APPENDIX DATED 15 APRIL 2025

THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

This Appendix is issued by Tiong Seng Holdings Limited (the "**Company**"). Its purpose is to explain the rationale and provide information to the Shareholders (as defined in this Appendix) for the proposed renewal of the Share Buy-Back Mandate (as defined in this Appendix), the proposed renewal of the IPT Mandate (as defined in this Appendix), and the proposed renewal of the Disposal Mandate (as defined in this Appendix) to be tabled at the annual general meeting of the Company to be held on 30 April 2025 at 2.00 p.m. at 30A Kallang Place, #04-01, Singapore 339213.

If you have sold or transferred all your shares in the capital of the Company, you should immediately forward this Appendix, the Annual Report, the Notice of Annual General Meeting and the accompanying Proxy Form to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Appendix.

TIONG SENG HOLDINGS LIMITED

(Incorporated in Singapore on 15 April 2008)
(Company Registration No. 200807295Z)

APPENDIX TO THE NOTICE OF ANNUAL GENERAL MEETING

IN RELATION TO

(I) THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE;

(II) THE PROPOSED RENEWAL OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS; AND

(III) THE PROPOSED RENEWAL OF THE DISPOSAL MANDATE FOR THE PROPOSED DISPOSAL OF (A) THE LEASEHOLD PROPERTY LOCATED AT 21 FAN YOONG ROAD, SINGAPORE 629796 (THE "FAN YOONG PROPERTY"), (B) THE LEASEHOLD PROPERTY LOCATED AT 6 TUAS SOUTH STREET 11, TIONG SENG @ TUAS SOUTH, SINGAPORE 637094 (THE "TUAS PROPERTY") AND (C) TWO (2) CONTIGUOUS PLOTS OF VACANT FREEHOLD MEDIUM INDUSTRIAL LAND OF LOT NOS. LOT 15759 AND LOT 15760, BOTH LOCATED AT MUKIM OF RIMBA TERJUN, DISTRICT OF PONTIAN, STATE OF JOHOR, MALAYSIA (THE "PONTIAN LAND PARCELS").

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CONTENTS

DEFINITIONS

In this Appendix, the following definitions apply throughout unless otherwise stated:

General

"**2025 AGM**"	:	The annual general meeting of the Company to be held on 30 April 2025 at 2.00 p.m., and any adjournment thereof
"**15 December 2023 EGM**"	:	The extraordinary general meeting of the Company which was held on 15 December 2023 for the purpose of seeking Shareholders' approval for the proposed disposal of a leasehold property located at 510 Thomson Road, #08-00, SLF Building, Singapore 298135 and the proposed adoption of the Disposal Mandate to authorise the Group to dispose of the Fan Yoong Property, the Tuas Property, and the Pontian Land Parcels
"**30 November 2023 Circular**"	:	The Company's circular to shareholders dated 30 November 2023 in relation to the proposed disposal of a leasehold property located at 510 Thomson Road, #08-00, SLF Building, Singapore 298135 and the proposed adoption of the Disposal Mandate to authorise the Group to dispose of the Fan Yoong Property, the Tuas Property, and the Pontian Land Parcels
"**ACRA**"	:	The Accounting and Corporate Regulatory Authority of Singapore
"**AGM**"	:	An annual general meeting of the Company
"**Appendix**"	:	This appendix to the notice of annual general meeting dated 15 April 2025
"**Approval Date**"	:	The date of the 2025 AGM at which the Proposed Renewal of the Share Buy-Back Mandate is approved
"**Associate**"	:	(a) In relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means: (i) his immediate family; (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and

		(b) In relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
"**Associated Company**"	:	A company in which at least 20% but not more than 50% of its shares are held by the Company or Group
"**Audit Committee**"	:	The audit committee of the Company's Board of Directors
"**Average Closing Market Price**"	:	The average of the closing market prices of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded on the SGX-ST, immediately preceding the date of making the On-Market Share Buy-Back by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Share Buy-Back, and deemed to be adjusted in accordance with the Listing Manual for any corporate action that occurs during the relevant five (5) Market Day period and the day on which the Share Buy-Back is made
"**Board**" or "**Board of Directors**"	:	The board of directors of the Company
"**CDP**"	:	The Central Depository (Pte) Limited
"**Chief Financial Officer**"	:	The chief financial officer of the Company
"**Companies Act**"	:	The Companies Act 1967 of Singapore, as may be amended, supplemented or modified from time to time
"**Company**"	:	Tiong Seng Holdings Limited
"**Constitution**"	:	The constitution of the Company, as may be amended or modified from time to time
"**Control**"	:	The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company

"Controlling Shareholder"	:	A person who: (a) holds, directly or indirectly, 15% or more of the total voting rights in a company (the SGX-ST may determine that a person who satisfies the above is not a Controlling Shareholder); or (b) in fact exercises Control over a company
"CPF"	:	The Central Provident Fund
"CPFIS"	:	CPF Investment Scheme
"CPF Agent Banks"	:	Agent banks included under the CPFIS
"CPF Investors"	:	Investors who have purchased Shares using their CPF contributions pursuant to the CPFIS
"Director"	:	A director of the Company for the time being
"Disposal Mandate"	:	The mandate to authorise the Group to dispose the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels, which is proposed to be renewed in the manner and on the terms set out in Section 4 of this Appendix
"Entity at Risk"	:	Means: (a) the Company; (b) a subsidiary of the Company that is not listed on the SGX-ST or an approved exchange; or (c) an associated company of the Company that is not listed on the SGX-ST or an approved exchange, provided that the Group, or the Group and its interested person(s), has Control over the associated company
"EPS"	:	Earnings per Share
"Fan Yoong Property"	:	The leasehold property located at 21 Fan Yoong Road, Singapore 629796 granted by JTC to TSC, a wholly-owned subsidiary of the Company, as registered lessee
"Fan Yoong Property Valuation Report"	:	The valuation report dated 17 August 2023 issued by JLL in relation to the Fan Yoong Property, which provided that as at 25 July 2023, the market value of the unexpired leasehold interest in the Fan Yoong Property, with vacant possession and free from all encumbrances, was S$24,500,000

"**FY**"	:	Financial year ending or ended 31 December
"**Group**"	:	The Company and its subsidiaries
"**Group Finance Team**"	:	The financial department of the Group, responsible for the financial oversight of the Group, and which for the purposes of the IPT Mandate, shall refer to parties who are independent of the Mandated Interested Persons
"**IPTs**"	:	Interested person transactions
"**IPT Mandate**"	:	The general mandate approved by the Shareholders of the Company on 30 April 2024 to enable the Company, its subsidiaries and associated companies that are considered to be Entities at Risk, or any of them, to enter into certain types of recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations with Mandated Interested Persons, and which is proposed to be renewed in the manner and on the terms set out in Section 3 of this Appendix
"**IPT Register**"	:	A register of transactions carried out with Mandated Interested Persons pursuant to the IPT Mandate (recording the basis, including the quotations obtained to support such basis, on which they were entered into)
"**JLL**"	:	Jones Lang LaSalle Property Consultants Pte Ltd
"**JLW**"	:	Singham Sulaiman Sdn. Bhd. (trading as Jones Lang Wootton)
"**Latest Practicable Date**"	:	1 April 2025, being the latest practicable date prior to the printing of this Appendix
"**Listing Manual**"	:	The Listing Manual of the SGX-ST, including any amendments made thereto up to the Latest Practicable Date
"**LPS**"	:	Loss per Share
"**Mandated Interested Persons**"	:	The interested persons of the Company who fall within the IPT Mandate, namely, each of the entities within the PTC Group
"**Market Day**"	:	A day on which the SGX-ST is open for trading of securities

"**Maximum Price**"	:	(a) In the case of an On-Market Share Buy-Back, 105% of the Average Closing Market Price of the Shares; and (b) In the case of an Off-Market Share Buy-Back, 120% of the Average Closing Market Price of the Shares
"**Minimum Disposal Price**"	:	With respect to the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels, S$21,150,000, S$9,270,000, and RM44,730,000 (equivalent to approximately S$13,541,004) respectively, being 90% of the market value of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels as set out in the Updated Fan Yoong Property Valuation Report, the Updated Tuas Property Valuation Report and the Pontian Land Parcels Valuation Report respectively
"**Non-Interested Directors**"	:	The Directors who are deemed to be independent for the purposes of making a recommendation to Shareholders in respect of the Proposed Renewal of the IPT Mandate, being Dr Teo Ho Pin, Mr Lee Yew Sim, Mr Ong Seet Joon and Mr Ng Kim Beng
"**Notice of AGM**"	:	Notice of the 2025 AGM dated 15 April 2025
"**NTA**"	:	Net tangible assets
"**Off-Market Share Buy-Back**"	:	Off-market purchases of Shares by the Company (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as defined in Section 76C of the Companies Act
"**On-Market Share Buy-Back**"	:	On-market purchases of Shares by the Company, transacted on the SGX-ST through the SGX-ST's ready market trading system or, as the case may be, any other stock exchange on which the Shares may, for the time being, be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for such purpose
"**Pontian Land Parcels**"	:	Two (2) contiguous plots of vacant freehold medium industrial land of Lot Nos. Lot 15759 and Lot 15760, both located at Mukim of Rimba Terjun, District of Pontian, State of Johor, Malaysia, of which Kinsbina Sdn. Bhd., an indirect wholly-owned subsidiary of the Company, is the registered owner

"**Pontian Land Parcels Valuation**"	:	The desk-top valuation certificate dated 28 February 2025 issued by JLW in relation to the Pontian Land Parcels, which was undertaken in accordance with the Malaysian Valuation Standards issued by the Board of Valuers, Appraisers, Estate Agents and Property Managers and provided that as at 26 February 2025, the value of the Pontian Land Parcels, on the assumption of the Pontian Land Parcels (i) being free and clear of all charges, lien and all other encumbrances which may be secured thereon and (ii) free of all statutory notices and outgoings, is RM49,700,000 (equivalent to approximately S$15,045,561)
"**Project Director**"	:	A project director independent of the Mandated Interested Persons assigned to a particular construction project of the Group
"**Proposed Renewal of the Disposal Mandate**"	:	The proposed renewal of the Disposal Mandate in the manner and on the terms set out in Section 4 of this Appendix
"**Proposed Renewal of the IPT Mandate**"	:	The proposed renewal of the IPT Mandate in the manner and on the terms set out in Section 3 of this Appendix
"**Proposed Renewal of the Share Buy-Back Mandate**"	:	The proposed renewal of the Share Buy-Back Mandate in the manner and on the terms set out in Section 2 of this Appendix
"**Proxy Form**"	:	The proxy form in respect of the 2025 AGM
"**PTC**"	:	Peck Tiong Choon (Private) Limited. As set out in Section 5 of this Appendix, PTC holds approximately 47.8% of the shares in Tiong Seng Shareholdings Pte. Ltd. ("**TSS**"), which in turn holds 58.8% of the Shares of the Company. PTC is therefore deemed interested in the Shares held by TSS pursuant to Section 4 of the SFA and is a Substantial Shareholder of the Company
"**PTC Group**"	:	PTC and its subsidiaries, namely, Peck Tiong Choon Transport Pte. Ltd., Peck Tiong Choon Logistics Pte. Ltd., Peck Tiong Choon Leasing Pte. Ltd. and Solid Resources (S) Holding Pte. Ltd.
"**Purchase Price**"	:	The total amount of the purchase price paid by the Company for the Shares (including any expenses, such as brokerage or commission incurred directly in the purchase or acquisition of the Shares)
"**Register of Directors' Shareholdings**"	:	The register of the shareholdings of the Directors

"**Register of Members**"	:	The register of members of the Company
"**Register of Substantial Shareholders**"	:	The register of Substantial Shareholders of the Company
"**Relevant Period**"	:	The period commencing from the Approval Date and until the date the next AGM is held or is required by law to be held (whereupon the Share Buy-back Mandate will lapse, unless renewed at such meeting) or until the authority conferred by the Share Buy-Back Mandate is varied or revoked by the Company in general meeting (if so varied or revoked prior to the next AGM) or the date on which Share Buy-Backs pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated, whichever is the earliest
"**RVD**"	:	Robin Village Development Pte. Ltd., a wholly-owned subsidiary of the Company
"**Securities Accounts**"	:	The securities account maintained by Depositors with CDP, but not including securities sub-accounts maintained with a Depository Agent
"**SFA**"	:	The Securities and Futures Act 2001 of Singapore, as may be amended, supplemented or modified from time to time
"**SGX-ST**"	:	Singapore Exchange Securities Trading Limited
"**Share Buy-Back**"	:	The purchase of Shares by the Company pursuant to the Share Buy-Back Mandate, which can be by way of an Off-Market Share Buy-Back or an On-Market Share Buy-Back
"**Share Buy-Back Guidance Note**"	:	The share buy-back guidance note found in Appendix 2 of the Take-over Code, as may be amended, supplemented or modified from time to time
"**Share Buy-Back Mandate**"	:	The mandate to enable the Company to purchase or otherwise acquire its issued Shares, which is proposed to be renewed in the manner and on the terms set out in Section 2 of this Appendix
"**Shareholders**"	:	Registered holders of Shares in the Register of Members, except that where the registered holder is CDP, the term "**Shareholders**" shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP and whose Securities Accounts maintained with CDP are credited with those Shares

"Shares"	:	Ordinary shares in the capital of the Company
"SRS"	:	Supplementary Retirement Scheme
"SRS Account"	:	An account opened by an SRS Investor with an SRS Operator
"SRS Agent Banks"	:	Agent banks included under the SRS
"SRS Investors"	:	Investors who have purchased Shares through their SRS Account pursuant to the SRS
"SRS Operator"	:	An approved financial institution with which an SRS Account is opened and maintained
"Substantial Shareholder"	:	A person who has an interest directly or indirectly in 5% or more of the total number of voting Shares in the Company
"Take-over Code"	:	The Singapore Code on Take-overs and Mergers, as may be amended, supplemented or modified from time to time
"TSC"	:	Tiong Seng Contractors (Private) Limited, which is the registered lessee of the Fan Yoong Property and the Tuas Property
"TSS"	:	Tiong Seng Shareholdings Pte. Ltd.. As set out in Section 5 of this Circular, TSS holds 58.8% of the Shares of the Company and is a Substantial Shareholder of the Company
"Tuas Property"	:	The leasehold property located at 6 Tuas South Street 11, Tiong Seng @ Tuas South, Singapore 637094 granted by JTC to TSC, a wholly-owned subsidiary of the Company, as registered lessee
"Tuas Property Valuation Report"	:	The valuation report dated 17 August 2023 issued by JLL in relation to the Tuas Property, which provided that as at 25 July 2023, the market value of the unexpired leasehold interest in the Tuas Property, with vacant possession and free from all encumbrances, is S$11,000,000
"Updated Fan Yoong Property Valuation"	:	The desk-top valuation review letter dated 28 February 2025 issued by JLL in relation to the Fan Yoong Property, which was carried out in accordance with the Singapore Institute of Surveyors and Valuers Standards and Guidelines and International Valuation Standards and provided that as at 28 February 2025, the value of the unexpired leasehold interest in the Fan Yoong Property, with vacant possession and free from all encumbrances, is S$23,500,000

"**Updated Tuas Property Valuation**"	:	The desk-top valuation review letter dated 28 February 2025 issued by JLL in relation to the Tuas Property, which was carried out in accordance with the Singapore Institute of Surveyors and Valuers Standards and Guidelines and International Valuation Standards and provided that as at 28 February 2025, the value of the unexpired leasehold interest in the Tuas Property, with vacant possession and free from all encumbrances, is S$10,300,000
"**Wan Seng**"	:	Wan Seng Enterprises (Private) Limited

Currencies, units and others

"**RM**"	:	Malaysia ringgit
"**S$**", "**SGD**" or "**$**" and "**cents**"	:	Singapore dollars and cents respectively
"**%**" or "**per cent.**"	:	Percentage or per centum

The expression "**acting in concert**" shall have the meaning ascribed to it in the Take-over Code.

