

OFFER INFORMATION STATEMENT DATED 10 SEPTEMBER 2024

(Lodged with the Singapore Exchange Securities Trading Limited acting as agent on behalf of the Monetary Authority of Singapore on 10 September 2024)

THIS OFFER INFORMATION STATEMENT IS IMPORTANT. BEFORE MAKING ANY INVESTMENT IN THE RIGHTS SHARES (AS DEFINED HEREIN) BEING OFFERED, YOU SHOULD CONSIDER THE INFORMATION PROVIDED IN THIS DOCUMENT CAREFULLY, AND CONSIDER WHETHER YOU UNDERSTAND WHAT IS DESCRIBED IN THIS DOCUMENT. YOU SHOULD ALSO CONSIDER WHETHER AN INVESTMENT IN THE RIGHTS SHARES BEING OFFERED IS SUITABLE FOR YOU, TAKING INTO ACCOUNT YOUR INVESTMENT OBJECTIVES AND RISK APPETITE. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL, TAX OR OTHER PROFESSIONAL ADVISER(S) IMMEDIATELY. YOU ARE RESPONSIBLE FOR YOUR OWN INVESTMENT CHOICES.

Capitalised terms used below which are not otherwise defined herein shall have the same meanings as ascribed to them in this offer information statement (the "Offer Information Statement").

The securities offered are issued by Y Ventures Group Ltd. (the "Company"), an entity whose shares are listed for quotation on the Catalist Board of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). **Companies listed on Catalist may carry higher investment risk when compared with larger or more established companies listed on the SGX-ST Main Board. In particular, companies may list on Catalist without a track record of profitability and there is no assurance that there will be a liquid market in the securities traded on Catalist. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser.**

This offer is made in or accompanied by the Offer Information Statement that has been lodged with the SGX-ST acting as agent on behalf of the Monetary Authority of Singapore ("the Authority"). A copy of this Offer Information Statement, together with a copy of each of the Application Form for Rights Shares and Excess Rights Shares (the "ARE"), the Application Form for Rights Shares (the "ARS") and the Provisional Allotment Letter (the "PAL") in respect of the Rights Issue (as defined herein), have been lodged with the SGX-ST, acting as agent on behalf of the Authority. Neither the Authority nor the SGX-ST has examined or approved the contents of the Offer Information Statement, the ARE, the ARS or the PAL. Neither the Authority nor the SGX-ST assumes any responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document. Neither the Authority nor the SGX-ST has in any way considered the merits of the securities being offered for investment, the Company and/or its subsidiaries. The lodgement of this Offer Information Statement with the SGX-ST, acting as agent on behalf of the Authority, does not imply that the Securities and Futures Act 2001 of Singapore (the "SFA"), or any other legal or regulatory requirements, or requirements in the SGX-ST's listing rules, have been complied with.

This Offer Information Statement has been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. (the "Sponsor"). It has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Offer Information Statement, including the correctness of any of the statements or opinions made or reports contained in this Offer Information Statement. The contact person for the Sponsor is Mr. Leong Weng Tuck at 36 Robinson Road, #10-06 City House, Singapore 068877, Email: sponsor@rhtgoc.com. The Sponsor has given and has not, before the lodgement of this Offer Information Statement with the SGX-ST, acting as agent on behalf of the Authority, withdrawn its written consent to the inclusion herein of its name and all references thereto in the form and context in which they are included and appear in this Offer Information Statement.

An application has been made for permission for the Rights Shares to be listed for quotation on the Catalist. The listing and quotation notice (the "LQN") has been obtained from the SGX-ST on 6 August 2024 for the listing of and quotation for the Rights Shares on the Catalist Board of the SGX-ST, subject to compliance with the SGX-ST's listing requirements and certain conditions as set out in the LQN. The LQN granted by the SGX-ST for the admission of, listing of and quotation for the Rights Shares is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Company and/or its subsidiaries. The SGX-ST assumes no responsibility for the correctness or accuracy of any of the statements made, reports contained and opinions expressed in this Offer Information Statement. The Rights Shares will be admitted to the Catalist Board of the SGX-ST and the official listing of, and quotation for, the Rights Shares will commence after all conditions imposed by the SGX-ST are satisfied, the certificates relating thereto have been issued and the notification letters from The Central Depository (Pte) Limited ("CDP") have been despatched.

Notification under Section 309B of the SFA – The Rights Shares are classified as "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018).

This Offer Information Statement and its accompanying documents have been prepared solely in relation to the Rights Issue and shall not be relied upon by any other person or for any other purpose. No Shares will be allotted or allocated on the basis of this Offer Information Statement later than six (6) months after the date of lodgement of this Offer information Statement. After the expiration of six (6) months from the date of lodgement of this Offer Information Statement, no person shall make an offer of securities, or allot, issue or sell any securities, on the basis of this Offer Information Statement; and no officer or equivalent person or promoter of the Company will authorise or permit the offer of any securities or the allotment, issue or sale of any securities, on the basis of this Offer Information Statement.

Acceptance of applications will be conditional upon issue of the Rights Shares and upon listing of the Rights Shares on the Catalist Board of the SGX-ST. Monies paid in respect of any application accepted will be returned if the listing of and quotation for the Rights Shares does not proceed.

This document is important. If you are in any doubt as to the action you should take, you should consult your legal, financial, tax, or other professional adviser(s). **Your attention is drawn to the "Risk Factors" section of this Offer Information Statement which you should review carefully.**



Y-VENTURES
FIND YOUR EDGE

Y VENTURES GROUP LTD.

(Incorporated in the Republic of Singapore on 2 January 2013)

(Company Registration Number: 201300274R)

PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 246,854,000 NEW SHARES IN THE CAPITAL OF THE COMPANY (THE "RIGHTS SHARES") AT AN ISSUE PRICE OF S\$0.004 FOR EACH RIGHTS SHARE, ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY ONE (1) EXISTING SHARE IN THE CAPITAL OF THE COMPANY HELD BY ENTITLED SHAREHOLDERS OF THE COMPANY AS AT THE RECORD DATE, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED (THE "RIGHTS ISSUE")

IMPORTANT DATES AND TIMES

Last date and time for splitting and trading of Nil-Paid Rights	:	23 September 2024 at 5.00 p.m.
Last date and time for acceptance of Rights Shares and/or excess Rights Shares application and payment for the Rights Shares and/or excess Rights Shares	:	27 September 2024 at 5.30 p.m. (9.30 p.m. for Electronic Applications through ATMs of the Participating Bank)
Last date and time for acceptance of and payment for Rights Shares by renounees	:	27 September 2024 at 5.30 p.m. (9.30 p.m. for Electronic Applications through ATMs of the Participating Bank)

IMPORTANT NOTES

Capitalised terms used below which are not otherwise defined herein shall have the same meanings as ascribed to them under the “Definitions” section of this Offer Information Statement.

