonstrate that he has the necessary financial resources to fulfill the Irrevocable Undertaking prior to the submission of the ALA to the SGX-ST.
- 4.7 The Irrevocable Undertaking is subject to and conditional upon, among others:
- (a) the receipt of the LQN from the SGX-ST (and such approval not having been withdrawn or revoked on or prior to the completion of the Proposed Rights Cum Warrants Issue) for the dealing in, listing and quotation for the Rights Shares, the Warrants (if applicable) and the Warrant Shares on the Catalist and, if such approval is granted subject to conditions, such conditions being acceptable to and fulfilled by the Company;
 - (b) the lodgement of the Offer Information Statement, together with all other accompany documents, in respect of the Proposed Rights Cum Warrants Issue with the SGX-ST, acting as agent on behalf of the MAS; and
 - (c) all other necessary consents, approval and waivers from any person, financial institution or regulatory body or authority of Singapore or elsewhere under any and all agreements applicable to the Company and/or applicable laws for the Proposed Rights Cum Warrants Issue and to give effect to the Proposed Rights Cum Warrants Issue being obtained and not having been revoked or amended before the completion of the Proposed Rights Cum Warrants Issue.

5. RATIONALE OF THE PROPOSED RIGHTS CUM WARRANTS ISSUE

The Company is undertaking the Proposed Rights Cum Warrants Issue to raise funds to support its strategic growth initiatives and to strengthen its financial position and capital base of the Group, as well as for acquisition and investment purposes.

The Group, through its wholly owned subsidiary, DiSa Digital Safety Pte. Ltd. (“**DiSa**”), has been actively advancing its Shared Savings Program (“**SSP**”), in addition to the sales of smart barcode, in collaboration with retail partners across the United States to combat return fraud. Under SSP, DiSa provides Single Scan Serialisation (“**3S**”) Smart Barcodes to the retailers’ vendors at no cost in exchange for a percentage of the savings retailers gain from each fraudulent return or claim prevented by the 3S solution. This arrangement allows retailers to incur no cost unless the fraudulent returns or claims are successfully prevented. The additional capital raised will facilitate the continued roll-out and scaling of the SSP, which is expected to drive growth and improve operational efficiencies.

In January 2025, the Company also announced a non-binding term sheet in relation to the proposed acquisition of a rheumatism and arthritis medical company as part of the Group’s effort in seeking new business opportunities. The Company will continue to, from time to time, look for such growth

opportunities to bring in new revenue streams and potentially strengthen its prospects and enhance Shareholders' value for the Company.

Further investment is also required in Digital Life Line Pte. Ltd. ("**DLL**"), a 55.41%-owned subsidiary of the Group. This funding will accelerate the development of cutting-edge technologies and support DLL's entry into international markets. It will enable the commercialisation of two key innovations: the Automated Visual Acuity Test (AVAT) device and the Cataract Screening Device (MIDAS), both of which present significant opportunities within the global vision care industry.

In summary, the Board is of the view that the Proposed Rights Cum Warrants Issue is in the interests of the Company as the Proposed Rights Cum Warrants Issue will allow the Group to pursue its growth strategies, in addition to providing Shareholders with an opportunity to further participate in the equity of the Company.

6. USE OF PROCEEDS

The Company intends to use the Net Proceeds raised from the Proposed Rights cum Warrants Issue in the following manner.

6.1 Maximum Subscription Scenario

In the Maximum Subscription Scenario, the estimated net proceeds from the Proposed Rights Cum Warrants Issue (after deducting estimated expenses of approximately S\$0.20 million) ("**Net Proceeds**") will be (i) approximately S\$4.31 million (assuming none of the Warrants are exercised); and (ii) approximately S\$49.41 million (assuming all of the Warrants are exercised during the Exercise Period). Estimated fee and expenses of S\$0.20 million constitutes approximately 4.44% and 0.40% of the gross proceeds from the Proposed Rights Cum Warrants Issue in the Maximum Subscription Scenario of approximately S\$4.51 million (assuming none of the Warrants are exercised) and S\$49.61 million (assuming all of the Warrants are exercised during the 2nd Exercise Period), respectively.