The terms "**Depositor**", "**Depository Agent**" and "**Depository Register**" shall have the respective meanings ascribed to them in Section 81SF of the SFA.

The term "**subsidiary**" shall have the meaning ascribed to it in Section 5 of the Companies Act. The term "**subsidiary holdings**" is defined in the Listing Manual to mean shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act.

The term "**associated company**" shall have the meaning ascribed to it in the Listing Manual.

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the Listing Manual, the SFA, the Take-over Code or any statutory modification thereof and used in this Appendix shall have the meaning assigned to it under the said Companies Act, Listing Manual, SFA, Take-over Code or statutory modification, as the case may be, unless the context otherwise requires.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. Reference to persons shall, where applicable, include corporations.

Unless otherwise indicated, RM amounts in this Circular have been translated into Singapore dollars, based on the closing exchange rate of S$1.00:RM3.3033 quoted by Bloomberg L.P. on the Latest Practicable Date.

Any reference to any agreement or document shall include such agreement or document as amended, modified, varied, novated, supplemented or replaced from time to time.

Any reference to a time of day or date in this Appendix is a reference to a time of day or date, as the case may be, in Singapore, unless otherwise specified.

Any reference to “**we**”, “**us**” and “**our**” in this Circular is a reference to the Group or any member of the Group as the context requires.

Any discrepancies in this Appendix between the sum of the figures stated and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Appendix may not be an arithmetic aggregation of the figures which precede them.

For the purposes of this Appendix, Rajah & Tann Singapore LLP has been appointed as the legal adviser to the Company as to Singapore law.

TIONG SENG HOLDINGS LIMITED

(Incorporated in Singapore on 15 April 2008)
(Company Registration No. 200807295Z)

Directors:	**Registered Office:**
Dr Teo Ho Pin (Non-Executive Chairman and Independent Director)	30A Kallang Place
Mr Pay Sim Tee (Chief Executive Officer and Executive Director)	#04-01 to #04-11
Mr Pek Zhi Kai (Executive Director)	Singapore 339213
Mr Lee Yew Sim (Non-Executive Director)	
Mr Ong Seet Joon (Independent Director)	
Mr Ng Kim Beng (Independent Director)	

15 April 2025

To: The Shareholders of Tiong Seng Holdings Limited

Dear Shareholders,

(I) **THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE;**

(II) **THE PROPOSED RENEWAL OF THE IPT MANDATE; AND**

(III) **THE PROPOSED RENEWAL OF THE DISPOSAL MANDATE FOR THE PROPOSED DISPOSAL OF THE FAN YOONG PROPERTY, THE TUAS PROPERTY AND THE PONTIAN LAND PARCELS**

1. INTRODUCTION

The Company will be holding its 2025 AGM on 30 April 2025 at 2.00 p.m. at 30A Kallang Place, #04-01 to #04-11 Singapore 339213.

The purpose of this Appendix is to provide Shareholders with the relevant information relating to, and to seek Shareholders' approval for:

(a) the proposed renewal of the mandate to enable the Company to purchase or otherwise acquire its issued Shares (the "**Share Buy-Back Mandate**");

(b) the proposed renewal of the general mandate to enable the Company, its subsidiaries and associated companies that are considered to be Entities at Risk, or any of them, to enter into certain types of recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations with Mandated Interested Persons (the "**IPT Mandate**"); and

(c) the proposed renewal of the mandate to authorise the Group to dispose the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels (the "**Disposal Mandate**").

The Notice of AGM has been, or will be, made available to Shareholders on the same date as the date of this Appendix via SGXNET and may also be accessed via the Company's website at www.tiongseng.com.sg.

If you are in any doubt as to the course of action to take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Appendix.

2. THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

2.1 Proposed Renewal of the Share Buy-Back Mandate

Any purchase or acquisition of Shares by the Company would have to be made in accordance with and in the manner prescribed by the Companies Act, the Listing Manual, the Constitution, and such other laws and regulations as may, for the time being, be applicable.

During the validity period of the Share Buy-Back Mandate, the Directors will have the authority to exercise all powers of the Company in purchasing or acquiring Shares pursuant to the terms of the Share Buy-Back Mandate. Regulation 11(B) of the Constitution provides that the Company may purchase or otherwise acquire its issued shares subject to and in accordance with the provisions of the Companies Act, any applicable laws and any applicable rules of the SGX-ST, on such terms and subject to such conditions as the Company may in general meeting prescribe think fit and in the manner prescribed by the Companies Act, any applicable laws and any applicable rules of the SGX-ST. Rule 881 of the Listing Manual provides that an issuer may purchase its own shares if it has obtained the prior specific approval of shareholders in general meeting.

At the AGM of the Company held on 30 April 2024, the Shareholders had last approved the renewal of the Share Buy-Back Mandate. The authority contained in the Share Buy-Back Mandate which was renewed at the AGM of the Company held on 30 April 2024 was expressed to continue in force until the next annual general meeting of the Company and, as such, will be expiring on 30 April 2025, being the date of the 2025 AGM.

Accordingly, the Directors propose to seek Shareholders' approval at the forthcoming 2025 AGM for the proposed renewal of the Share Buy-Back Mandate, in the manner and on the terms set out in Section 2 of this Appendix (the "**Proposed Renewal of the Share Buy-Back Mandate**"). If the Proposed Renewal of the Share Buy-Back Mandate is approved at the 2025 AGM, the authority conferred by the Share Buy-Back Mandate will take effect from the date the resolution is passed and continue to be in force until the date the next AGM is held or is required by law to be held (whereupon it will lapse, unless renewed at such meeting) or until the authority conferred by the Share Buy-Back Mandate is varied or revoked by the Company in general meeting (if so varied or revoked prior to the next AGM) or the date on which Share Buy-Backs pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated, whichever is the earliest (the "**Relevant Period**"). The Share Buy-Back Mandate may be put to Shareholders for renewal at each subsequent AGM.

As at the Latest Practicable Date, 18,547,200 Shares were held as treasury shares and the Company has no subsidiary holdings.

2.2 Rationale for the Proposed Renewal of the Share Buy-Back Mandate

The Company proposes to seek Shareholders' approval for the Proposed Renewal of the Share Buy-Back Mandate to give the Directors the flexibility to undertake Share Buy-Backs at any time when circumstances permit, with the objective of increasing Shareholders' value and to improve, *inter alia*, the return of equity of the Group. A Share Buy-Back made at an appropriate price level is one of the ways through which the return on equity of the Group may be enhanced.

The Directors believe that the Share Buy-Back Mandate provides the Company with a mechanism to facilitate the return of surplus cash over and above the Group's working capital requirements in an expedient and cost efficient manner. Share Buy-Backs also allow the Directors to exercise control over the Company's share structure and, depending on market conditions, may lead to an enhancement of the EPS and/or NTA per Share. The Directors further believe that Share Buy-Backs may also help to mitigate short-term market volatility and offset the effects of share price speculation.

If and when circumstances permit, the Directors will decide whether to effect the Share Buy-Backs via On-Market Share Buy-Backs or Off-Market Share Buy-Backs, after taking into account the amount of surplus cash available, the then prevailing market conditions and the most cost effective and efficient approach.

Share Buy-Backs will only be undertaken as and when the Directors consider it to be in the best interests of the Company and/or Shareholders. Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Buy-back Mandate may not be carried out to the full limit as authorised. No Share Buy-Backs will be made in circumstances which the Directors believe will have or may have a material adverse effect on the financial condition, the liquidity and the orderly trading of the Shares, or the working capital requirements and gearing level of the Company and the Group.

2.3 Authority and Limits of the Share Buy-Back Mandate

The authority and limitations placed on Share Buy-Backs by the Company under the Share Buy-Back Mandate, if renewed at the 2025 AGM, are summarised below:

2.3.1 Maximum number of Shares

Only Shares that are issued and fully paid-up may be purchased or acquired by the Company pursuant to the Share Buy-Back Mandate.

The total number of Shares that may be purchased or acquired by the Company pursuant to the Share Buy-Back Mandate during the Relevant Period is limited to that number of Shares representing not more than 10% of the total issued ordinary share capital of the Company (excluding treasury shares and subsidiary holdings, and as ascertained as at the date of the 2025 AGM at which the Proposed Renewal of the Share Buy-Back Mandate is approved by the Shareholders (the "**Approval Date**"), unless the Company has effected a reduction of its share capital of the Company in accordance with the applicable provisions of the Companies Act at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered).

For the purposes of calculating the percentage of issued Shares above, any of the Shares which are held as treasury shares and any subsidiary holdings will be disregarded.

For illustrative purposes only, based on the existing issued and paid-up capital of the Company as at the Latest Practicable Date of 461,076,649 Shares, after disregarding 18,547,200 Shares held as treasury shares and nil subsidiary holdings held, and assuming that no further Shares are issued or purchased by the Company after the Latest Practicable Date, not more than 46,107,664 Shares (representing 10% of the issued ordinary share capital of the Company as at the date of the 2025 AGM, excluding treasury shares and subsidiary holdings) may be purchased or acquired by the Company pursuant to the Share Buy-Back Mandate.

While the Share Buy-Back Mandate would authorise Share Buy-Backs up to 10% of the issued and paid-up Shares as at the Approval Date, the Share Buy-Backs may not be carried out to the full extent mandated to comply with the public float requirements in Rule 723 of the Listing Manual or should the Share Buy-Backs result in market illiquidity or adversely affect the orderly trading and listing status of the Shares on the SGX-ST.

2.3.2 Duration of Authority

Under the Share Buy-Back Mandate, Share Buy-Backs may be made, at any time and from time to time, on and from the Approval Date, up to the earliest of:

(a) the date on which the next AGM is held or is required by law to be held (whereupon it will lapse, unless renewed at such meeting);

(b) the date on which the Share Buy-Backs pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated; or

(c) the date on which the authority conferred by the Share Buy-Back Mandate is revoked or varied by the Company at general meeting (if so varied or revoked prior to the next AGM).

The authority conferred on the Directors by the Share Buy-Back Mandate to purchase Shares may be renewed at each AGM or other general meeting of the Company. When seeking the approval of the Shareholders for the Proposed Renewal of the Share Buy-Back Mandate, the Company is required to disclose details pertaining to any Share Buy-Backs made during the previous 12 months, including both Off-Market Share Buy-Backs and On-Market Share Buy-Backs, the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such Share Buy-Backs, where relevant, the total consideration paid for such Share Buy-Backs and whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

2.3.3 Manner of Share Buy-Backs

Share Buy-Backs may be made by way of, *inter alia*:

(a) on-market purchases, transacted on the SGX-ST through the SGX-ST's ready market trading system or, as the case may be, any other stock exchange on which the Shares may, for the time being, be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for such purpose (the "**On-Market Share Buy-Back**"); and/or

(b) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as defined in Section 76C of the Companies Act (the "**Off-Market Share Buy-Back**").

In an Off-Market Share Buy-Back, the Directors may impose such terms and conditions, which are not inconsistent with the Share Buy-Back Mandate, the Listing Manual, the Companies Act, the Constitution and other applicable laws and regulations as they consider fit, in the interests of the Company in connection with, or in relation to, any equal access scheme(s).

Under the Companies Act, an Off-Market Share Buy-Back in accordance with an equal access scheme must satisfy all of the following conditions:

(a) offers for the Share Buy-Backs shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;

(b) all of those persons shall be given a reasonable opportunity to accept the offers made to them; and

(c) the terms of all the offers are the same, except that there shall be disregarded:

  (i) differences in consideration attributable to the fact that the offers relate to Shares with different accrued dividend entitlements;

  (ii) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid; and

  (iii) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

In addition, the Listing Manual provides that, in making an Off-Market Share Buy-Back, the Company must issue an offer document to all Shareholders which must contain at least the following information:

(a) the terms and conditions of the offer;

(b) the period and procedures for acceptances;

(c) the reasons for the proposed Share Buy-Back;

(d) the consequences, if any, of Share Buy-Backs by the Company that will arise under the Take-over Code or other applicable take-over rules;

(e) whether the Share Buy-Back, if made, would have any effect on the listing of the Shares on the official list of the SGX-ST;

(f) details of any Share Buy-Back made by the Company in the previous twelve months (whether On-Market Share Buy-Backs or Off-Market Share Buy-Backs), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such Share Buy-Backs (where relevant) and the total consideration paid for such Share Buy-Backs; and

(g) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

2.3.4 Maximum Purchase Price to be paid for the Shares

The purchase price (excluding brokerage, commission, stamp duties, applicable goods and services tax and other related expenses) to be paid for a Share will be determined by the Directors.

However, the purchase price to be paid for a Share pursuant to a Share Buy-Back must not exceed:

(a) in the case of an On-Market Share Buy-Back, 105% of the Average Closing Market Price (as defined below) of the Shares; and

(b) in the case of an Off-Market Share Buy-Back, 120% of the Average Closing Market Price of the Shares,

in either case, excluding related expenses of the Share Buy-Back (the "**Maximum Price**").

For the above purposes:

"**Average Closing Market Price**" means the average of the closing market prices of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded on the SGX-ST, immediately preceding the date of making the On-Market Share Buy-Back by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Share Buy-Back, and deemed to be adjusted in accordance with the Listing Manual for any corporate action that occurs during the relevant five (5) Market Day period and the day on which the Share Buy-Back is made;

"**closing market price**" means the last dealt price for a Share transacted through the SGX-ST's trading system as shown in any publication of the SGX-ST or other sources; and

"**day of the making of the offer**" means the day on which the Company announces its intention to make an offer for an Off-Market Share Buy-Back, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Share Buy-Back calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Share Buy-Back.