This Offer Information Statement is being disseminated electronically through publication on SGXNET and on the Company’s website pursuant to regulation 3(2)(a) of the Securities and Futures (Offers of Investments) (Temporary Exemption from Sections 277(1)(c) and 305B(1)(b)) Regulations 2020, and the physical copy of this Offer Information Statement will not be despatched to the Entitled Shareholders and Purchasers. A notification letter will be despatched to the Entitled Shareholders and Purchasers, containing instructions on how they can access the electronic version of this Offer Information Statement.

Notification under Section 309B of the SFA: The Nil-Paid Rights and the Rights Shares are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

For Entitled Depositors (which excludes Entitled Scripholders, SRS Investors and investors who hold Shares through finance companies and/or Depository Agents) and their renounees, acceptances of the Rights Shares and/or (if applicable) applications for excess Rights Shares may be made through CDP or by way of an Electronic Application at any ATM of the Participating Bank or through an Accepted Electronic Service.

For Entitled Scripholders and their renounees, acceptances of the Rights Shares and/or (if applicable) applications for excess Rights Shares may be made by way of the PAL through the Share Registrar, to In.Corp Corporate Services Pte. Ltd. at 30 Cecil Street #19-08 Prudential Tower, Singapore 049712.

As the Company’s Shares are not registered under the CPFIS, monies in CPF Investment Accounts cannot be used for the payment of the Issue Price to accept or purchase provisional allotments of Rights Shares or to apply for excess Rights Shares.

For SRS Investors and investors who hold Shares through finance companies and/or Depository Agents, acceptances of the Rights Shares and (if applicable) applications for excess Rights Shares must be done through their relevant approved banks which they hold their SRS Accounts, and their respective finance companies and/or Depository Agents (as the case may be). Such investors should provide their relevant approved banks which they hold their SRS Accounts, finance companies and/or Depository Agents (as the case may be) with the appropriate instructions early in order for such intermediaries to make the relevant acceptances of Nil-Paid Rights and (if applicable) applications of Nil-Paid Rights on their behalf by the Closing Date. Any acceptance and/or application made or purported to be made directly through CDP, the Share Registrar, the Company and/or by way of Electronic Application at any ATM of the Participating Bank or through an Accepted Electronic Service will be rejected.

For Shareholders who have subscribed for or purchased Shares under the SRS, acceptances of their Rights Shares and (if applicable) application for excess Rights Shares can only be made, subject to applicable SRS rules and regulations, using monies standing to the credit of their respective SRS Accounts. Such SRS Investors who have insufficient funds in their SRS Accounts may, subject to the SRS contribution cap, deposit cash into their SRS Accounts with their approved banks before instructing their respective approved banks to accept the Rights Shares and (if applicable) apply for excess Rights Shares. SRS monies may not, however, be used for the purchase of the Nil-Paid Rights directly from the market.

IMPORTANT NOTES

For renounees of Entitled Shareholders or purchasers of Nil-Paid Rights traded on the SGX-ST during the Rights Trading Period (“**Purchasers**”) whose purchases are settled through finance companies or Depository Agents, acceptances of the Rights Shares represented by the Nil-Paid Rights purchased must be done through the respective finance companies or Depository Agents, as the case may be. Such renounees and Purchasers are advised to provide their respective finance companies or Depository Agents, as the case may be, with the appropriate instructions early in order for such intermediaries to make the relevant acceptances on their behalf by the Closing Date. Any acceptance of the Rights Shares made directly through CDP, the Share Registrar and/or the Company, as well as Electronic Applications at ATMs of the Participating Bank or through an Accepted Electronic Service, will be rejected.

The existing Shares are listed and quoted on the Catalist Board of the SGX-ST.

Persons wishing to subscribe for the Rights Shares offered under this Offer Information Statement should, before deciding whether to so subscribe, carefully read this Offer Information Statement in its entirety in order to make an informed assessment of the affairs of the Company and the Group, including but not limited to, the assets and liabilities, profits and losses, financial position, risk factors, performance and prospects of the Company and the Group, and the rights and liabilities attaching to the Rights Shares and/or the Shares. They should make their own independent enquiries and investigations of any bases and assumptions upon which financial projections, if any, are made or based, and carefully consider this Offer Information Statement in light of their personal circumstances (including financial and taxation affairs). It is recommended that such persons seek professional advice from their bank manager, stockbroker, solicitor, accountant, tax adviser or other professional adviser before deciding whether to acquire the Rights Shares, purchase any Shares or invest in the Company.

No person has been authorised to give any information or to make any representations, other than those contained in this Offer Information Statement, in connection with the Rights Issue, the provisional allotments of the Rights Shares or the allotment and issue of the Rights Shares and, if given or made, such information or representations must not be relied upon as having been authorised by the Company.

Save as expressly stated in this Offer Information Statement, nothing contained herein is, or may be relied upon as, a promise or representation as to the future performance or policies of the Company and/or the Group. Neither the delivery of this Offer Information Statement nor the issue of the Rights Shares shall, under any circumstances, constitute a continuing representation, or give rise to any implication, that there has been no material change in the affairs of the Company or the Group, or any of the information contained herein since the date hereof. Where such changes occur after the date hereof and are material, or are required to be disclosed by law and/or the SGX-ST, the Company may make an announcement of the same via the SGXNET and, if required, lodge a supplementary or replacement Offer Information Statement with the Authority. All Entitled Shareholders and their renounees and Purchasers should take note of any such announcement and, upon the release of such announcement and/or lodgement of such supplementary or replacement document, as the case may be, shall be deemed to have notice of such changes.