(a) Assuming none of the Warrants are exercised

Use of Net Proceeds	Approximate Allocation of the Net Proceeds	Approximate Percentage Allocation of the Net Proceeds
Business growth, acquisition and expansion	S\$2.15 million	50%
General working capital	S\$2.16 million	50%
Total	S\$4.31 million	100%

(b) Assuming all of the Warrants are exercised during the 2nd Exercise Period

Use of Net Proceeds	Approximate Allocation of the Net Proceeds	Approximate Percentage Allocation of the Net Proceeds
Business growth, acquisition and expansion	S\$24.70 million	50%
General working capital	S\$24.71 million	50%
Total	S\$49.41 million	100%

6.2 Minimum Subscription Scenario

In the Minimum Subscription Scenario, the estimated Net Proceeds from the Proposed Rights Cum Warrants Issue will be (i) approximately S\$0.48 million (assuming none of the Warrants are exercised); and (ii) approximately S\$7.30 million (assuming all of the Warrants are exercised during the 2nd Exercise Period). Estimated fee and expenses of S\$0.20 million constitutes approximately 29.34% and 2.67% of the gross proceeds from the Proposed Rights Cum Warrants Issue in the

Minimum Subscription Scenario of approximately S\$0.68 million (assuming none of the Warrants are exercised) and S\$7.50 million (assuming all of the Warrants are exercised during the 2nd Exercise Period), respectively.

- (a) Assuming none of the Warrants are exercised

Use of Net Proceeds	Approximate Allocation of the Net Proceeds	Approximate Percentage Allocation of the Net Proceeds
Business growth, acquisition and expansion	-	-
General working capital	S\$0.48 million	100%
Total	S\$0.48 million	100%

- (b) Assuming all of the Warrants are exercised during the 2nd Exercise Period

Use of Net Proceeds	Approximate Allocation of the Net Proceeds	Approximate Percentage Allocation of the Net Proceeds
Business growth, acquisition and expansion	S\$3.65 million	50%
General working capital	S\$3.65 million	50%
Total	S\$7.30 million	100%

In relation to the Net Proceeds to be utilised for general working capital purposes, it includes but not limited to, payments of operating costs, continuing listing expenses, staff salaries and other administrative expenses.

Pending the deployment of the Net Proceeds for the uses identified above, such proceeds may be placed as deposits with financial institutions, invested in short-term money market or debt instruments, or used for any other purpose on a short-term basis as the Directors may, in their absolute discretion, deem fit in the interests of the Group.

The Company will make periodic announcements on the utilisation of Net Proceeds as and when such proceeds are materially disbursed and whether such disbursements are in accordance with the use of proceeds as stated in the Offer Information Statement, and provide a status report on the use of such proceeds and any material deviation therefrom in its annual report. Where the Net Proceeds have been used for working capital, the Company will provide a breakdown with specific details on how the proceeds have been applied in the announcements and annual reports. Where there is a material deviation in the use of proceeds, the Company will also announce the reasons for such deviation.

7. WORKING CAPITAL CONFIRMATIONS

As at the date of this announcement, and barring unforeseen circumstances, the Directors are of the opinion that after taking into consideration:

- (a) the Group's internal resources and operating cash flows, the working capital available to the Group is not sufficient to meet its present requirements for the next twelve (12) months. In addition to the Proposed Rights Cum Warrants Issue, the Company has been actively, and remain committed to continue, sourcing other financing alternatives as and when required.
- (b) the factors stated in paragraph 7(a) above and the Net Proceeds arising from the Proposed Rights Cum Warrants Issue, the working capital available is sufficient to meet its present requirements for the next twelve (12) months.

8. ADJUSTMENTS TO OPTIONS UNDER THE ESOS 2010 AND THE ESOS 2021

As a consequence of the Proposed Rights Cum Warrants Issue, adjustments may be made to the options granted, Shares to be issued upon exercise of or the exercise price of the options granted under the ESOS 2010 and the ESOS 2021, in accordance with the respective terms of those schemes. The Company will make the appropriate announcement in due course.

9. PREVIOUS EQUITY FUND RAISING IN THE PAST 12 MONTHS

The Company has not undertaken any equity fundraising exercise in the past twelve (12) months prior to the date of this announcement.

10. INTERESTS OF THE DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save as disclosed in this announcement, none of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the Proposed Rights Cum Warrants Issue (other than through each of their respective shareholding interest in the Company, if any).

11. DIRECTORS' RESPONSIBILITY STATEMENT

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

12. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to exercise caution when dealing or trading in the Shares. The Proposed Rights Cum Warrant Issue are subject to certain conditions. As at the date of this announcement, there is no certainty or assurance that the Proposed Rights Cum Warrants Issue will materialise or that no changes will be made to the terms thereof. The Company will make the necessary announcements when there are further developments.

Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors, accountants, tax advisers or other professional advisers if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

Chng Weng Wah
Executive Chairman, Managing Director and Chief Executive Officer

28 April 2025

*This announcement has been reviewed by the Company's sponsor, SAC Capital Private Limited ("**Sponsor**"). This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this announcement including the correctness of any of the statements or opinions made or reports contained in this announcement.*

The contact person for the Sponsor is Ms. Lee Khai Yinn (Registered Professional)

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