2.4 Status of purchased Shares under the Share Buy-Back Mandate

A Share purchased or acquired by the Company under the Share Buy-Back Mandate is deemed to be cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a treasury share to the extent permitted under the Companies Act.

2.5 Cancellation of purchased Shares

Any Share which is purchased or acquired by the Company shall, unless held as a treasury share to the extent permitted under the Companies Act, be deemed cancelled immediately on purchase, and all rights and privileges attached to that Share shall expire on cancellation. The total number of Shares will be diminished by such number of Shares purchased or acquired by the Company and which are not held as treasury shares.

Any Shares purchased or acquired by the Company (other than treasury shares held by the Company to the extent permitted by the Companies Act) and cancelled will be automatically de-listed by the SGX-ST and (where applicable) all certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following the settlement of any such purchase or acquisition.

2.6 Purchased Shares held as treasury shares

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Listing Manual and the Companies Act, are summarised below:

2.6.1 Maximum holdings

The number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares.

In the event that the Company holds more than 10% of the total number of its issued Shares as treasury shares, the Company shall cancel or dispose of the excess treasury shares in the manner set out under Section 2.6.3 below within six (6) months beginning with the day on which that contravention occurs, or such further period as ACRA may allow.

2.6.2 Voting and other rights

The Company cannot exercise any right in respect of treasury shares. In particular and for the purposes of the Companies Act, treasury shares shall be treated as having no voting rights and as such, the Company cannot exercise any right to attend or vote at meetings. Any purported exercise of such a right is void.

In addition, no dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be made to the Company in respect of treasury shares. However, the allotment of Shares as fully paid bonus shares in respect of treasury shares is allowed.

Furthermore, a subdivision or consolidation of any treasury share into treasury shares of a smaller or larger amount is allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

2.6.3 Disposal and cancellation

Where Shares are held as treasury shares, the Company may at any time but subject always to the Take-over Code:

(a) sell the treasury shares (or any of them) for cash;

(b) transfer the treasury shares (or any of them) for the purposes of or pursuant to any share scheme, whether for its employees, Directors or other persons;

(c) transfer the treasury shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;

(d) cancel the treasury shares (or any of them); or

(e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance of Singapore.

The Shares purchased or acquired under the Share Buy-back Mandate will be held as treasury shares or cancelled by the Company taking into consideration the then prevailing circumstances and requirements of the Company at the relevant time.

2.6.4 Reporting obligation under the Listing Manual

Under the Listing Manual, the Company must immediately announce any sale, transfer, cancellation and/or use of treasury shares, stating the following:

(a) date of the sale, transfer, cancellation and/or use;

(b) purpose of such sale, transfer, cancellation and/or use;

(c) number of treasury shares sold, transferred, cancelled and/or used;

(d) number of treasury shares before and after such sale, transfer, cancellation and/or use;

(e) percentage of the number of treasury shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and

(f) value of the treasury shares sold, transferred, cancelled and/or used.

2.7 Source of funds for Share Buy-Backs

In undertaking Share Buy-Backs, the Company may only apply funds legally available for such purchases in accordance with the Constitution, the Listing Manual and the applicable laws in Singapore. The Company may not purchase its Shares for a consideration other than cash or, in the case of an On-Market Share Buy-Back, for settlement other than in accordance with the trading rules of the SGX-ST.

Pursuant to the Companies Act, any payment made by the Company in consideration for Share Buy-Backs may only be made out of the Company's capital or profits so long as the Company is solvent and shall include any expenses (including brokerage or commission) incurred directly in the Share Buy-Back. For this purpose, pursuant to Section 76F(4) of the Companies Act, a company is "solvent" if the following conditions are satisfied:

(a) there is no ground on which the company could be found to be unable to pay its debts;

(b) if –

(i) it is intended to commence winding up of the company within the period of 12 months immediately after the date of the payment, the company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up; or

(ii) it is not intended so to commence winding up, the company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment; and

(c) the value of the Company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the proposed purchase, acquisition, variation or release (as the case may be), become less than the value of its liabilities (including contingent liabilities).

When Shares are purchased or acquired, and cancelled:

(a) if the Shares are purchased or acquired entirely out of the capital of the Company, the Company shall reduce the amount of its share capital by the total amount of the purchase price paid by the Company for the Shares (including any expenses, such as brokerage or commission incurred directly in the purchase or acquisition of the Shares) (the "**Purchase Price**");

(b) if the Shares are purchased or acquired entirely out of profits of the Company, the Company shall reduce the amount of its profits by the total amount of the Purchase Price; or

(c) where the Shares are purchased or acquired out of both the capital and the profits of the Company, the Company shall reduce the amount of its share capital and profits proportionately by the total amount of the Purchase Price.

The Company intends to use its internal resources and/or external borrowings or a combination of both to finance its Share Buy-Backs pursuant to the Share Buy-Back Mandate. The Directors will, firstly, consider the availability of internal resources and will thereafter consider the availability of external financing.

2.8 Financial effects of the Share Buy-Back Mandate

It is not possible for the Company to realistically calculate or quantify the impact of Share Buy-Backs that may be made pursuant to the Proposed Renewal of the Share Buy-Back Mandate as the financial effects on the Company and the Group arising from the Share Buy-Backs will depend on, *inter alia*, the aggregate number of Shares purchased or acquired, whether the Share Buy-Backs are made by way of On-Market Share Buy-Backs or Off-Market Share Buy-Backs, the price at which the Share Buy-Backs are made, the amount (if any) borrowed by the Company to fund the Share Buy-Backs and whether the Shares are cancelled or held in treasury. Where the Shares are purchased or acquired entirely out of profits of the Company, the Purchase Price paid by the Company for the Shares will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

The Directors do not propose to exercise the Share Buy-Back Mandate to such an extent that it would have a material adverse effect on the financial condition, the liquidity and the orderly trading of the Shares, or the working capital requirements and gearing level of the Company and the Group. The Share Buy-Backs will only be effected after taking into consideration both financial factors (such as cash surplus, debt position and working capital requirements of the Group) and non-financial factors (such as market conditions and performance of the Shares).

For illustrative purposes only, the financial effects on the Company and the Group arising from the Share Buy-Backs, based on the audited financial statements of the Company and the Group for FY2024, are prepared based on the assumptions set out below:

(a) the Share Buy-Backs comprised 46,107,664 Shares (representing approximately 10% of 461,076,649 issued Shares as at the Latest Practicable Date, after disregarding 18,547,200 treasury shares as at the Latest Practicable Date, and assuming no further Shares are issued or purchased by the Company and no further Shares are held by the Company as treasury shares and no Shares are held as subsidiary holdings on or prior to the 2025 AGM);

(b) assuming that the placement of 20,000,000 Shares at an issue price of S$0.10 per Share to Continental Steel Pte Ltd had been completed on 1 January 2024, raising net proceeds of approximately S$1.92 million (after deducting estimated expenses);

(c) in the case of On-Market Share Buy-Backs, the Maximum Price was S$0.096 (being 105% of the average of the closing market prices of the Shares for the last five (5) Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date). Accordingly, the maximum amount of funds required for effecting such On-Market Share Buy-Backs (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses), would amount to approximately S$4,426,336;

(d) in the case of Off-Market Share Buy-Backs, the Maximum Price was S$0.109 (being 120% of the average of the closing market prices of the Shares for the last five (5) Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date). Accordingly, the maximum amount of funds required for effecting such Off-Market Share Buy-Backs (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses), would amount to approximately S$5,025,735;

(e) the Share Buy-Backs were made entirely out of the Company's capital and financed entirely by internal cash of the Group;

(f) the Share Buy-Backs pursuant to the Share Buy-Back Mandate had taken place on 31 December 2024 for the purpose of computing the financial effects on the Shareholders' equity, NTA per Share and gearing of the Group and the Company;

(g) transaction costs incurred during the Share Buy-Backs pursuant to the Share Buy-Back Mandate are assumed to be insignificant and have thus been ignored for the purposes of computing the financial effects; and

(h) where Shares purchased are held as treasury shares, the maximum number of Shares permitted under the Companies Act to be held in treasury are held in treasury, and the balance is cancelled.

Share Buy-Backs with the Shares cancelled thereafter

	Group			Company		
	Before Share Buy-Backs	After Share Buy-Backs		Before Share Buy-Backs	After Share Buy-Backs	
	S$'000	On-Market Share Buy-Back (S$'000)	Off-Market Share Buy-Back (S$'000)	S$'000	On-Market Share Buy-Back (S$'000)	Off-Market Share Buy-Back (S$'000)
As at 31 December 2024						
Share capital	183,867	179,441	178,841	183,867	179,441	178,841
Shareholders' fund	76,424	71,998	71,398	16,871	12,445	11,845
NTA	75,082	70,656	70,056	16,871	12,445	11,845
Current assets	294,873	290,447	289,847	35,493	31,067	30,467
Current liabilities	292,210	292,210	292,210	72,608	74,800	75,400
Cash and cash equivalents(1)	37,696	33,270	32,670	2,234	–	–
Total borrowings	92,761	92,761	92,761	–	–	–
Net borrowings(2)	55,065	59,491	60,091	–	–	–
Net profit/(loss) for FY2024 attributable to the equity holders of the Company	2,858	2,858	2,858	(3,940)	(3,940)	(3,940)
Number of Shares as at 31 December 2024 ('000)	461,077	414,969	414,969	461,077	414,969	414,969
Weighted average number of Shares as at 31 December 2024 ('000)	461,077	414,969	414,969	461,077	414,969	414,969
Financial Ratios						
NTA per Share (cents)(3)	16.30	17.00	16.90	3.70	3.00	2.90
Gross gearing (times)(4)	1.20	1.30	1.30	–	–	–
Net gearing (times)(5)	0.70	0.80	0.80	–	–	–
Current ratio (times)(6)	1.00	1.00	1.00	0.50	0.40	0.40
Earnings/(loss) per Share (cents)(7)	0.62	0.69	0.69	(0.85)	(0.95)	(0.95)

Notes:

(1) Based on the assumption that the Company will partially finance the Share Buy-Backs from funds within the Group.

(2) "Net borrowings" represents total borrowings less cash and bank balances. In the event there is no borrowing or in a net cash position, a symbol "–" is stated.

(3) "NTA per Share" represents NTA divided by the number of Shares as at 31 December 2024.

(4) "Gross gearing" represents total borrowings divided by shareholders' fund. In the event there is no borrowing or in a net cash position, a symbol "–" is stated.

(5) "Net gearing" represents net borrowings divided by shareholders' fund. In the event there is no borrowing or in a net cash position, a symbol "–" is stated.

(6) "Current ratio" represents current assets divided by current liabilities.

(7) "Earnings/(loss) per Share" represents net profit or loss attributable to owners of the Company for FY2024 respectively divided by the weighted average number of Shares for FY2024.

Share Buy-Backs with the Shares held as Treasury Shares

	Group			Company		
	Before Share Buy-Backs	After Share Buy-Backs		Before Share Buy-Backs	After Share Buy-Backs	
	S$'000	On-Market Share Buy-Back (S$'000)	Off-Market Share Buy-Back (S$'000)	S$'000	On-Market Share Buy-Back (S$'000)	Off-Market Share Buy-Back (S$'000)
As at 31 December 2024						
Share capital	183,867	179,441	178,841	183,867	179,441	178,841
Treasury shares	(4,096)	(8,522)	(9,122)	(4,096)	(8,522)	(9,122)
Shareholders' fund	76,424	71,998	71,398	16,871	12,445	11,845
NTA	75,082	70,656	70,056	16,871	12,445	11,845
Current assets	294,873	290,447	289,847	35,493	31,067	30,467
Current liabilities	292,210	292,210	292,210	72,608	74,800	75,400
Cash and cash equivalents(1)	37,696	33,270	32,670	2,234	–	–
Total borrowings	92,761	92,761	92,761	–	–	–
Net borrowings(2)	55,065	59,491	60,091	–	–	–
Net profit/(loss) for FY2024 attributable to the equity holders of the Company	2,858	2,858	2,858	(3,940)	(3,940)	(3,940)
Number of Shares as at 31 December 2024 ('000)	461,077	414,969	414,969	461,077	414,969	414,969
Weighted average number of Shares as at 31 December 2024 ('000)	461,077	414,969	414,969	461,077	414,969	414,969
Financial Ratios						
NTA per Share (cents)(3)	16.30	17.00	16.90	3.70	3.00	2.90
Gross gearing (times)(4)	1.20	1.30	1.30	–	–	–
Net gearing (times)(5)	0.70	0.80	0.80	–	–	–
Current ratio (times)(6)	1.00	1.00	1.00	0.50	0.40	0.40
Earnings/(loss) per Share (cents)(7)	0.62	0.69	0.69	(0.85)	(0.95)	(0.95)

Notes:

(1) Based on the assumption that the Company will partially finance the Share Buy-Backs from funds within the Group.

(2) "Net borrowings" represents total borrowings less cash and bank balances. In the event there is no borrowing or in a net cash position, a symbol "–" is stated.

(3) "NTA per Share" represents NTA divided by the number of Shares as at 31 December 2024.

(4) "Gross gearing" represents total borrowings divided by shareholders' fund. In the event there is no borrowing or in a net cash position, a symbol "–" is stated.

(5) "Net gearing" represents net borrowings divided by shareholders' fund. In the event there is no borrowing or in a net cash position, a symbol "–" is stated.

(6) "Current ratio" represents current assets divided by current liabilities.

(7) "Earnings/(loss) per Share" represents net profit or loss attributable to owners of the Company for FY2024 respectively divided by the weighted average number of Shares for FY2024.

The financial effects set out above are for illustrative purposes only. Although the Share Buy-Back Mandate would authorise the Company to purchase up to ten per cent. (10%) of the issued Shares, the Company may not necessarily purchase or be able to purchase the entire ten per cent. (10%) of the issued Shares. In addition, the Company may cancel all or part of the Shares repurchased, or hold all or part of the Shares repurchased in treasury. The above analysis is based on the audited financial statements of the Company and the Group for FY2024, and is not necessarily representative of future financial performance.

The Company will take into account both financial and non-financial factors (for example, stock market conditions and the performance of the Shares) in assessing the relative impact of the Share Buy-Back before execution. The Directors do not intend to exercise the Share Buy-Back Mandate up to the maximum limit if such exercise would materially and adversely affect the financial position of the Company or the Group.

2.9 Listing Manual

Under the Listing Manual, a listed company may only purchase shares by way of a market acquisition at a price which is not more than 105% of the average closing market price. The term "**average closing market price**" is defined as the average of the closing market prices of the shares over the last five (5) Market Days on which transactions in the shares were recorded, before the day on which purchases are made, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Day period and the day on which the purchases are made. The Maximum Price for a Share in relation to market purchases by the Company, referred to in Section 2.3.4 of this Appendix, conforms to this restriction.