The Company makes no representation or warranty in this Offer Information Statement to any person regarding the legality of an investment in the Rights Shares and/or the Shares, by such person under any investment or any other laws or regulations. No information in this Offer Information Statement should be considered to be business, financial, legal or tax advice. Each prospective investor should consult his own professional or other adviser for business, financial, legal or tax advice regarding an investment in the Rights Shares and/or the Shares.

IMPORTANT NOTES

The Company makes no representation, warranty or recommendation whatsoever as to the merits of the Rights Issue, the Rights Shares, the Shares, the Company, the Group or any other matter related thereto or in connection therewith. Nothing in this Offer Information Statement or the accompanying documents shall be construed as a recommendation to accept and/or purchase the Rights Shares and/or the Shares. Prospective subscribers of the Rights Shares should rely on their own investigation of the financial condition and affairs of the Company and the Group, as well as their own appraisal and determination of the merits of investing in the Company and the Group, and shall be deemed to have done so.

This Offer Information Statement and its accompanying documents have been prepared solely for the purpose of the acceptance and subscription of the Rights Shares under the Rights Issue and may not be relied upon by any person other than Entitled Shareholders (and their renounees and Purchasers of the Nil-Paid Rights) to whom it is despatched by the Company and their renounees or for any other purpose.

This Offer Information Statement, including the PAL, the ARE and the ARS, may not be used for the purpose of, and do not constitute an offer, invitation or solicitation to anyone in any jurisdiction or under any circumstances in which such offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation.

The distribution or dissemination of this Offer Information Statement and/or its accompanying documents and/or the purchase or subscription for the Rights Shares may be prohibited or restricted (either absolutely or subject to various securities requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions. Entitled Shareholders or any other person having possession of this Offer Information Statement and/or its accompanying documents are advised by the Company to inform themselves of and observe such prohibitions and restrictions at their own expense and without liability to the Company. Please refer to the section entitled “*Eligibility of Shareholders to participate in the Rights Issue*” of this Offer Information Statement for further information.

IMPORTANT NOTICE TO SRS INVESTORS AND INVESTORS WHO HOLD SHARES THROUGH A FINANCE COMPANY AND/OR DEPOSITORY AGENT

Capitalised terms used below which are not otherwise defined herein shall have the same meanings as ascribed to them under the "Definitions" section of this Offer Information Statement.

SRS Investors and investors who hold Shares through finance companies or Depository Agents, can only accept their Nil-Paid Rights and (if applicable) apply for excess Rights Shares by instructing their respective SRS Approved Banks with whom they hold their SRS Accounts, and their respective finance companies or Depository Agents, to do so on their behalf in accordance with this Offer Information Statement.

ANY ACCEPTANCE AND/OR (IF APPLICABLE) APPLICATION MADE BY THE ABOVEMENTIONED PERSONS DIRECTLY THROUGH CDP, ELECTRONIC APPLICATIONS THROUGH ATMS OF THE PARTICIPATING BANK OR THROUGH AN ACCEPTED ELECTRONIC SERVICE, THE SHARE REGISTRAR AND/OR THE COMPANY WILL BE REJECTED.

The abovementioned persons, where applicable, will receive notification letter(s) from their respective SRS Approved Banks with whom they hold their SRS Accounts, their respective finance companies or Depository Agents, as the case may be, and should refer to such notification letter(s) for details of the last date and time to submit acceptances of their Nil-Paid Rights and (if applicable) applications for excess Rights Shares to their respective SRS Approved Banks with whom they hold their SRS Accounts, their respective finance companies or Depository Agents, as the case may be.

Such persons are advised to provide their respective SRS Approved Banks with whom they hold their SRS Accounts, their respective finance companies or Depository Agents, as the case may be, with the appropriate instructions no later than the deadlines set by such intermediaries in order for such intermediaries to make the relevant acceptances of Nil-Paid Rights and (if applicable) applications for excess Rights Shares on their behalf in accordance with the terms and conditions in this Offer Information Statement and by the Closing Date.

(A) Use of SRS Funds

SRS Investors can only use, subject to applicable SRS rules and regulations, monies standing to the credit of their respective SRS Accounts to pay for the acceptance of their Nil-Paid Rights and (if applicable) application for excess Rights Shares.

SRS Investors who wish to accept their Nil-Paid Rights and (if applicable) apply for excess Rights Shares using SRS monies will need to instruct their respective SRS Approved Banks with whom they hold their SRS Accounts to accept their Nil-Paid Rights and (if applicable) apply for excess Rights Shares on their behalf in accordance with the terms and conditions in this Offer Information Statement.

Such SRS Investors who have insufficient funds in their SRS Accounts may, subject to the SRS contribution cap, deposit cash into their SRS Accounts with their respective SRS Approved Banks before instructing their respective SRS Approved Banks to accept their Nil-Paid Rights and (if applicable) apply for excess Rights Shares on their behalf.

IMPORTANT NOTICE TO SRS INVESTORS AND INVESTORS WHO HOLD SHARES THROUGH A FINANCE COMPANY AND/OR DEPOSITORY AGENT

SRS Investors should consult their respective SRS Approved Banks regarding the terms and conditions governing such acceptances and applications, as well as the procedures that may be involved in relation to the above. SRS Investors are advised to provide their respective SRS Approved Banks with whom they hold their SRS Accounts with the appropriate instructions no later than the deadlines set by their respective SRS Approved Banks in order for their respective SRS Approved Banks to make the relevant acceptance and (if applicable) application by the Closing Date.

SRS monies cannot, however, be used for the purchase of Nil-Paid Rights directly from the market.

(B) Holdings Through Finance Companies or Depository Agents

Investors who hold Shares through finance companies or Depository Agents must instruct their respective finance companies or Depository Agents, as the case may be, to accept their Nil-Paid Rights and (if applicable) apply for excess Rights Shares on their behalf in accordance with the terms and conditions in this Offer Information Statement.

Such Investors are advised to provide their respective finance companies and/or Depository Agents with the appropriate instructions no later than the deadlines set by their respective finance companies and/or Depository Agents in order for their respective finance companies and/or Depository Agents to make the relevant acceptance and (if applicable) application on their behalf by the Closing Date.