While the Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time or times, because the listed company would be regarded as an "**insider**" in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Buy-Back Mandate at any time after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information has been publicly announced. In particular, in compliance with Rule 1207(19)(c) of the Listing Manual, the Company will not purchase or acquire any Shares through Share Buy-Backs during the period commencing one month before the announcement of the Company's half year and full year financial statements.

Rule 723 of the Listing Manual requires the Company to ensure that at least 10% of the total number of issued Shares (excluding preference shares, convertible equity securities and treasury shares) is at all times held by the public.

As at the Latest Practicable Date, 136,692,479 Shares, representing approximately 29.6% of the issued share capital of the Company (excluding treasury shares) are held by public Shareholders. For illustrative purposes only, assuming that the Company repurchased the maximum of 10% of its issued share capital as at the Latest Practicable Date from public Shareholders by way of On-Market Share Buy-Backs pursuant to the Share Buy-Back Mandate, the percentage of Shares held by the public would be approximately 21.8% of the total issued share capital of the Company (excluding treasury shares).

Accordingly, the Company is of the view that there are sufficient Shares in issue held by public Shareholders which would permit the Company to undertake Share Buy-Backs up to the full 10% limit pursuant to the Share Buy-Back Mandate without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to affect orderly trading.

The Directors will use their best efforts to ensure that the Company does not effect Share Buy-Backs if the Share Buy-Backs would result in the number of Shares remaining in the hands of the public falling to such a level as to cause market illiquidity or adversely affect the listing status and orderly trading of the Shares of the Company.

2.10 Tax implications

Shareholders who are in doubt as to their respective tax positions or the tax implications of the Share Buy-Backs by the Company or who may be subject to tax whether in or outside of Singapore should consult their own professional advisers.

2.11 Take-over Implications arising from Share Buy-Backs

Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note. The take-over implications arising from any Share Buy-Back by the Company are set out below:

2.11.1 Obligation to make a take-over offer

If, as a result of Share Buy-Backs, a Shareholder's proportionate interest in the voting capital of the Company increases, such an increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. If such an increase results in the change of effective control, or, as a result of such increase, a Shareholder or group of Shareholders acting in concert obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert could become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code.

2.11.2 Persons acting in concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

Unless the contrary is established, the following persons will, *inter alia*, be presumed to be acting in concert:

(a) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);

(b) a company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the aforementioned companies, any company whose associated companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights;

(c) a company with any of its pension funds and employee share schemes;

(d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;

(e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser and all the funds which the adviser manages on a discretionary basis, where the shareholdings of the adviser and any of those funds in the client total 10% or more of the client's equity share capital;

(f) directors of a company, together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts, which is subject to an offer or where the directors have reason to believe a bona fide offer for their company may be imminent;

(g) partners; and

(h) an individual, his close relatives, his related trusts, any person who is accustomed to act according to his instructions, companies controlled by any of the aforementioned, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing persons for the purchase of voting rights.

The circumstances under which Shareholders, including Directors and persons acting in concert with them respectively, will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code after a Share Buy-Back by the Company are set out in Appendix 2 of the Take-over Code.

2.11.3 Effect of Rule 14 and Appendix 2 of the Take-over Code

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, Directors of the Company and persons acting in concert with them will incur an obligation to make a take-over offer for the Company under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or if the voting rights of such Directors and their concert parties fall between 30% and 50% of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than 1% in any period of six months. In calculating the percentages of voting rights of such Directors and their concert parties, treasury shares shall be excluded.

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors of the Company will not be required to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six months. Such Shareholder need not abstain from voting in respect of the ordinary resolution for the Proposed Renewal of the Share Buy-Back Mandate.

The shareholdings of the Directors and Substantial Shareholders as at the Latest Practicable Date and after the purchase by the Company (other than from the Directors and the Substantial Shareholders) of the maximum of 10% of the issued share capital of the Company (excluding treasury shares and subsidiary holdings) pursuant to the Share Buy-Back Mandate, are as follows:

	Before Share Buy-Backs			After Share Buy-Backs		
	Number of Shares			Number of Shares		
	Direct Interest	Deemed Interest	%(1)	Direct Interest	Deemed Interest	%(2)
Directors						
Teo Ho Pin	–	–	–	–	–	–
Pay Sim Tee	–	–	–	–	–	–
Pek Zhi Kai	–	–	–	–	–	–
Lee Yew Sim(3)	762,630	285,512,700	62.1	762,630	285,512,700	69.0
Ong Seet Joon	–	–	–	–	–	–
Ng Kim Beng	–	–	–	–	–	–
Substantial Shareholders who are not also Directors						
TSS	271,197,960	–	58.8	271,197,960	–	65.4
PTC(4)	32,279,520	271,197,960	65.8	32,279,520	271,197,960	73.1
Estate of Pek Ah Tuan(5)	3,604,920	32,279,520	7.8	3,604,920	32,279,520	8.6

Notes:

(1) The percentage shareholding is based on the total issued share capital of the Company of 461,076,649 Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date.

(2) The percentage shareholding is based on the total issued share capital of the Company of 414,968,985 Shares after the purchase by the Company (other than from the Directors and Substantial Shareholders) of the maximum of 10% of the issued share capital of the Company (excluding treasury shares and subsidiary holdings) pursuant to the Share Buy-Back Mandate.

(3) Lee Yew Sim is deemed interested in (i) 1,582,350 Shares held by him on trust for the estate of his mother Lim Kim Eng, (ii) 12,732,390 Shares held by Wan Seng as he holds approximately 23.8% of the shares in Wan Seng and the other shareholders of Wan Seng are accustomed or under an obligation whether formal or informal to act in accordance with his directions, instructions and wishes in relation to the 12,732,390 Shares held by Wan Seng, and (iii) all the 271,197,960 Shares held by TSS as he and his associates (as defined in Section 4(6) of the SFA) collectively hold approximately 22.7% of the shares in TSS, pursuant to Section 4 of the SFA.

(4) PTC is deemed interested in all the 271,197,960 Shares held by TSS as PTC holds approximately 47.8% of the shares in TSS, pursuant to Section 4 of the SFA.

(5) The estate of Pek Ah Tuan is deemed interested in all the 32,279,520 Shares held by PTC as the estate of Pek Ah Tuan and its associates (as defined in Section 4(6) of the SFA) collectively hold approximately 40.1% of the shares in PTC, pursuant to Section 4 of the SFA.

Based on the above shareholdings of the Directors and Substantial Shareholders of the Company as recorded in the Register of Directors' Shareholdings and the Register of Substantial Shareholders as at the Latest Practicable Date, in the event the Company undertakes Share Buy-Backs of up to 10% of the issued Shares of the Company (excluding treasury shares and subsidiary holdings) as permitted under the Share Buy-Back Mandate, the shareholding interests and voting rights of the estate of Pek Ah Tuan will remain below 30%, while the shareholding interests and voting rights of each of

Lee Yew Sim, TSS and PTC are already more than 50% prior to any Share Buy-Backs and will remain above 50%. Accordingly, none of the Substantial Shareholders of the Company would become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code.

Shareholders who are in any doubt as to their obligations, if any, to make a mandatory take-over offer under the Take-over Code as a result of any Share Buy-Back by the Company should consult their professional advisers and/or the Securities Industry Council of Singapore at the earliest opportunity.

2.12 Details of Share Buy-Backs in the preceding 12 months

The Company has not purchased any Shares during the 12 months preceding the Latest Practicable Date.

2.13 Reporting requirements

Within 30 days of the passing of a Shareholders' resolution to approve the purchases of Shares by the Company, the Company shall lodge a copy of such resolution with ACRA.

Within 30 days of a Share Buy-Back, the Company shall lodge with ACRA the notice of the purchase in the prescribed form with the following particulars:

(a) the date of the Share Buy-Back;

(b) the number of Shares purchased or acquired by the Company;

(c) the number of Shares cancelled;

(d) the number of Shares held as treasury shares;

(e) the Company's issued share capital before and after the Share Buy-Back;

(f) the amount of consideration paid by the Company for the Share Buy-Back;

(g) whether the Shares were purchased out of profits or the capital of the Company; and

(h) such other particulars as may be required in the prescribed form.

Within 30 days of the cancellation or disposal of treasury shares in accordance with the provisions of the Companies Act, the Company shall lodge with ACRA the notice of cancellation or disposal of treasury shares in the prescribed form.

Purchases of Shares must be reported to the SGX-ST in the forms prescribed by the Listing Manual and announced to the public in the case of On-Market Share Buy-Backs, by not later than 9.00 a.m. on the Market Day following the day of purchase of any of its Shares and in the case of Off-Market Share Buy-Backs under an equal access scheme, by not later than 9.00 a.m. on the second Market Day after the close of acceptances of the offer made by the Company. Such announcement shall include, *inter alia*, the maximum number of Shares authorised for purchase or acquisition, the date of the Share Buy-Backs, the total number of Shares purchased or acquired, the number of Shares cancelled or held as treasury shares, the purchase price per Share or (in the case of

On-Market Share Buy-Backs) the highest price and lowest price per Share, the total consideration (including stamp duties, clearing charges, etc.) paid or payable for the Shares, the cumulative number of Shares purchased and the number of issued Shares (excluding treasury shares and subsidiary holdings) after purchase or acquisition. The announcement must be in the prescribed form under Appendix 8.3.1 of the Listing Manual.

Moreover, in its annual report and accounts, the Company shall make disclosure of details pertaining to purchases of Shares made during the year, including the total number of Shares purchased during the financial year under review, the purchase price per Share or the highest and lowest prices paid for the purchases, and where relevant, the total consideration paid.

3. THE PROPOSED RENEWAL OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

3.1 The IPT Mandate

The Company had, at its AGM held on 30 April 2024, sought and obtained the approval of Shareholders for a general mandate to enable the Company, its Subsidiaries and Associated Companies, or any of them, to enter into certain types of recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations with the specified classes of persons who are considered to be interested persons for the purposes of Chapter 9 of the Listing Manual (the "**IPT Mandate**"). The IPT Mandate is subject to annual renewal.

Accordingly, it is proposed that the renewal of the IPT Mandate be tabled to Shareholders for approval at the 2025 AGM.

3.2 Requirements of Chapter 9 of the Listing Manual

Under Chapter 9 of the Listing Manual, where an Entity at Risk proposes to enter into a transaction with interested persons of the issuer, shareholders' approval and/or an immediate announcement is required in respect of that transaction if its value is equal to or exceeds certain financial thresholds.

Pursuant to Rule 906 of the Listing Manual, shareholders' approval (in addition to an immediate announcement) is required where:

(a) the value of such transaction is equal to or exceeds 5% of the group's latest audited NTA; or

(b) the value of such transaction with interested persons when aggregated with the values of other transactions previously entered into with the same interested person in the same financial year, equals to or exceeds 5% of the group's latest audited NTA, such aggregation need not include any transaction that has been approved by shareholders previously or is the subject of aggregation with another transaction that has been previously approved by shareholders.

Interested person transactions below S$100,000 each are to be excluded. However, while transactions below S$100,000 are not normally aggregated under Rule 906(2) of the Listing Manual, the SGX-ST may aggregate any such transaction entered into during the same financial year and treat them as if they were one transaction in accordance with Rule 902 of the Listing Manual.

If the group's latest audited net tangible assets is negative, the issuer should consult the SGX-ST on the appropriate benchmark to calculate the relevant threshold in Rule 906(1) of the Listing Manual, which may be based on its market capitalisation.

Based on the Company's latest audited consolidated financial statements for FY2024, the Group's latest audited NTA as at 31 December 2024 is S$73,162,000.

Pursuant to Rule 909 of the Listing Manual, the value of a transaction is the amount at risk to the issuer. This is illustrated by the following examples:

(a) in the case of a partly-owned subsidiary or associated company, the value of the transaction is the issuer's effective interest in that transaction;

(b) in the case of a joint venture, the value of the transaction includes the equity participation, shareholders' loans and guarantees given by the Entity at Risk;

(c) in the case of borrowing of funds from an interested person, the value of the transaction is the interest payable on the borrowing. In the case of lending of funds to an interested person, the value of the transaction is the interest payable on the loan and the value of the loan; and

(d) in the case that the market value or book value of the asset to be disposed of is higher than the consideration from an interested person, the value of the transaction is the higher of the market value or book value of the asset.

Rule 920 of the Listing Manual allows a listed company to seek a general mandate from its shareholders for recurrent transactions with interested persons where such transactions are of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials, but not in respect of the purchase or sale of assets, undertakings or businesses. A general mandate granted by shareholders is subject to annual renewal.

3.3 Existing IPT Mandate

Pursuant to the IPT Mandate, the Group was approved to enter into interested person transactions ("**IPTs**") with PTC and its subsidiaries, namely, Peck Tiong Choon Transport Pte. Ltd., Peck Tiong Choon Logistics Pte. Ltd., Peck Tiong Choon Leasing Pte. Ltd. and Solid Resources (S) Holding Pte. Ltd. (the "**PTC Group**" or the "**Mandated Interested Persons**") that relate to the lease of transportation vehicles (including, but not limited to, low bed trailers, flat bed trailers, lorry cranes, lorries, hydraulic truck cranes, heavy duty hydraulic truck cranes and excavators) and cranage services provided by the PTC Group to the Group. If renewed, the IPT Mandate will continue to apply to the above Mandated Interested Persons. The nature of the interested person transactions and the classes of interested persons in respect of which the IPT Mandate is sought to be renewed at the 2025 AGM have not changed since the IPT Mandate was last renewed at the AGM of the Company held on 30 April 2024.

3.4 Rationale and benefit to Shareholders

3.4.1 It is envisaged that the Group, in the ordinary course of business, will continue to have transactions with the PTC Group from time to time. Such transactions would include, but are not limited to, the leasing of transportation services and cranage services.

3.4.2 The rationale and benefit to the Group for transacting with the PTC Group are that transactions with the PTC Group provide the Group with priority for services and an assurance of a higher quality of such services, including, but not limited to the following:

(a) the PTC Group is willing to continue providing transportation services even after the agreed cut-off time or time limit has passed;

(b) the PTC Group gives the Group the priority to choose the transport operators which the Group prefers; and

(c) where demand is greater than supply, the PTC Group will give priority to the Group's needs and outsource or turn down similar offers from other potential customers in favour of transacting with the Group.

3.4.3 In view of the time-sensitive and recurrent nature of commercial transactions, the renewal of the IPT Mandate will enable:

(a) the Company;

(b) subsidiaries of the Company (excluding other subsidiaries listed on the SGX-ST or an approved exchange); and

(c) associated companies of the Company (other than an associated company that is listed on the SGX-ST or an approved exchange) over which the Company, or the Company and its interested person(s), has or have control,

or any of them, in the ordinary course of their businesses, to enter into the categories of transactions set out in Section 3.3 of this Appendix, with Mandated Interested Persons as set out in Section 3.3 of this Appendix, without being separately subject to Rule 905 and Rule 906 of the Listing Manual, provided such IPTs are made on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.

3.4.4 The Proposed Renewal of the IPT Mandate will enhance the ability of the Group to pursue business opportunities which are time-sensitive in nature by eliminating the need for the Company to announce, or to announce and convene separate general meetings, on each occasion to seek Shareholders' prior approval for entry by the relevant company in the Group into such transactions. This will substantially reduce the expenses associated with the convening of general meetings on an ad hoc basis, improve administrative efficacy considerably, and allow manpower resources and time to be channelled towards attaining corporate objectives.

3.5 Review procedures under the IPT Mandate

3.5.1 The Group has in place review procedures to ensure that all IPTs under the IPT Mandate are conducted on an arm's length basis and on normal commercial terms. Such review procedures are further described in this section.

Comparison with third party quotations

3.5.2 The financial department of the Group, responsible for the financial oversight of the Group, and which for the purposes of the IPT Mandate, shall refer to parties who are independent of the Mandated Interested Persons (the "**Group Finance Team**"), will review quotations of the unit rates from the Mandated Interested Persons for the services offered by the Mandated Interested Persons, and at least two other comparative offers from third parties, contemporaneous in time. If it is not practical to obtain comparative offers from third parties, the Group Finance Team will review at least two comparative offers made by the Mandated Interested Persons to third parties. These quotations will be updated on a half-yearly basis, or whenever unit rates are revised, and approved by the chief financial officer of the Company (the "**Chief Financial Officer**"). In deciding whether to enter into transactions with the Mandated Interested Persons based on these quotations, the guidelines described below in Sections 3.5.3 to 3.5.6 will be adhered to.

3.5.3 A project director independent of the Mandated Interested Persons assigned to a particular construction project of the Group (the "**Project Director**") is responsible for entering into transactions with the Mandated Interested Persons in relation to a particular project. As the Project Director is responsible for the profits and costs of the respective project, the Project Director shall have no interest in entering into transactions with the Mandated Interested Persons that are less favourable than the terms offered by third parties.

3.5.4 When purchasing from or procuring services from the Mandated Interested Persons, the Project Director will take into account the prices and terms of comparative offers that are reviewed in accordance with Section 3.5.2 of this Appendix. The purchase price or procurement price, as the case may be, shall not be higher than the most competitive price or procurement price of the comparative offers.

3.5.5 In determining the most competitive purchase price or procurement price, as the case may be, the Project Director will take into consideration the nature of the project, the cost, experience and expertise of the supplier. This will allow for variation from prices and terms of the comparative offers so long as the volume of trade, differences in service, reliability or other relevant factors justify the variation and so long as the contemporaneous comparative offer incorporates modifications that account for the volatility of the market for the goods and services in question.

3.5.6 In the event that it is not possible to obtain comparative offers in the manner described in Section 3.5.2 of this Appendix, prior approval for the transaction shall be obtained from the Chief Financial Officer. The Chief Financial Officer will consider whether the price to be paid is fair and reasonable, and consistent with the Group's usual business practice, taking into consideration, inter alia, the following factors: the nature of the project, quality of service and equipment, experience and expertise of the supplier, availability of the transportation services required by the Group, minimum hire duration, transportation services duration and operator selection for the transport services.

Approval by Directors and the Audit Committee

3.5.7 All IPTs above S$100,000 are to be approved by a Director who shall not be a Mandated Interested Person in respect of the particular transaction. Any contract to be made with the Mandated Interested Person shall not be approved unless the pricing is determined in accordance with the Group's usual business practices and policies, consistent with the usual margin given or price received by the Group for the same or substantially similar type of transactions between the Group and unrelated parties and the terms are no more favourable to the Mandated Interested Person than those extended to or received from unrelated parties.

3.5.8 In addition, approval of the Audit Committee must be obtained prior to the entry into any IPT under the IPT Mandate where the aggregate value of IPTs entered into between the Group and the Mandated Interested Persons under the IPT Mandate will exceed or has exceeded 3% of the Group's latest audited consolidated NTA.

3.5.9 For the purposes of Sections 3.5.7 and 3.5.8 of this Appendix, approval will generally only be given if the terms of the transaction are no less favourable to the Group than the terms offered by unrelated third parties or in accordance with the usual business practices and pricing policies or industry norms (as the case may be). All relevant non-quantitative factors including, but not limited to the nature of the project, quality of service and equipment, experience and expertise of the supplier, availability of the transportation services required by the Group, minimum hire duration, transportation services duration and operator selection for the transportation services will also be taken into account. Such review includes the examination of the transaction and its supporting documents or such other data deemed necessary by the Director or the Audit Committee. The Company will prepare the relevant information to assist the Director or the Audit Committee in its review. The Director or the Audit Committee shall, when it deems fit, have the right to require the appointment of independent advisers and/or valuers to provide additional information or review of controls and its implementation pertaining to the transactions under review.

Periodic review procedures

3.5.10 The Group Finance Team will maintain a register of transactions carried out with the Mandated Interested Persons pursuant to the IPT Mandate (recording the basis, including the quotations obtained to support such basis, on which they were entered into) (the "**IPT Register**"). For the avoidance of doubt, the IPT Register referred to in this Appendix will not record any other IPTs not within the scope of the IPT Mandate, however, the Company will continue to keep separate records of such IPTs as it had been doing prior to seeking the IPT Mandate. Any discrepancies or significant variances (as determined by the Audit Committee) from the Group's usual business practices and pricing policies will be highlighted to the Audit Committee.

3.5.11 The Group Finance Team shall periodically review the IPT Register. In addition, the Audit Committee shall, at least on a quarterly basis, periodically review the IPT Register to ensure that the transactions are carried out on normal commercial terms and in accordance with the guidelines and review procedures under the IPT Mandate.

3.5.12 The Company's annual internal audit plan shall incorporate a review of all IPTs, including the established review procedures for monitoring of such IPTs, entered into during the current Financial Year pursuant to the IPT Mandate. The Group's internal auditor shall, on a yearly basis, subject to adjustment in frequency, and depending on factors such as, *inter alia*, substantial increment of aggregate transactional value, report to the Audit Committee on all IPTs and the basis of such transactions, entered into with the Mandated Interested Persons during the preceding period.

<u>Other review procedures</u>

3.5.13 The Audit Committee has the overall responsibility for determining the review procedures, with the authority to delegate to individuals within the Company as it deems appropriate. The Audit Committee will conduct periodic reviews (of not more than half-year intervals) of the review procedures for IPTs under the IPT Mandate. If during any of the reviews by the Audit Committee, the Audit Committee is of the view that the guidelines and review procedures for IPTs have become inappropriate or insufficient in the event of changes to the nature of, or manner in which, the business activities of the Group or the Mandated Interested Persons are conducted, the Company will revert to Shareholders for a fresh general mandate based on new guidelines and review procedures so that IPTs will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

3.5.14 The Group Finance Team of the Company will maintain a list of the Mandated Interested Persons and their Associates (which is to be updated immediately if there are any changes) to enable identification of the Mandated Interested Persons. The list of Mandated Interested Persons which is maintained shall be reviewed by the Chief Financial Officer of the Company at least half-yearly and subject to such verifications or declarations as required by the Audit Committee from time to time or for such period as determined by them. This list of the Mandated Interested Persons shall be disseminated to all Project Directors and any staff of the Group that the Group Finance Team considers relevant for the purpose of entering into transactions that fall under the IPT Mandate.

3.5.15 For the purposes of the above review procedures, any Director who is not considered independent for the purposes of the IPT Mandate and/or any IPTs will abstain from, and will undertake to ensure that his Associates will abstain from voting in relation to any respective resolutions, and/or abstain from participating in the Audit Committee's decision during its review of the established review procedures for the IPTs or during the Audit Committee's review of any IPT.

3.6 Validity period of the IPT Mandate

If the Proposed Renewal of the IPT Mandate is approved at the 2025 AGM, the IPT Mandate will take effect from the date of the passing of the resolution to be proposed at the 2025 AGM and will (unless revoked or varied by the Company in a general meeting) continue to be in force until the subsequent AGM. The Proposed Renewal of the IPT Mandate has to be made in accordance with, and in the manner prescribed by the Listing Manual, and such other laws and regulations as may for the time being be applicable. It shall also be subject to satisfactory review by the Audit Committee and the continued requirements of the IPT Mandate and the procedures for the transactions.

3.7 Disclosure to Shareholders

3.7.1 In accordance with the requirements of Chapter 9 of the Listing Manual, the Company will:

(a) disclose in the Company's annual report the aggregate value of transactions conducted with Mandated Interested Persons pursuant to the IPT Mandate during the Financial Year (as well as in the annual reports for subsequent Financial Years that the IPT Mandate continues in force); and

(b) announce the aggregate value of transactions conducted with Mandated Interested Persons pursuant to the IPT Mandate for the financial periods where it is required to report on, pursuant to Rule 705 of the Listing Manual within the time required for the announcement of such report.

3.7.2 The name of the Mandated Interested Person, nature of relationship and the corresponding aggregate value of the IPT will be presented in the following format:

Name of Mandated Interested Person	Nature of relationship	Aggregate value of all interested person transactions during the Financial Year under review (excluding transactions less than S$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920 of the Listing Manual)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 of the Listing Manual (excluding transactions less than S$100,000)

3.8 Audit Committee's Statement

The Audit Committee has reviewed the terms of the Proposed Renewal of the IPT Mandate and is satisfied and of the view that:

(a) the review procedures under the IPT Mandate have not changed since the last approval granted by Shareholders on 30 April 2024; and

(b) the review procedures under the IPT Mandate are sufficient and appropriate to ensure that the transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

However, in the event that the Audit Committee is subsequently no longer of this view, the Company shall approach Shareholders for a fresh mandate for the IPTs concerning the PTC Group based on new guidelines and/or review procedures.

3.9 Abstention from voting

3.9.1 In accordance with Rule 920(1)(b)(viii) of the Listing Manual, the Mandated Interested Persons, namely, PTC and its subsidiaries, and their Associates will abstain from voting on the resolution approving the Proposed Renewal of the IPT Mandate.

3.9.2 Further, the Mandated Interested Persons and their Associates will decline to accept appointment as proxy(ies) to vote at the forthcoming 2025 AGM in respect of the ordinary resolution approving the Proposed Renewal of the IPT Mandate for other Shareholders unless the Shareholder concerned shall have given specific instructions as to the manner in which his votes are to be cast at the 2025 AGM.

4. THE PROPOSED RENEWAL OF THE DISPOSAL MANDATE

4.1 Introduction

4.1.1 Reference is made to the Company's circular to Shareholders dated 30 November 2023 (the "**30 November 2023 Circular**") in relation to, *inter alia*, the proposed adoption of the Disposal Mandate to authorise the Group to dispose of the following properties and plots of land on the terms set out in the 30 November 2023 Circular:

(a) a leasehold property located at 21 Fan Yoong Road, Singapore 629796 (the "**Fan Yoong Property**");

(b) a leasehold property located at 6 Tuas South Street 11, Tiong Seng @ Tuas South, Singapore 637094 (the "**Tuas Property**"); and

(c) two (2) contiguous plots of vacant freehold medium industrial land of Lot Nos. Lot 15759 and Lot 15760, both located at Mukim of Rimba Terjun, District of Pontian, State of Johor, Malaysia (collectively, the "**Pontian Land Parcels**"),

at a price no lower than the following minimum prices, being 90% of the market value of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels as set out in the Fan Yoong Property Valuation Report dated 17 August 2023 issued by JLL, the Tuas Property Valuation Report dated 17 August 2023 issued by JLL and a valuation report dated 12 September 2023 issued by an independent third party valuer in relation to the Pontian Land Parcels:

Property	Minimum Prices
Fan Yoong Property	S$22,050,000
Tuas Property	S$9,900,000
Pontian Land Parcels	RM34,956,000 (equivalent to approximately S$9,963,800)

4.1.2 The Shareholders had approved the adoption of the Disposal Mandate on the terms set out in the 30 November 2023 Circular at an extraordinary general meeting of the Company held on 15 December 2023 (the "**15 December 2023 EGM**"). The authority conferred by the Disposal Mandate on the terms set out in the 30 November 2023 Circular was expressed to continue in force for a period of 12 months commencing from and including the day following the day of the 15 December 2023 EGM or until the next AGM of the Company (whereupon at the end of the period it will lapse, unless renewed) or until it is varied or revoked by the Company in a general meeting, whichever is the earliest. The Disposal Mandate (with updated valuations and minimum disposal prices for the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels) was subsequently renewed at the AGM of the Company held on 30 April 2024 and shall continue in force until the next AGM of the Company is held or is required by law to be held (whereupon at the end of the period it will lapse, unless renewed) or until it is varied or revoked by the Company in a general meeting, whichever is the earliest.

4.1.3 As at the Latest Practicable Date, none of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels have been or are in the process of being disposed, and the Group has yet to identify any buyers for the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels.

4.1.4 As the Disposal Mandate will expire at the forthcoming 2025 AGM, it is proposed that the renewal of the Disposal Mandate be tabled to Shareholders for approval at the 2025 AGM to authorise the Group to dispose of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels at prices no lower than the following Minimum Disposal Prices, being 90% of the market value of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels as set out in the Updated Fan Yoong Property Valuation, the Updated Tuas Property Valuation and the Pontian Land Parcels Valuation respectively (the "**Proposed Renewal of the Disposal Mandate**").

Property	**Minimum Disposal Price**
Fan Yoong Property	S$21,150,000
Tuas Property	S$9,270,000
Pontian Land Parcels	RM44,730,000 (equivalent to approximately S$13,541,004)

4.1.5 The Disposal Mandate, if renewed by Shareholders at the 2025 AGM, will continue in force until the next AGM of the Company is held or is required by law to be held (whereupon at the end of the period it will lapse, unless renewed) or until it is varied or revoked by the Company in a general meeting, whichever is the earliest.

4.1.6 The Fan Yoong Property, the Tuas Property and the Pontian Land Parcels are intended to be sold separately, each as a parcel comprising the land and buildings thereon (where applicable), to prospective buyers to be identified and selected by the Group, with the highest indicative price stated in their expression of interest, through an interest exercise conducted by one or more marketing agent(s) to be appointed by the Group.

4.1.7 The Fan Yoong Property, the Tuas Property and the Pontian Land Parcels will be disposed of subject to the terms set out in Section 4.8 of this Appendix. For the avoidance of doubt, save for the updated Minimum Disposal Prices as set out in Section 4.1.4 above, there are no modifications proposed to be made to the terms of the Disposal Mandate in relation to the disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels.