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DEFINITIONS

For the purposes of this Offer Information Statement, the PAL, the ARE and the ARS, the following terms shall, unless the context otherwise requires or unless otherwise stated, have the following meanings:

<i>“1H”</i>	:	Financial half year ended or ending, as the case may be, 30 June
<i>“Accepted Electronic Service”</i>	:	An accepted electronic service delivery network (such as the SGX Investor Portal)
<i>“AGM”</i>	:	The annual general meeting of the Company
<i>“Announcement”</i>	:	The announcement released by the Company on 28 May 2024 in relation to the Rights Issue
<i>“ARE”</i>	:	Application and acceptance form for Rights Shares and excess Rights Shares to be issued to Entitled Depositors in respect of their Nil-Paid Rights
<i>“ARS”</i>	:	Application and acceptance form for Rights Shares to be issued to Purchasers of the Nil-Paid Rights traded on the SGX-ST through the book-entry (scripless) settlement system
<i>“ATM”</i>	:	Automated teller machine(s) of the Participating Bank
<i>“Authority”</i>	:	Monetary Authority of Singapore
<i>“Board of Directors” or “Board”</i>	:	The board of Directors of the Company as at the date of this Offer Information Statement
<i>“Business Day”</i>	:	A day (other than a Saturday, Sunday or public holiday) on which banks, the SGX-ST, CDP and the Share Registrar are open for business in Singapore
<i>“Catalist”</i>	:	The Catalist of the SGX-ST
<i>“Catalist Rules”</i>	:	The Catalist Rules of the SGX-ST, as amended, modified or supplemented from time to time
<i>“CDP”</i>	:	The Central Depository (Pte) Limited

DEFINITIONS

<i>“Closing Date”</i>	:	(a) 5.30 p.m. on 27 September 2024, or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company, being the last time and date for acceptance and payment and/or excess application and payment and/or renunciation and payment of the Rights Shares under the Rights Issue through CDP or the Share Registrar; or (b) 9.30 p.m. on 27 September 2024, or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company, being the last time and date for acceptance and/or excess application and payment and/or renunciation and payment of the Rights Shares under the Rights Issue by way of an Electronic Application at any ATM of the Participating Bank
<i>“Code”</i>	:	Singapore Code on Take-overs and Mergers, as may be amended, modified or supplemented from time to time
<i>“Companies Act”</i>	:	The Companies Act 1967 of Singapore, as may be amended, modified or supplemented from time to time
<i>“Company”</i>	:	Y Ventures Group Ltd.
<i>“Concert Party Group”</i>	:	Low Yik Jin and Low Yik Sen
<i>“Constitution”</i>	:	The constitution of the Company, as amended, modified or supplemented from time to time
<i>“CPF”</i>	:	The Central Provident Fund
<i>“CPF Investment Account”</i>	:	The investment account maintained with an approved CPF agent bank for the purpose of investment of CPF investible savings under the CPFIS – Ordinary Account
<i>“CPFIS”</i>	:	CPF Investment Scheme
<i>“Directors”</i>	:	The directors of the Company as at the date of this Offer Information Statement
<i>“Electronic Application”</i>	:	Acceptance of the Rights Shares and (if applicable) application for excess Rights Shares made through an ATM of the Participating Bank or Accepted Electronic Service in accordance with the terms and conditions of this Offer Information Statement

DEFINITIONS

<i>“Entitled Depositors”</i>	:	Shareholders with Shares entered against their names in the Depository Register maintained by CDP, as at the Record Date and whose registered addresses with CDP are in Singapore as at the Record Date or who have, at least three (3) Market Days prior to the Record Date, provided CDP with addresses in Singapore for the service of notices and documents
<i>“Entitled Scripholders”</i>	:	Shareholders whose share certificates are not deposited with CDP and who have tendered to the Share Registrar valid transfers of their Shares and the certificates relating thereto for registration up to the Record Date and whose registered addresses with the Share Registrar are in Singapore as at the Record Date or who have, at least three (3) Market Days prior to the Record Date, provided the Share Registrar with addresses in Singapore for the service of notices and documents
<i>“Entitled Shareholders”</i>	:	Entitled Depositors and Entitled Scripholders, collectively
<i>“Foreign Purchasers”</i>	:	Purchasers whose registered addresses with CDP are outside Singapore and who had not, at least three (3) Market Days prior to the Record Date, provided CDP or the Share Registrar, as the case may be, addresses in Singapore for the service of notices and documents
<i>“Foreign Shareholders”</i>	:	Shareholders whose registered addresses with CDP or the Share Registrar are outside Singapore as at the Record Date and who had not, at least three (3) Market Days prior to the Record Date, provided CDP or the Share Registrar, as the case may be, addresses in Singapore for the service of notices and documents
<i>“FY”</i>	:	Financial year ended or ending, as the case may be, 31 December
<i>“Group”</i>	:	The Company and its subsidiaries collectively and “Group Company” means any one of them
<i>“Issue Price”</i>	:	The issue price of the Rights Shares, being S\$0.004 for each Rights Share
<i>“LQN”</i>	:	The listing and quotation notice obtained from the SGX-ST on 6 August 2024 for the listing of and quotation for the Rights Shares on the Catalist of the SGX-ST, subject to compliance with the SGX-ST’s listing requirements and certain conditions as set out in the listing and quotation notice

DEFINITIONS

<i>“Last Traded Price”</i>	:	The closing market price of S\$0.012 per Share on the Catalist Board on 27 May 2024, being the last Market Day on which the Shares were traded immediately preceding the Announcement
<i>“Latest Practicable Date”</i>	:	4 September 2024, being the latest practicable date preceding the date of lodgement of this Offer Information Statement
<i>“Market Day”</i>	:	A day on which the SGX-ST is open for trading in securities
<i>“Net Proceeds”</i>	:	The estimated net proceeds from the Rights Issue, after deducting estimated expenses of approximately S\$0.10 million
<i>“Nil-Paid Rights”</i>	:	Provisional allotments of the Rights Shares under the Rights Issue
<i>“NTA”</i>	:	Net tangible assets
<i>“Offer Information Statement”</i>	:	This document, together with (where the context requires) the PAL, the ARE, the ARS and all other accompanying documents issued by the Company, including, where the context so admits, any supplementary or replacement documents which may be issued by the Company and lodged with the SGX-ST (acting as agent of the Authority) in connection with the Rights Issue
<i>“PAL”</i>	:	The provisional allotment letter to be issued to the Entitled Scripholders, setting out the provisional allotments of Rights Shares of such Entitled Scripholders under the Rights Issue
<i>“Participating Bank”</i>	:	United Overseas Bank Limited that will be participating in the Rights Issue by making available its ATMs to Entitled Depositors for acceptances of the Rights Shares and/or Excess Applications
<i>“Purchaser”</i>	:	A purchaser of the Nil-Paid Rights during the Rights Trading Period
<i>“Record Date”</i>	:	5.00 p.m. on 10 September 2024, or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company, being the time and date at and on which the Register of Members and share transfer books of the Company will be closed to determine the Nil-Paid Rights of the Entitled Shareholders under the Rights Issue

DEFINITIONS

“Register of Members”	:	Register of members of the Company
“Rights Issue”	:	The renounceable non-underwritten rights issue by the Company of up to 246,854,000 Rights Shares at the Issue Price, on the basis of one (1) rights share for every one (1) existing Shares held by the Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded
“Rights Share(s)” or “Rights Securities”	:	Up to 246,854,000 new Shares to be allotted and issued by the Company pursuant to the Rights Issue
“Rights Trading Period”	:	The trading period of the Rights on a “nil-paid” basis
“Scripholders”	:	Shareholders whose Shares are registered in their own names and whose share certificates are not deposited with CDP
“Securities Account”	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account maintained with a Depository Agent
“SFA”	:	The Securities and Futures Act 2001 of Singapore, as may be amended, modified or supplemented from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“SGXNET”	:	The SGXNET Corporate Announcement System, being a system network used by listed companies to send information and announcements to the SGX-ST or any other system networks prescribed by the SGX-ST
“Share Registrar”	:	In.Corp Corporate Services Pte. Ltd.
“Shareholders”	:	Registered holders of the Shares in the Register of Members, except where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context so admits, mean the Depositors whose Securities Accounts are credited with such Shares
“Shares”	:	Ordinary shares in the capital of the Company
“SIC”	:	Securities Industry Council of Singapore
“SRS”	:	Supplementary Retirement Scheme
“SRS Account”	:	An account opened by a participant in the SRS from which monies may be withdrawn for, <i>inter alia</i> , payment for the subscription of Rights Shares under the Rights Issue

DEFINITIONS

“SRS Approved Banks”	:	Approved banks in which SRS Investors hold their respective SRS accounts
“SRS Funds”	:	Monies standing to the credit of the respective SRS accounts of SRS Investors under the SRS
“SRS Investors”	:	Investors who have subscribed for or purchased Shares under the SRS using their SRS Funds
“Substantial Shareholder”	:	A person who has an interest in not less than 5% of the total votes attached to all the voting Shares (excluding treasury Shares) in the Company
“Theoretical Ex-Rights Price”	:	The theoretical market price of each Share assuming the completion of the Rights Issue and calculated based on the Last Traded Price of the Shares on the Official List of the SGX-ST of S\$0.012 and the number of Shares following the completion of the Rights Issue, being S\$0.008 per Share
“UK”	:	The United Kingdom

Currencies, Units and Others

“S\$”	:	Singapore dollars, being the lawful currency of the Republic of Singapore
“US\$”	:	United States dollars, being the lawful currency of the United States of America
“%” or “per cent.”	:	Per centum or percentage

The terms “*Depositor*”, “*Depository Agent*” and “*Depository Register*” shall have the same meanings ascribed to them, respectively, in Section 81SF of the SFA.

The term “*subsidiary*” shall have the same meaning ascribed to it in Section 5 of the Companies Act.

The terms “*concert parties*” and “*parties acting in concert*” shall have the respective meanings ascribed to them in the Code.

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

The headings in this Offer Information Statement, the PAL, the ARE and the ARS are inserted for convenience only and shall be ignored in construing this Offer Information Statement, the PAL, the ARE and the ARS.

The words “*written*” and “*in writing*” include any means of visible reproduction.

DEFINITIONS

Any reference to the time of day or date in this Offer Information Statement, the PAL, the ARE and the ARS shall be a reference to Singapore time of day or date unless otherwise stated. Any reference to a date and/or time in this Offer Information Statement, the PAL, the ARE and the ARS in relation to the Rights Issue (including but not limited to the Closing Date and the last dates and times for splitting, acceptance and payment, renunciation and payment, and excess application and payment) shall include such other dates(s) and/or time(s) as may be announced from time to time by or on behalf of the Company.

Any reference in this Offer Information Statement, the PAL, the ARE and the ARS to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Companies Act, the SFA, the Code or the Catalist Rules or such amendment or statutory modification thereof and used in this Offer Information Statement, the PAL, the ARE and the ARS shall, where applicable, have the same meaning ascribed to it under the Companies Act, the SFA, the Code or the Catalist Rules or such amendment or statutory modification thereof, as the case may be, unless otherwise provided.

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 discrepancies in figures included in this Offer Information Statement between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Offer Information Statement may not be an arithmetic aggregation of the figures that precede them.

Reference in this Offer Information Statement to “*we*”, “*our*” and “*us*” refer to the Group or any member of the Group as the context requires. References to “*you*”, “*your*” and “*yours*” in this document are, as the context so determines, to Shareholders.

Any reference to announcements of or by the Company in this Offer Information Statement, the PAL, the ARE and the ARS includes announcements of or by the Company posted on the website of the SGX-ST at <http://www.sgx.com>.

ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

(a) ENTITLED SHAREHOLDERS

Entitled Shareholders are entitled to participate in the Rights Issue and to receive this Offer Information Statement (through electronic dissemination) together with the ARE or PAL, as the case may be, and other accompanying documents at their respective Singapore addresses as maintained with the records of CDP or the Share Registrar, as the case may be.