4.1.8 As disclosed in the 30 November 2023 Circular, the following valuations were commissioned by the Group for the purpose of the disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels, respectively:

(a) a valuation report dated 17 August 2023 issued by JLL in relation to the Fan Yoong Property (the "**Fan Yoong Property Valuation Report**");

(b) a valuation report dated 17 August 2023 issued by JLL in relation to the Tuas Property (the "**Tuas Property Valuation Report**"); and

(c) a valuation report dated 12 September 2023 issued by an independent third party valuer in relation to the Pontian Land Parcels,

Further details of the Fan Yoong Property Valuation Report and the Tuas Property Valuation Report are set out in Section 4.4 of this Appendix.

4.1.9 In connection with the Proposed Renewal of the Disposal Mandate, the following valuations were commissioned by the Group for the purpose of the disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels, respectively:

(a) a desk-top valuation review letter dated 28 February 2025 issued by JLL in relation to the Fan Yoong Property (the "**Updated Fan Yoong Property Valuation**"), which has to be read in conjunction with the Fan Yoong Property Valuation Report;

(b) a desk-top valuation review letter dated 28 February 2025 issued by JLL in relation to the Tuas Property (the "**Updated Tuas Property Valuation**"), which has to be read in conjunction with the Tuas Property Valuation Report; and

(c) a desk-top valuation certificate dated 28 February 2025 issued by JLW in relation to the Pontian Land Parcels (the "**Pontian Land Parcels Valuation**"),

further details of which are set out in Section 4.4 of this Appendix.

The Company is of the view that a desktop valuation of the Fan Yoong Property and the Tuas Property is sufficient for the purposes of the proposed renewal of the Disposal Mandate at the 2025 AGM, for the following reasons:

(A) since the inspection of the Fan Yoong Property and the Tuas Property by JLL on 25 July 2023, JLL had carried out several updated desktop valuations of the Fan Yoong Property and the Tuas Property at regular intervals on 22 March 2024, 14 November 2024 and 28 February 2025 respectively;

(B) the Updated Fan Yoong Property Valuation and the Updated Tuas Property Valuation should be read in conjunction with the Fan Yoong Property Valuation Report and the Tuas Property Valuation Report respectively, which are made available for inspection in accordance with Section 10 of this Appendix;

(C) the Updated Fan Yoong Property Valuation and the Updated Tuas Property Valuation were very recently carried out by JLL based on its assessment of market conditions for properties of such nature as at the date of valuation; and

(D) in carrying out the Updated Fan Yoong Property Valuation and the Updated Tuas Property Valuation, JLL had assumed that no material changes have been done to the Fan Yoong Property and the Tuas Property since its last formal valuation. In this regard, the Company confirms that there have been no material alterations done to the Fan Yoong Property and the Tuas Property since the inspection of the Fan Yoong Property and the Tuas Property by JLL on 25 July 2023.

The Company is also of the view that a desktop valuation of the Pontian Land Parcels is sufficient for the purposes of the proposed renewal of the Disposal Mandate at the 2025 AGM, for the following reasons:

(A) JLW had previously conducted an on-site inspection of the Pontian Land Parcels in issuing the valuation certificate dated 28 March 2024, which was used as the basis of valuation of the Pontian Land Parcels for the purpose of seeking renewal of the Disposal Mandate at the AGM held on 30 April 2024; and

(B) the Pontian Land Parcels are vacant plots of land which have not been altered in the intervening time since the last on-site inspection by JLW.

4.1.10 During the period when the Disposal Mandate is in force, the Group may enter into memorandums of agreement, including but not limited to options to purchase, put and call option agreements and sale and purchase agreements, with any prospective purchaser(s) of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels and such agreements shall not be subject to the specific approval of the Shareholders, notwithstanding that the completion date of the relevant transaction may fall on a date after the Disposal Mandate has lapsed.

4.2 Requirement for Shareholders' Approval

4.2.1 Chapter 10 of the Listing Manual governs the continuing listing obligations of a listed issuer in respect of acquisitions and realisations. Under Rule 1014 of the Listing Manual, Shareholders' approval must be obtained for a "major transaction". Rule 1006 of the Listing Manual sets out the computation for relative figures for acquisitions and disposals of assets by a listed issuer. Shareholders' approval is required if any of the relative figures as computed on the bases set out in Rule 1006 of the Listing Manual exceeds 20% and such transaction is classified as a "major transaction". In determining whether a disposal transaction or a series of disposal transactions is considered a "major transaction", the SGX-ST may aggregate separate transactions completed within a 12-month period and treat these transactions as one transaction under Rule 1005 of the Listing Manual.

4.2.2 Based on the applicable relative figures computed on bases set out in Rule 1006 of the Listing Manual, the disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels, without being aggregated, may each exceed 20% on a standalone basis. As such, the Company is seeking the approval of the Shareholders for the Proposed Renewal of the Disposal Mandate.

4.3 Details of the Fan Yoong Property, the Tuas Property, and the Pontian Land Parcels

4.3.1 Fan Yoong Property

The Fan Yoong Property is located at 21 Fan Yoong Road, Singapore 629796. The Fan Yoong Property is a leasehold property granted by JTC to TSC as registered lessee on 16 November 2017 with a leasehold tenure of 20 years commencing from 16 November 2017. The Fan Yoong Property is a 9-storey detached factory with an ancillary office and temporary ancillary workers' dormitory and has a land area and a gross floor area of 5,648.4 square metres and 14,403.42 square metres respectively. The Fan Yoong Property is currently occupied by the Group and is being used as a factory and workers' dormitory. The cost of acquisition of the Fan Yoong Property by the Group was S$24,964,210 and the monthly gross rental payable by the Group for the Fan Yoong Property is S$10,811.98. The Fan Yoong Property is mortgaged in favour of DBS Bank Ltd. as security for credit facilities extended to the Group, under which S$5,168,081 is outstanding as at 31 December 2024.

Based on the audited consolidated financial statements of the Group for FY2024, the book value of the Fan Yoong Property as at 31 December 2024 is S$16,799,000, which represents 22.5% of the Group's net asset value as at 31 December 2024.

In connection with the disposal of the Fan Yoong Property, the Group had, on 26 March 2024, shifted its office headquarters to new premises located at 30A Kallang Place, #04-01 to #04-11 Singapore 339213 with a floor area totalling 1,856.1 square metres. The wholly-owned subsidiary of the Company, TSC, has entered into a lease in respect of the aforesaid premises for a term of three (3) years commencing from February 2024 and expiring in February 2027 with an option to renew for a further period of three (3) years at a revised rent to be determined by the landlord, DBS Trustee Limited as trustee of Mapletree Industrial Trust, having regard to the market rent of such premises at the time of renewal.

In connection with the intended disposal of the Fan Yoong Property, the Group has scaled down its factory operations at the Fan Yoong Property and is in the process of streamlining its space requirements for such factory operations. If the Group still requires additional space for its factory operations at the time of the disposal of the Fan Yoong Property, the Group will source for alternative premises to shift its factory operations to. The Group is also in the process of sourcing for new accommodation for the workers currently residing in the workers' dormitory in the Fan Yoong Property.

The Group will endeavour to ensure that the business operations of the Group in the Fan Yoong Property will be relocated to the respective locations before the disposal of the Fan Yoong Property is completed, such that there will be no disruptions to the Group's business operations. Accordingly, the Board is of the view that the proposed disposal of the Fan Yoong Property will not have any material impact on the Group's business operations.

4.3.2 Tuas Property

The Tuas Property is located at 6 Tuas South Street 11, Tiong Seng @ Tuas South, Singapore 637094. The Tuas Property is a leasehold property granted by JTC to TSC as registered lessee on 1 December 2016 with a leasehold tenure of 20 years and 6 months commencing from 27 May 2015. It is a two-storey single user industrial building and has a land area and a gross floor area of 10,000.4 square metres and 9,688.57 square metres respectively. The Tuas Property is currently occupied and rented by the Company's wholly-owned subsidiary, Robin Village Development Pte. Ltd. ("**RVD**"), and is being used as an office, a storage warehouse and for the assembly of prefabricated bathroom units and prefabricated prefinished volumetric construction components as a temporary arrangement to cater to the increase in contract orders. The cost of acquisition of the Tuas Property by the Group was S$18,488,939 and the monthly gross rental payable by the Group for the Tuas Property is S$1.00. The Tuas Property is mortgaged in favour of Malayan Banking Berhad as security for credit facilities extended to the Group, under which S$1,020,000 is outstanding as at 31 December 2024.

Based on the audited consolidated financial statements of the Group for FY2024, the book value of the Tuas Property as at 31 December 2024 is S$12,115,000, which represents 16.3% of the Group's net asset value as at 31 December 2024.

Given that RVD has already shifted a portion of its operations to Malaysia, it no longer requires the space in the Tuas Property for its operations. Accordingly, the disposal of the Tuas Property will not result in any disruptions to RVD's current business operations. Accordingly, the Board is of the view that the proposed disposal of the Tuas Property will not have any material impact on the Group's business operations.

4.3.3 Pontian Land Parcels

The Pontian Land Parcels comprise two (2) contiguous plots of vacant freehold medium industrial land of Lot Nos. Lot 15759 and Lot 15760 located at Mukim of Rimba Terjun, District of Pontian, State of Johor, Malaysia. Kinsbina Sdn. Bhd., an indirect wholly-owned subsidiary of the Company incorporated in Malaysia, is the registered owner of a 100% freehold interest in the Pontian Land Parcels. On 18 June 2018, the Company had announced that its wholly-owned subsidiary, RVD, had entered into a shares sale agreement to acquire the entire shareholding interest in Kinsbina Sdn. Bhd., which held the Pontian Land Parcels, from independent third parties who are not related to any director or substantial shareholder of the Company, for a total consideration of RM29,920,000 (equivalent to approximately S$8,528,347) which was arrived at on a willing buyer willing seller basis after arm's length negotiations, taking into consideration, *inter alia*, relevant enquiries, references and comparisons to the comparable land plots in the surrounding area. No independent valuation was commissioned by the Company at the time of the aforesaid acquisition. The aforesaid acquisition of Kinsbina Sdn. Bhd., which held the Pontian Land Parcels, by RVD was completed on 22 June 2020.

The Pontian Land Parcels comprise:

(i) a vacant freehold land parcel (Lot 15759) in an "L" shape measuring approximately 11.97 hectares in size and the western boundary of which is adjacent to the Skudai-Pontian Highway; and

(ii) a contiguous vacant freehold land parcel (Lot 15760) in an elongated shape measuring approximately 3.423 hectares in size.

The Pontian Land Parcels are designated for medium industrial use and specifically for the mixing of cement and concrete and a ready-mix concrete plant. The Pontian Land Parcels are mortgaged in favour of Malayan Banking Berhad as security for credit facilities extended to the Group, under which S$2,591,000 is outstanding as at 31 December 2024.

Based on the audited consolidated financial statements of the Group for FY2024, the book value of the Pontian Land Parcels as at 31 December 2024 is RM31,278,786 (equivalent to approximately S$9,514,000 based on the prevailing exchange rate at the end of FY2024), representing 12.8% of the Group's net asset value as at 31 December 2024.

4.4 Independent Valuations of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels

4.4.1 Fan Yoong Property

Based on the Fan Yoong Property Valuation Report which was issued by JLL and commissioned by the Group to determine the market value of the Fan Yoong Property for the purpose of the proposed disposal of the Fan Yoong Property, as at 25 July 2023, the market value of the unexpired leasehold interest in the Fan Yoong Property, with vacant possession and free from all encumbrances, was S$24,500,000. JLL utilised the direct comparison methodology. In arriving at this valuation figure, JLL had taken into consideration the prevailing market conditions and has made due adjustments for differences between the Fan Yoong Property and the comparables in terms of location, tenure, size, shape, design and layout, age and condition of buildings, dates of transactions and other factors affecting its value.

Based on the Updated Fan Yoong Property Valuation which was issued by JLL and commissioned by the Group to determine the updated valuation of the Fan Yoong Property for the purpose of the proposed disposal of the Fan Yoong Property, as at 28 February 2025, the value of the unexpired leasehold interest in the Fan Yoong Property, with vacant possession and free from all encumbrances, was S$23,500,000. The Updated Fan Yoong Property Valuation is based on JLL's assessment of market conditions for properties of such nature as at the date of valuation.

4.4.2 Tuas Property

Based on the Tuas Property Valuation Report which was issued by JLL and commissioned by the Group to determine the market value of the Tuas Property for the purpose of the proposed disposal of the Tuas Property, as at 25 July 2023, the market value of the unexpired leasehold interest in the Tuas Property, with vacant possession and free from all encumbrances, was S$11,000,000. JLL utilised the income capitalisation method, which entails the assumption of a hypothetical lease over the real estate and estimation of gross rental income as well as a deduction is made for vacancy and applicable real estate expenses or outgoings, including property tax, which are deducted from the gross rent to arrive at a market based net income. This is then capitalized at an appropriate rate for the remaining period of the land lease to arrive at market value. In addition to the income capitalisation method, JLL had also relied upon the depreciated replacement cost method, which involves estimating the current replacement cost of the building and from which deductions are made to allow for depreciation due to age, condition and functional obsolescence. This replacement cost is then added to the vacant land value to derive the market value.

Due to the unique characteristics of the Tuas Property which sets it apart from other JTC industrial properties, JLL had utilised the income capitalisation method and the depreciated replacement cost method in its valuation of the Tuas Property instead of the comparison method which it had utilised for the Fan Yoong Property. The Tuas Property is an open-sided building and would likely appeal to an owner-occupier in the construction industry as it can be used for the following purposes:

(a) repair, maintenance and storage of construction machinery (e.g. cranes and excavators) and construction materials (e.g. formworks and scaffolds);

(b) fabrication, assembly and storage of structural steel;

(c) assembly and storage of fabricated bathroom units; and

(d) research and training facilities for construction technology development.

Based on the Updated Tuas Property Valuation which was issued by JLL and commissioned by the Group to determine the updated valuation of the Tuas Property for the purpose of the proposed disposal of the Tuas Property, as at 28 February 2025, the value of the unexpired leasehold interest in the Tuas Property, with vacant possession and free from all encumbrances, was S$10,300,000. The Updated Tuas Property Valuation is based on JLL's assessment of market conditions for properties of such nature as at the date of valuation.

4.4.3 Pontian Land Parcels Valuation

Based on the Pontian Land Parcels Valuation which was issued by JLW and commissioned by the Group to determine the market value of the Pontian Land Parcels for the purpose of the proposed disposal of the Pontian Land Parcels, as at 26 February 2025, the value of the Pontian Land Parcels, on the assumption of the Pontian Land Parcels (i) being free and clear of all charges, lien and all other encumbrances which may be secured thereon and (ii) free of all statutory notices and outgoings, is RM49,700,000 (equivalent to approximately S$15,045,561). The Pontian Land Parcels Valuation is based on JLW's assessment of market value, being the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm's-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion. JLW utilised the comparison approach, which entails comparing the Pontian Land Parcels with the sales of other similar properties and making adjustments for the differences between the Pontian Land Parcels and the other similar properties.

4.5 Disposal Consideration of the Fan Yoong Property, the Tuas Property, and the Pontian Land Parcels

(a) Subject to Section 4.5(b) of this Appendix, each of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels may be disposed at a price which the Directors deem fair and reasonable after taking into account the relevant factors including but not limited to the latest available valuation of the relevant property conducted by independent valuers, including but not limited to the market values set out in the Updated Fan Yoong Property Valuation, the Updated Tuas Property Valuation and the Pontian Land Parcels Valuation.

(b) The Minimum Disposal Price of each of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels shall not be lower than 90% of the respective market value of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels as set out in the Updated Fan Yoong Property Valuation, the Updated Tuas Property Valuation and the Pontian Land Parcels Valuation respectively, which are set out below:

	Market Value	**Minimum Disposal Price**
Fan Yoong Property	S$23,500,000	S$21,150,000
Tuas Property	S$10,300,000	S$9,270,000
Pontian Land Parcels	RM49,700,000 (equivalent to approximately S$15,045,561)	RM44,730,000 (equivalent to approximately S$13,541,004)
Total	S$48,845,561	S$43,961,004

(c) The Minimum Disposal Price represents the lowest price at which the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels can each be disposed of under the Disposal Mandate, and has been put in place to ensure that the sale price of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels is not lower than a certain fixed threshold determined based on a percentage of their respective market values as assessed by independent valuers, thereby protecting the interests of Shareholders. The Company is further of the view that the Minimum Disposal Price thresholds are higher than the forced sale values of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels which are typically significantly lower than 90% of the market value, and would enhance the Group's liquidity position, generate additional working capital and facilitate the recycling of capital for upcoming and new projects.

(d) Upon successful completion of a sale transaction, the following fees will be payable:

(i) commission of up to 2% of the sale price of the Fan Yoong Property and the Tuas Property would be payable to the marketing agent(s) to be appointed by the Group in line with market practice in the Singapore property market;

(ii) commission of up to 3% of the sale price of the Pontian Land Parcels would be payable to the marketing agent(s) to be appointed by the Group in line with market practice in the Malaysian property market;

(iii) legal costs and disbursements of up to 1% of the sale price would be payable to the solicitors;

(iv) with respect to the Pontian Land Parcels, real property gains tax payments, if any, to Lembaga Hasil Dalam Negeri (the Inland Revenue Board of Malaysia); and

(v) with respect to the Pontian Land Parcels, applicable sales and service tax would be payable to the Malaysia Government under the Sales and Service Tax Act of Malaysia.

4.6 Value of and Net Profit/Loss Attributable to the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels

(a) There are no net profits attributable to the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels.

(b) Based on the audited consolidated financial statements of the Group for FY2024 and assuming that the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels are disposed of at the Minimum Disposal Price:

(i) the book value of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels are S$16,799,000, S$12,115,000 and S$9,514,000 (based on the prevailing exchange rate at the end of FY2024) respectively;

(ii) the excess/(deficit) of the disposal proceeds over the book value of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels are approximately S$4,351,000, S$(2,845,000) and S$4,027,004 respectively; and

(iii) the net gain on disposal after transaction costs and tax of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels is expected to be approximately S$3,137,714, calculated as follows:

	(S$)
Consideration from the proposed disposals of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels	43,961,004
Less: book value of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels to be disposed	(38,428,000)
Excess of the proceeds over the book value of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels to be disposed	5,533,004

	(S$)
Less: taxation to be paid[1]	(940,611)
Less: transaction costs of the proposed disposals of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels (marketing fee payable to agent(s), solicitors' costs and other expenses) (collectively, "**Transaction Costs**")	(1,454,679)
Net gain on disposal on the proposed disposals of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels after Transaction Costs and tax[2]	3,137,714

(iv) A breakdown of the Transaction Costs are as follows:

	Commission (S$)	Professional fees (S$)	Total (S$)
Fan Yoong Property	423,000	212,000	635,000
Tuas Property	185,400	92,700	278,100
Pontian Land Parcels	406,260	135,319	541,579
Total	1,014,660	440,019	1,454,679

(c) A breakdown of the book values as at 31 December 2024, the market values and the Transaction Costs in relation to the proposed disposals of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels are as follows:

	Book Value as at 31 December 2024 (S$)	Market Value (S$)	Transaction Costs (S$)	Minimum Disposal Price (S$)
Fan Yoong Property	16,799,000	23,500,000	(635,000)	21,150,000
Tuas Property	12,115,000	10,300,000	(278,100)	9,270,000
Pontian Land Parcels	9,514,000 (based on the prevailing exchange rate at the end of FY2024)	15,045,561	(541,579)	13,541,004
Total	38,428,000	48,845,561	(1,454,679)	43,961,004

1 The taxation to be paid was calculated by multiplying the excess of the disposal proceeds over the book value of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels (as provided in Section 4.6(b)(ii) of this Appendix) by the prevailing corporate income tax rate of 17%.

2 Includes, *inter alia*, an aggregate of S$1,014,660 in commission to be paid to the marketing agents, S$440,019 in professional fees, and approximately S$940,611 in capital gain tax.

(d) No impairments have been made for each of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels.

(e) Notwithstanding the fact that the disposal of the Tuas Property would result in a loss of S$2,845,000 if sold at the Minimum Disposal Price, it would be in the interest of the Company to monetise the Tuas Property and enhance the liquidity of Group. As stated in Section 4.3.2 of this Appendix, RVD no longer requires the space in the Tuas Property for its operations given that it has already shifted a portion of its operations to Malaysia, thereby also lowering its costs. Accordingly, taking into account the cost of maintaining the Tuas Property and the low utilisation of the facilities, the Board is of the view that the disposal of the Tuas Property would, as a whole, generate a greater benefit to the Group.

4.7 Rationale for the Disposal Mandate

The Board believes that the Disposal Mandate is in the best interests of the Group and the Shareholders, as it will enable the Group to realise the value of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels, thereby improving the liquidity of the Group. This would also allow the Group to reallocate its resources to improve and optimise the utilisation of assets.

4.8 Terms of the Disposal Mandate

The terms of the Disposal Mandate are as follows:

(a) The Fan Yoong Property, the Tuas Property and the Pontian Land Parcels may be disposed of through various arrangements and/or transaction structures agreed with the prospective purchaser(s) at the sole discretion of the Directors without seeking the specific approval of Shareholders for such disposal.

(b) Subject to Section 4.8(c) of this Appendix, the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels shall be disposed of at a price which the Directors deem fair and reasonable, after taking into account the relevant factors including but not limited to the latest available valuation of the relevant property conducted by independent valuers, including but not limited to the market values set out in the Updated Fan Yoong Property Valuation, the Updated Tuas Property Valuation and the Pontian Land Parcels Valuation, with such valuation being not more than 12 months before the grant of any option to purchase or signing of any sale and purchase agreement in relation to the disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels.

(c) The disposal price of each of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels shall be at least the Minimum Disposal Price, being a price not lower than 90% of the market value of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels as determined in the Updated Fan Yoong Property Valuation, the Updated Tuas Property Valuation and the Pontian Land Parcels Valuation respectively.

(d) The consideration in respect of such disposal shall be satisfied in cash upon completion of the sale and in such manner as the Board deems fit in the best interest of the Company.

(e) If the Proposed Renewal of the Disposal Mandate is approved by the Shareholders at the 2025 AGM, the authority conferred by the Disposal Mandate will continue in force until the next AGM of the Company is held or is required by law to be held (whereupon at the end of the period it will lapse, unless renewed) or until it is varied or revoked by the Company in a general meeting, whichever is the earliest. During the period when the Disposal Mandate is in force, the Group may enter into memorandums of agreement, including but not limited to options to purchase, put and call option agreements and sale and purchase agreements, with any prospective purchaser(s) of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels and such agreements shall not be subject to the specific approval of the Shareholders, notwithstanding that the completion date of the relevant transaction may fall on a date after the Disposal Mandate has lapsed.

(f) Any negotiation with an intending purchaser of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels shall be conducted on an arm's length and commercial basis, taking into account such factors, including but not limited to the prevailing economic conditions, the timeframe for marketing the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels and comparison of the results from various marketing agent(s), as the Directors may deem fit in the interests of the Group.

(g) Assuming that the approval of the Shareholders for the Proposed Renewal of the Disposal Mandate is obtained at the 2025 AGM, the Directors will be responsible for facilitating the proposed disposals of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels. The Directors shall exercise the authority conferred by the Disposal Mandate in the best interest of the Company.

(h) If the Directors are not able to dispose of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels in accordance with the terms set forth above, the Company will revert to the Shareholders for a fresh mandate for specific approval for the relevant transaction(s) pursuant to Rule 1014 of the Listing Manual, as applicable.

4.9 Announcement of Disposals

The Company will update the Shareholders of transactions conducted under the Disposal Mandate by making announcement(s) upon the grant of options to purchase or the entry into definitive agreements in relation to, and upon the completion of, the disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels in compliance with Chapter 10 of the Listing Manual.

4.10 Financial Effects of the Proposed Disposals of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels

4.10.1 The financial effects of the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels pursuant to the Disposal Mandate set out below are purely for illustrative purposes only and do not reflect the future financial position of the Company or the Group after the disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels. The financial effects were calculated based on the audited consolidated financial statements of the Group for FY2024, and the expenses in connection with the proposed disposals of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels (including any marketing fees payable to the marketing agent(s), professional fees and other related expenses) have been disregarded.

4.10.2 The financial effects have been prepared based on the following key bases and assumptions:

(i) for the purposes of illustrating the financial effects of the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels on the NTA per Share of the Group, it is assumed that the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels were disposed of at the end of FY2024;

(ii) for the purposes of illustrating the financial effects of the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels on the LPS of the Group, it is assumed that the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels were disposed of at the beginning of FY2024; and

(iii) the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels were disposed at the Minimum Disposal Price, being 90% of the market price of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels set out in the Updated Fan Yoong Property Valuation, the Updated Tuas Property Valuation and the Pontian Land Parcels Valuation respectively.

(a) NTA per Share

The effect of the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels on the NTA per Share of the Group as at 31 December 2024 is as follows:

As at 31 December 2024	**Before the Proposed Disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels**	**After the Proposed Disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels**
NTA (S$'000)	73,162	78,695
NTA per Share (cents)	16.60	17.84

The effect of the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels on the NTA per Share of the Group as at 31 December 2024 (taking into account the rental and other related expenses payable for the lease of the new premises located at 30A Kallang Place #04-01 to #04-11 Singapore 339213 to which the Group has shifted its office headquarters in connection with the proposed disposal of the Fan Yoong Property) is as follows:

As at 31 December 2024	**Before the Proposed Disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels**	**After the Proposed Disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels**
NTA (S$'000)	73,162	77,664
NTA per Share (cents)	16.60	17.61

(b) EPS

The effect of the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels on the EPS of the Group for FY2024 is as follows:

FY2024	**Before the Proposed Disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels**	**After the Proposed Disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels**
Profit after tax and non-controlling interests (S$'000)	2,858	8,391
EPS (cents)	0.65	1.90

The effect of the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels on the EPS of the Group for FY2024 (taking into account the rental and other related expenses payable for the lease of the new premises located at 30A Kallang Place #04-01 to #04-11 Singapore 339213 to which the Group has shifted its office headquarters in connection with the proposed disposal of the Fan Yoong Property) is as follows:

FY2024	**Before the Proposed Disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels**	**After the Proposed Disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels**
Profit after tax and non-controlling interests (S$'000)	2,858	7,360
EPS (cents)	0.65	1.67

(c) A breakdown of the *pro forma* financial effects (i.e. effects on the Group's NTA and EPS) of the disposals of each of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels on a standalone basis is as follows:

(i) Fan Yoong Property

As at 31 December 2024	**Before the Proposed Disposal of the Fan Yoong Property**	**After the Proposed Disposal of the Fan Yoong Property**
NTA (S$'000)	73,162	77,513
NTA per Share (cents)	16.60	17.57

FY2024	Before the Proposed Disposal of the Fan Yoong Property	After the Proposed Disposal of the Fan Yoong Property
Profit after tax and non-controlling interests (S$'000)	2,858	7,209
EPS (cents)	0.65	1.63

A breakdown of the *pro forma* financial effects (i.e. effects on the Group's NTA and EPS) of the disposal of the Fan Yoong Property on a standalone basis (taking into account the rental and other related expenses payable for the lease of the new premises located at 30A Kallang Place #04-01 to #04-11 Singapore 339213 to which the Group has shifted its office headquarters in connection with the proposed disposal of the Fan Yoong Property) is as follows:

As at 31 December 2024	Before the Proposed Disposal of the Fan Yoong Property	After the Proposed Disposal of the Fan Yoong Property
NTA (S$'000)	73,162	76,482
NTA per Share (cents)	16.60	17.34

FY2024	Before the Proposed Disposal of the Fan Yoong Property	After the Proposed Disposal of the Fan Yoong Property
Profit after tax and non-controlling interests (S$'000)	2,858	6,178
EPS (cents)	0.65	1.40

(ii) Tuas Property

As at 31 December 2024	Before the Proposed Disposal of the Tuas Property	After the Proposed Disposal of the Tuas Property
NTA (S$'000)	73,162	70,317
NTA per Share (cents)	16.60	15.94

FY2024	Before the Proposed Disposal of the Tuas Property	After the Proposed Disposal of the Tuas Property
Profit after tax and non-controlling interests (S$'000)	2,858	13
EPS/(LPS) (cents)	0.65	0.01

(iii) Pontian Land Parcels

As at 31 December 2024	Before the Proposed Disposal of the Pontian Land Parcels	After the Proposed Disposal of the Pontian Land Parcels
NTA (S$'000)	73,162	77,189
NTA per Share (cents)	16.60	17.50

FY2024	Before the Proposed Disposal of the Pontian Land Parcels	After the Proposed Disposal of the Pontian Land Parcels
Profit after tax and non-controlling interests (S$'000)	2,858	6,885
EPS (cents)	0.65	1.56

4.11 Relative Figures Computed based on Rule 1006 of the Listing Manual

(a) The relative figures for the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels (assuming the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels are all disposed of) pursuant to the Disposal Mandate computed on the bases set out in Rule 1006 of the Listing Manual are set out below:

Rule	Basis	Relative Figure
1006(a)	Net asset value of the assets to be disposed of, compared with the group's net asset value. This basis is not applicable to an acquisition of assets(1).	51.6%
1006(b)	Net profits attributable to the assets acquired or disposed of, compared with the group's net profits.	Not applicable as there are no net profits attributable to the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels.
1006(c)	Aggregate value of the consideration given or received, compared with the issuer's market capitalisation, based on the total number of issued shares excluding treasury shares(2).	102.5%

Rule	Basis	Relative Figure
1006(d)	Number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable to the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels as it is not an acquisition.
1006(e)	Aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets. If the reserves are not directly comparable, the Exchange may permit valuations to be used instead of volume or amount.	Not applicable to the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels as it is not a disposal of mineral, oil or gas assets by a mineral, oil and gas company.