Entitled Shareholders will be provisionally allotted the Rights Shares under the Rights Issue on the basis of their shareholdings as at the Record Date, fractional entitlements (if any) being disregarded. Entitled Shareholders are at liberty to accept in full or in part, decline or otherwise renounce or in the case of Entitled Depositors only, trade their Nil-Paid Rights on the SGX-ST during the Rights Trading Period prescribed by the SGX-ST, and are eligible to apply for excess Rights Shares in excess of their Nil-Paid Rights. For the avoidance of doubt, only Entitled Shareholders (and not the Purchasers or the renounees) shall be entitled to apply for excess Rights Shares in excess of their provisional allotments under the Rights Issue.

For SRS Investors and investors who hold Shares through finance companies and/or Depository Agents, acceptances of the Rights Shares and (if applicable) applications for excess Rights Shares must be done through their relevant approved banks which they hold their SRS Accounts, finance companies and/or Depository Agents (as the case may be). Such investors should provide their relevant approved banks with which they hold their SRS Accounts, finance companies and/or Depository Agents (as the case may be) with the appropriate instructions early in order for such intermediaries to make the relevant acceptance and (if applicable) application by the Closing Date. Any acceptance and/or application made or purported to be made directly through CDP, the Share Registrar, the Company as well as by way of Electronic Application at any ATM of the Participating Bank or through an Accepted Electronic Service, will be rejected.

For Shareholders who have subscribed for or purchased Shares under the SRS, acceptances of their Rights Shares and (if applicable) application for excess Rights Shares can only be made using, subject to applicable SRS rules and regulations, monies standing to the credit of their respective SRS Accounts. Such Shareholders who have insufficient funds in their SRS Accounts may, subject to the SRS contribution cap, deposit cash into their SRS Accounts with their approved banks before instructing their respective approved banks to accept the Rights Shares and (if applicable) apply for excess Rights Shares. SRS monies may not, however, be used for the purchase of the Nil-Paid Rights directly from the market.

Entitled Depositors who do not receive the ARE may obtain it from CDP during the period up to the Closing Date. Entitled Depositors should note that all notices and documents will be sent to their last registered address with CDP. Entitled Depositors are reminded that any request to CDP to update their records or to effect any change in address must reach CDP at 4 Shenton Way, #02-01, SGX Centre 2, Singapore 068807, not later than 5.00 p.m. (Singapore time) on a date being three (3) Market Days prior to the Record Date.

Entitled Scripholders who do not receive the PAL may obtain it from the Share Registrar during the period up to the Closing Date.

Entitled Scripholders should note that all notices and documents will be sent to their last registered address with the Company. Entitled Scripholders are reminded that any request to the Share Registrar to update their records or effect any change in address must reach the

ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

Share Registrar, In.Corp Corporate Services Pte. Ltd. at 30 Cecil Street #19-08 Prudential Tower, Singapore 049712, not later than 5.00 p.m. (Singapore time) on a date being three (3) Market Days prior to the Record Date.

All dealings in, and transactions of, the Nil-Paid Rights through the Catalist Board of the SGX-ST will be effected under the book-entry (scripless) settlement system. Accordingly, the PALs which are issued to Entitled Scripholders will not be valid for delivery pursuant to trades done on the Catalist Board of the SGX-ST.

Entitled Shareholders are encouraged to open Securities Accounts with CDP if they have not already done so and to deposit such share certificates with CDP prior to the Record Date so that their Securities Accounts may be credited by CDP with their Shares and the Nil-Paid Rights. Entitled Shareholders should note that their Securities Accounts will only be credited with the Shares on the twelfth (12th) Market Day from the date of lodgement of the share certificates with CDP or such later date as CDP may determine.

The procedures for, and the terms and conditions applicable to, acceptances, splitting, renunciation and/or sales of the Nil-Paid Rights and for the applications for excess Rights Shares, including the different modes of acceptance or application and payment are contained in Appendices I, II and III to this Offer Information Statement and in the PAL, the ARE and the ARS (as the case may be).

(b) FOREIGN SHAREHOLDERS

This Offer Information Statement and its accompanying documents relating to the Rights Issue have been lodged with the SGX-ST acting as agent of the Authority in Singapore. This Offer Information Statement and its accompanying documents relating to the Rights Issue have not been and will not be lodged, registered or filed in any jurisdiction other than in Singapore. The distribution or dissemination of this Offer Information Statement and its accompanying documents may be prohibited or restricted (either absolutely or subject to relevant securities requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions. For practical reasons and in order to avoid any violation of the securities legislation applicable in jurisdictions other than Singapore, the Rights Shares will **NOT** be offered to and this Offer Information Statement and its accompanying documents have not been and will **NOT** be despatched or disseminated to Foreign Shareholders or into any jurisdictions outside Singapore.

Foreign Shareholders will not be entitled to participate in the Rights Issue. Accordingly, no provisional allotment of the Rights Shares has been made or will be made to Foreign Shareholders and no purported acceptance thereof or application therefor for the Rights Shares by any Foreign Shareholder will be valid.

This Offer Information Statement and its accompanying documents will also **NOT** be despatched to Foreign Purchasers. Foreign Purchasers who wish to accept the Nil-Paid Rights credited by CDP to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore. The Company further reserves the right to reject any acceptances of the Rights Shares and/or application for excess Rights Shares where it believes, or has reason to believe, that such acceptance and/or application may violate the applicable legislation of any jurisdiction.

ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

Further, any renounee of an Entitled Scripholder, whose address as stated in the PAL is outside Singapore, will not be entitled to accept the Nil-Paid Rights renounced to him.

For the avoidance of doubt, even if a Foreign Shareholder has provided a Singapore address as aforesaid, the offer of Nil-Paid Rights and/or Rights Shares to him will be subject to compliance with applicable securities laws outside Singapore.

The Company reserves the right to treat as invalid any PAL, ARE or ARS which (a) appears to the Company or its agents to have been executed in any jurisdiction outside Singapore which may violate the applicable legislation of such jurisdiction; (b) provides an address outside Singapore for the receipt of the certificate(s) for the Rights Shares which requires the Company to despatch the share certificate(s) to an address in any jurisdiction outside Singapore; or (c) purports to exclude any deemed representation or warranty required by the terms of this Offer Information Statement, the ARE, the ARS or the PAL.