Notes:

(1) Based on the net asset value of the Group of S$74,504,000 and the aggregate net asset value of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels of S$38,428,000 as at 31 December 2024.

(2) Based on the aggregate Minimum Disposal Price of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels of S$43,961,004 and the Company's market capitalisation of S$42,880,128 (computed by multiplying the Company's issued ordinary share capital of 461,076,649 Shares excluding treasury shares and subsidiary holdings by the volume weighted average price of the Shares on the SGX-ST of S$0.093 on 21 March 2025 (being the most recent day prior to the Latest Practicable Date on which there was trading in the Shares on the SGX-ST)).

As the relative figures computed under Rules 1006(a) and 1006(c) of the Listing Manual exceed 20%, the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels pursuant to the Disposal Mandate is classified as a "major transaction" as defined in Rule 1014 of the Listing Manual. Accordingly, the approval of the Shareholders at the 2025 AGM is required for the Proposed Renewal of the Disposal Mandate.

(b) The relative figures for the proposed disposal of the Fan Yoong Property pursuant to the Disposal Mandate computed on the bases set out in Rule 1006 of the Listing Manual are set out below:

Rule	Basis	Relative Figure
1006(a)	Net asset value of the assets to be disposed of, compared with the group's net asset value. This basis is not applicable to an acquisition of assets[(1)].	22.5%
1006(b)	Net profits attributable to the assets acquired or disposed of, compared with the group's net profits.	Not applicable as there are no net profits attributable to the Fan Yoong Property.
1006(c)	Aggregate value of the consideration given or received, compared with the issuer's market capitalisation, based on the total number of issued shares excluding treasury shares[(2)].	49.3%
1006(d)	Number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable to the proposed disposal of the Fan Yoong Property as it is not an acquisition.
1006(e)	Aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets. If the reserves are not directly comparable, the Exchange may permit valuations to be used instead of volume or amount.	Not applicable to the proposed disposal of the Fan Yoong Property as it is not a disposal of mineral, oil or gas assets by a mineral, oil and gas company.

Notes:

(1) Based on the net asset value of the Group of S$74,504,000 and the net asset value of the Fan Yoong Property of S$16,799,000 as at 31 December 2024.

(2) Based on the Minimum Disposal Price of the Fan Yoong Property of S$21,150,000 and the Company's market capitalisation of S$42,880,128 (computed by multiplying the Company's issued ordinary share capital of 461,076,649 Shares excluding treasury shares and subsidiary holdings by the volume weighted average price of the Shares on the SGX-ST of S$0.093 on 21 March 2025 (being the most recent day prior to the Latest Practicable Date on which there was trading in the Shares on the SGX-ST)).

As the relative figures computed under Rules 1006(a) and 1006(c) of the Listing Manual exceed 20%, the proposed disposal of the Fan Yoong Property pursuant to the Disposal Mandate is classified as a "major transaction" as defined in Rule 1014 of the Listing Manual. Accordingly, the approval of the Shareholders at the 2025 AGM is required for the Proposed Renewal of the Disposal Mandate.

(c) The relative figures for the proposed disposal of the Tuas Property pursuant to the Disposal Mandate computed on the bases set out in Rule 1006 of the Listing Manual are set out below:

Rule	Basis	Relative Figure
1006(a)	Net asset value of the assets to be disposed of, compared with the group's net asset value. This basis is not applicable to an acquisition of assets[(1)].	16.3%
1006(b)	Net profits attributable to the assets acquired or disposed of, compared with the group's net profits.	Not applicable as there are no net profits attributable to the Tuas Property.
1006(c)	Aggregate value of the consideration given or received, compared with the issuer's market capitalisation, based on the total number of issued shares excluding treasury shares[(2)].	21.6%
1006(d)	Number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable to the proposed disposal of the Tuas Property as it is not an acquisition.
1006(e)	Aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets. If the reserves are not directly comparable, the Exchange may permit valuations to be used instead of volume or amount.	Not applicable to the proposed disposal of the Tuas Property as it is not a disposal of mineral, oil or gas assets by a mineral, oil and gas company.

Notes:

(1) Based on the net asset value of the Group of S$74,504,000 and the net asset value of the Tuas Property of S$12,115,000 as at 31 December 2024.

(2) Based on the Minimum Disposal Price of the Tuas Property of S$9,270,000 and the Company's market capitalisation of S$42,880,128 (computed by multiplying the Company's issued ordinary share capital of 461,076,649 Shares excluding treasury shares and subsidiary holdings by the volume weighted average price of the Shares on the SGX-ST of S$0.093 on 21 March 2025 (being the most recent day prior to the Latest Practicable Date on which there was trading in the Shares on the SGX-ST)).

As the relative figure computed under Rule 1006(c) of the Listing Manual exceeds 20%, the proposed disposal of the Tuas Property pursuant to the Disposal Mandate is classified as a "major transaction" as defined in Rule 1014 of the Listing Manual. Accordingly, the approval of the Shareholders at the 2025 AGM is required for the Proposed Renewal of the Disposal Mandate.

(d) The relative figures for the proposed disposal of the Pontian Land Parcels pursuant to the Disposal Mandate computed on the bases set out in Rule 1006 of the Listing Manual are set out below:

Rule	Basis	Relative Figure
1006(a)	Net asset value of the assets to be disposed of, compared with the group's net asset value. This basis is not applicable to an acquisition of assets[(1)].	12.8%
1006(b)	Net profits attributable to the assets acquired or disposed of, compared with the group's net profits.	Not applicable as there are no net profits attributable to the Pontian Land Parcels.
1006(c)	Aggregate value of the consideration given or received, compared with the issuer's market capitalisation, based on the total number of issued shares excluding treasury shares[(2)].	31.6%
1006(d)	Number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable to the proposed disposal of the Pontian Land Parcels as it is not an acquisition.

Rule	Basis	Relative Figure
1006(e)	Aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets. If the reserves are not directly comparable, the Exchange may permit valuations to be used instead of volume or amount.	Not applicable to the proposed disposal of the Pontian Land Parcels as it is not a disposal of mineral, oil or gas assets by a mineral, oil and gas company.

Notes:

(1) Based on the net asset value of the Group of S$74,504,000 and the net asset value of the Pontian Land Parcels of S$9,514,000 as at 31 December 2024.

(2) Based on the Minimum Disposal Price of the Pontian Land Parcels of S$13,541,004 and the Company's market capitalisation of S$42,880,128 (computed by multiplying the Company's issued ordinary share capital of 461,076,649 Shares excluding treasury shares and subsidiary holdings by the volume weighted average price of the Shares on the SGX-ST of S$0.093 on 21 March 2025 (being the most recent day prior to the Latest Practicable Date on which there was trading in the Shares on the SGX-ST)).

As the relative figure computed under Rule 1006(c) of the Listing Manual exceeds 20%, the proposed disposal of the Pontian Land Parcels pursuant to the Disposal Mandate is classified as a "major transaction" as defined in Rule 1014 of the Listing Manual. Accordingly, the approval of the Shareholders at the 2025 AGM, is required for the Proposed Renewal of the Disposal Mandate.

4.12 Intended Use of Proceeds

The Company expects to utilise the net proceeds of the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels pursuant to the Disposal Mandate of approximately S$42,506,325, assuming that the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels are disposed at the Minimum Disposal Price and after deducting Transaction Costs, for working capital, project financing and repayment of bank borrowings.

Pending the deployment of the unutilised proceeds for the purposes mentioned above, such proceeds may be deposited with banks and/or financial institutions, invested in short-term money markets and/or marketable securities, or used for any other purpose on a short-term basis, as the Directors may deem appropriate in the interests of the Group.

A breakdown of the estimated net proceeds of the disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels are as follows:

(a) Fan Yoong Property

	(S$)
Consideration	21,150,000
Less: Transaction Costs	(635,000)
Net Proceeds	20,515,000

(i) Tuas Property

	(S$)
Consideration	9,270,000
Less: Transaction Costs	(278,100)
Net Proceeds	8,991,900

(ii) Pontian Land Parcels

	(RM)	(S$)
Consideration	44,730,000	13,541,004
Less: Transaction Costs	(1,789,000)	(541,579)
Net Proceeds	42,941,000	12,999,425

4.13 Interest of the Directors and Substantial Shareholders

None of the Directors, Substantial Shareholders and their respective associates have any interests in the Proposed Renewal of the Disposal Mandate, other than through their respective shareholdings (if any) in the Company.

4.14 Directors' Service Contracts

No person will be appointed to the Board, and no service contract will be entered into by the Group, in connection with the proposed disposals of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels pursuant to the Disposal Mandate.

5. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of Directors and Substantial Shareholders in the Shares as recorded in the Register of Directors' Shareholdings and the Register of Members, respectively, as at the Latest Practicable Date, are as follows:

	Number of Shares			
	Direct Interest	Deemed Interest	Total Interest	%[1]
Directors				
Teo Ho Pin	–	–	–	–
Pay Sim Tee	–	–	–	–
Pek Zhi Kai	–	–	–	–
Lee Yew Sim[2]	762,630	285,512,700	286,275,330	62.1
Ong Seet Joon	–	–	–	–
Ng Kim Beng	–	–	–	–
Substantial Shareholders who are not also Directors				
TSS	271,197,960	–	271,197,960	58.8
PTC[3]	32,279,520	271,197,960	303,477,480	65.8
Estate of Pek Ah Tuan[4]	3,604,920	32,279,520	35,884,440	7.8

Notes:

(1) The percentage shareholding is based on the total issued share capital of the Company of 461,076,649 Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date.

(2) Lee Yew Sim is deemed interested in (i) 1,582,350 Shares held by him on trust for the estate of his mother Lim Kim Eng, (ii) 12,732,390 Shares held by Wan Seng as he holds approximately 23.8% of the shares in Wan Seng and the other shareholders of Wan Seng are accustomed or under an obligation whether formal or informal to act in accordance with his directions, instructions and wishes in relation to the 12,732,390 Shares held by Wan Seng, and (iii) all the 271,197,960 Shares held by TSS as he and his associates (as defined in Section 4(6) of the SFA) collectively hold approximately 22.7% of the shares in TSS, pursuant to Section 4 of the SFA.

(3) PTC is deemed interested in all the 271,197,960 Shares held by TSS as PTC holds approximately 47.8% of the shares in TSS, pursuant to Section 4 of the SFA.

(4) The estate of Pek Ah Tuan is deemed interested in all the 32,279,520 Shares held by PTC as the estate of Pek Ah Tuan and its associates (as defined in Section 4(6) of the SFA) collectively hold approximately 40.1% of the shares in PTC, pursuant to Section 4 of the SFA.

6. ANNUAL GENERAL MEETING

The 2025 AGM, notice of which has been announced on 15 April 2025, will be held on Wednesday, 30 April 2025 at 2.00 p.m. at 30A Kallang Place, #04-01, Singapore 339213 for the purposes, *inter alia*, of considering and, if thought fit, passing, with or without modification, the ordinary resolutions relating to the Proposed Renewal of the Share Buy-Back Mandate, the Proposed Renewal of the IPT Mandate, and the Proposed Renewal of the Disposal Mandate as set out in the notice of the 2025 AGM.

7. ACTION TO BE TAKEN BY SHAREHOLDERS

Where a member (whether individual or corporate) 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 Proxy Form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

Investors whose Shares are held with relevant intermediaries including CPF Investors and SRS Investors, who wish to appoint the Chairman of the AGM as proxy, should approach their respective intermediaries such as CPF Agent Banks or SRS Agent Banks to submit their votes at least seven working days before the AGM in order to allow sufficient time for their respective CPF Agent Banks or SRS Agent Banks to in turn submit a Proxy Form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.

The instrument appointing the Chairman of the AGM as proxy must be submitted to the Company in the following manner:

(a) if sent personally or by post, by depositing a physical copy at the registered office of the Company at 30A Kallang Place #04-01, Singapore 339213; or

(b) if submitted by email, by sending a scanned PDF copy that is received by the Company at agm@tiongseng.com.sg,

in either case, by 2.00 p.m. on 28 April 2025 (being not less than forty-eight hours before the time fixed for holding the 2025 AGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

All substantial and relevant questions received from shareholders prior to a general meeting, will be publicly addressed by the Board of Directors and/or management at least 48 hours prior to the closing date and time for the lodgment of the proxy forms.

8. DIRECTORS' RECOMMENDATIONS

8.1 The Directors, having carefully considered the terms and rationale of the Proposed Renewal of the Share Buy-Back Mandate, are of the view that the Proposed Renewal of the Share Buy-Back Mandate is in the best interests of the Company and accordingly, recommend that Shareholders vote in favour of the ordinary resolution in relation to the Proposed Renewal of the Share Buy-Back Mandate to be proposed at the 2025 AGM.

8.2 Having considered the terms and rationale of the Proposed Renewal of the IPT Mandate, the Directors who are deemed to be independent for the purposes of making a recommendation to Shareholders in respect of the Proposed Renewal of the IPT Mandate, being Dr Teo Ho Pin, Mr Lee Yew Sim, Mr Ong Seet Joon and Mr Ng Kim Beng (the "**Non-Interested Directors**"), are of the opinion that the Proposed Renewal of the IPT Mandate is in the best interests of the Company. Accordingly, the Non-Interested Directors recommend that the Shareholders vote in favour of the ordinary resolution in relation to the Proposed Renewal of the IPT Mandate to be proposed at the 2025 AGM.

8.3 The Directors, having carefully considered the terms and rationale of the Proposed Renewal of the Disposal Mandate, are of the view that the Proposed Renewal of the Disposal Mandate is in the best interests of the Company and accordingly, recommend that Shareholders vote in favour of the ordinary resolution in relation to the Proposed Renewal of the Disposal Mandate to be proposed at the 2025 AGM.

9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the Proposed Renewal of the Share Buy-Back Mandate, the Proposed Renewal of the IPT Mandate, the Proposed Renewal of the Disposal Mandate and the Company and its Subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading.

Where information in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix in its proper form and context.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company at 30A Kallang Place #04-01 to #04-11 Singapore 339213, during normal business hours from the date of this Appendix up to and including the date of the 2025 AGM:

(a) the Constitution;

(b) the annual report of the Company for FY2024;

(c) the Fan Yoong Property Valuation Report;

(d) the Updated Fan Yoong Property Valuation;

(e) the Tuas Property Valuation Report;

(f) the Updated Tuas Property Valuation; and

(g) the Pontian Land Parcels Valuation.

This Appendix and the annual report for FY2024 are also available on the Company's corporate website at www.tiongseng.com.sg and SGXNET.

Yours faithfully
For and on behalf of the Board of Directors of
TIONG SENG HOLDINGS LIMITED

Pay Sim Tee
Executive Director and Chief Executive Officer

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