If it is practicable to do so, arrangements may, at the discretion of the Company, be made for the provisional allotments of the Rights Shares which would otherwise have been provisionally allotted to Foreign Shareholders to be sold “nil-paid” on the SGX-ST as soon as practicable after dealings in the Nil-Paid Rights commence. Such sales may, however, only be effected if the Company, in its absolute discretion, determines that a premium can be obtained from such sales, after taking into account the relevant expenses to be incurred in relation thereto.

The net proceeds from all such sales, after deduction of all expenses therefrom, will be pooled and thereafter distributed among Foreign Shareholders in proportion to their respective shareholdings or, as the case may be, the number of Shares standing to the credit of their respective Securities Accounts as at the Record Date and sent to them **AT THEIR OWN RISK** in such manner as they may have agreed with CDP for the payment of any cash distributions. If the amount of net proceeds distributable to any single Foreign Shareholder is less than S\$10, such net proceeds will be retained or dealt with as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder or persons acting for the account or benefit of any such persons shall have any claim whatsoever against the Company, the Directors, the Share Registrar, CDP and/or their respective officers in connection therewith.

Where such provisional allotments of Rights Shares are sold “nil-paid” on the SGX-ST, they will be sold at such price or prices as the Company may, in its absolute discretion, decide, and no Foreign Shareholder or persons acting for the account or benefit of any such persons shall have any claim whatsoever against the Company, the Share Registrar, CDP or their respective officers in respect of such sales or proceeds thereof, the provisional allotments of Rights Shares or the Rights Shares represented by such provisional allotments.

It is the responsibility of any person (including, without limitation, custodians, nominees and trustees) outside Singapore wishing to take up their Nil-Paid Rights or apply for excess Rights Shares under the Rights Issue to satisfy himself as to the full observance of the laws of any relevant territory in connection therewith, including the obtaining of any governmental or other consents which may be required, the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such territories. The comments set out in this section are intended as a general guide only and any Foreign Shareholder who is in doubt as to his position should consult his professional advisers without delay.

ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

If such Nil-Paid Rights cannot be sold or are not sold on the SGX-ST as aforesaid for any reason by such time as the SGX-ST shall have declared to be the last day for trading in the Nil-Paid Rights, the Rights Shares represented by such provisional allotment will be aggregated and allotted to satisfy excess applications for Rights Shares (if any) or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder or persons acting for the account or benefit of any such persons shall have any claim whatsoever against the Company, the Directors, the Share Registrar, CDP and/or their respective officers in connection therewith.

Shareholders should note that the special arrangements described above would apply only to Foreign Shareholders.

Notwithstanding the above, Shareholders and any other person having possession of this Offer Information Statement and its accompanying documents are advised to inform themselves of and to observe any legal requirements applicable thereto. No person in any jurisdiction outside Singapore receiving this Offer Information Statement and/or its accompanying documents may treat the same as an offer, invitation or solicitation to subscribe for any Rights Shares unless such offer, invitation or solicitation could lawfully be made without compliance with any registration or other legal requirements in those territories.

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

In the allotment of excess Rights Shares, preference will, where appropriate, be given to the rounding of odd lots, and the Directors and the Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company, or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board will rank last in priority for the rounding of odd lots and allotment of the excess Rights Shares.

The Company will not make any allotment and issue of any excess Rights Shares that will result in a transfer of controlling interest in the Company unless otherwise approved by Shareholders at a general meeting.

This Offer Information Statement and/or its accompanying documents are not intended for distribution outside of Singapore.

In circumstances where an invitation or offer would contravene any registration or other legal or regulatory requirements, this Offer Information Statement, the ARE, the ARS or the PAL must be treated as sent for information only and should not be copied or redistributed.

EXPECTED TIMETABLE OF KEY EVENTS

Last day Shares trade cum-rights	:	6 September 2024
Shares trade ex-rights	:	9 September 2024 at 9.00 a.m.
Record Date	:	10 September 2024 at 5.00 p.m.
Date of lodgement of the Offer Information Statement with the Authority	:	10 September 2024
Despatch of ARE or PAL (as the case may be) and the notification to Entitled Shareholders with instructions on how they can access the electronic version of this Offer Information Statement	:	13 September 2024
Commencement of trading of Nil-Paid Rights	:	13 September 2024 at 9.00 a.m.
Last date and time for splitting Rights Shares	:	23 September 2024 at 5.00 p.m.
Last date and time for trading of Nil-Paid Rights	:	23 September 2024 at 5.00 p.m.
Last date and time for acceptance of and payment for Rights Shares ⁽¹⁾	:	27 September 2024 at 5.30 p.m. (9.30 p.m. for Electronic Applications through ATMs of the Participating Bank)
Last date and time for acceptance of and payment for Rights Shares by renounees	:	27 September 2024 at 5.30 p.m. (9.30 p.m. for Electronic Applications through ATMs of the Participating Bank)
Last date and time for application and payment for excess Rights Shares ⁽¹⁾	:	27 September 2024 at 5.30 p.m. (9.30 p.m. for Electronic Applications through ATMs of the Participating Bank)
Expected date for issuance of Rights Shares	:	3 October 2024
Expected date for crediting of Rights Shares	:	7 October 2024
Expected date for refund of unsuccessful or invalid applications (if made through CDP)	:	7 October 2024
Expected date and time for the listing and commencement of trading of Rights Shares on the SGX-ST	:	7 October 2024 at 9.00 a.m.

Note:

- (1) Investors who hold Shares through finance companies or Depository Agents (including but without limitation SRS Investors), where applicable, will receive notification letter(s) from their respective SRS Approved Banks with whom they hold their SRS Accounts, and their respective finance companies and/or Depository Agents, as the case may be, and should refer to such notification letter(s) for details of the last date and time to submit applications to their respective SRS Approved Banks with whom they hold their SRS Accounts, and their respective finance companies and/or Depository Agents (as the case may be). Any acceptance of the Rights Shares and (if applicable) application for excess Rights Shares made or purported to be made by these investors directly through CDP, the Share Registrar, the Company and/or by way of Electronic Application at any ATM of the Participating Bank or through an Accepted Electronic Service will be rejected. SRS Investors and investors who hold Shares through a finance company and/or Depository Agent should see the section “*Important Notice to SRS Investors and Investors who hold Shares through a Finance Company and/or Depository Agent*”.

EXPECTED TIMETABLE OF KEY EVENTS

The above timetable is indicative only and is subject to change. As at the date of this Offer Information Statement, the Company does not expect the above timetable to be modified. However, the Company may, with the approval of the SGX-ST and/or CDP, modify the above timetable subject to any limitations under any applicable laws. In such an event, the Company will publicly announce any change to the above timetable through an SGXNET announcement to be posted on the SGX-ST's website at <http://www.sgx.com>.

The Rights Issue will not be withdrawn after commencement of ex-rights trading pursuant to Rule 820(1) of the Catalist Rules.

TAKE-OVER LIMITS

The Code regulates the acquisition of ordinary shares of, *inter alia*, public companies including the Company. Under Rule 14 of the Code, except with the consent of the SIC, where:

- (a) any person acquires whether by a series of transactions over a period of time or not, Shares which (taken together with Shares held or acquired by parties acting in concert with him) carry 30% or more of the voting rights of the Company; or
- (b) any person who, together with persons acting in concert with him, holds not less than 30% but not more than 50% of the voting rights in the Company and such person, or any person acting in concert with him, acquires in any period of six (6) months additional Shares carrying more than 1% of the voting rights,

such person must extend a mandatory take-over offer immediately to the holders of any class of Share capital of the Company which carries votes and in which such person, or persons acting in concert with him, hold Shares in accordance with the provisions of the Code. In addition to such person, each of the principal members of the group of persons acting in concert with him may, according to the circumstances of the case, have the obligation to extend an offer.

Depending on the level of subscription for the Rights Shares, the Company will, if necessary, scale down the subscription for the Rights Shares by any of the Shareholders (if such Shareholder chooses to subscribe for its *pro-rata* Rights entitlement) to avoid placing the relevant Shareholder in the position of incurring an obligation to make a mandatory take-over offer for the Shares under the Code as a result of other Shareholders not taking up their Rights Shares entitlement fully.

As at the Latest Practicable Date, the Concert Party Group collectively holds approximately 51.54% of the existing Shares (excluding treasury shares and subsidiary holdings). Following completion of the Rights Issue, and assuming only the Concert Party Group subscribes for Rights Shares, the Concert Party Group will collectively hold approximately 75.77% of the enlarged Shares.

The Company has sought and obtained a confirmation from the SIC that none of the Concert Party Group will be required to make a mandatory offer for the Company under Rule 14 of the Code, in the event any of them increases his holding of total voting rights in the Company to 30% or more as a result of the subscription of the Rights Shares (including the excess Rights Shares) under the Rights Issue.

Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Code as a result of the subscription of all or any of their respective Nil-Paid Rights pursuant to the Rights Issue or the acceptance of the Nil-Paid Rights or the application for excess Rights Shares, should consult the SIC and/or their professional advisers.

TRADING

1. LISTING OF AND QUOTATION FOR RIGHTS SHARES

The Company has on 6 August 2024 obtained the LQN from the SGX-ST for the listing of and quotation for up to 246,854,000 Rights Shares on the Catalist, subject to compliance with the SGX-ST's listing requirements and certain conditions as set out in the LQN. The LQN granted by the SGX-ST for the admission of, listing of and quotation for the Rights Shares is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Company and/or its subsidiaries.

The listing of the Rights Shares will commence after all the securities certificates have been issued and the notification letters from CDP have been despatched. Upon listing and quotation on the Catalist Board of the SGX-ST, the Rights Shares when issued, will be traded on the Catalist Board of the SGX-ST under the book-entry (scripless) settlement system. All dealings in, and transactions (including transfers) of the Rights Shares effected through the SGX-ST and/or CDP shall be made in accordance with CDP's "**Terms and Conditions for Operation of Securities Accounts with CDP**" and the "**Terms and Conditions for CDP to act as Depository for the Rights Shares**", as the same may be amended from time to time. Copies of the above are available from CDP.

2. ARRANGEMENTS FOR SCRIPLESS TRADING

Entitled Scripholders and their renounees who wish to accept the Rights Shares provisionally allotted to them and (if applicable) apply for excess Rights Shares, and who wish to trade the Rights Shares issued to them on the Catalist Board of the SGX-ST under the book entry (scripless) settlement system, should open and maintain Securities Accounts with CDP in their own names (if they do not already maintain such Securities Accounts) in order that the number of Rights Shares and (if applicable) the excess Rights Shares that may be allotted to them may be credited by CDP into their Securities Accounts.

Entitled Scripholders and their renounees who wish to accept their provisional allotment of Rights Shares and/or apply for the excess Rights Shares and have their Rights Shares credited by CDP into their Securities Accounts must fill in their Securities Account numbers and/or National Registration Identity Card ("**NRIC**")/passport numbers (for individuals) or registration numbers (for corporations) in the relevant forms comprised in the PAL.

Entitled Scripholders and their renounees who fail to fill in their Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) or who have provided incorrect or invalid Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) or whose particulars provided in the forms comprised in the PAL differ from those particulars in their Securities Accounts currently maintained with CDP, will be issued physical share certificates in their own names for the Rights Shares allotted to them and if applicable, the excess Rights Shares allotted to them. Such physical share certificates, if issued, will be forwarded to them by ordinary post at their own risk but will not be valid for delivery pursuant to trades done on the SGX-ST under the book entry (scripless) settlement system, although they will continue to be *prima facie* evidence of legal title.

If an Entitled Scripholder's address stated in the PAL is different from his address registered with the Share Registrar, he must inform the Share Registrar of his updated address promptly, failing which the notification letter on successful allotment and other correspondence will be sent to his address last registered with the Share Registrar.

TRADING

A holder of physical Share certificate(s) of the Company or an Entitled Scrip holder who has not deposited his Share certificate(s) with CDP but wishes to trade on the SGX-ST, must deposit his share certificate(s) with CDP, together with the duly stamped and executed instrument(s) of transfer in favour of CDP, pay applicable fees and have his Securities Account credited with the number of Rights Shares and/or existing Shares, as the case may be, before he can effect the desired trade.

3. TRADING OF ODD LOTS

All fractional entitlements to the Rights Shares have been disregarded in arriving at the entitlements of the Entitled Shareholders and will, together with entitlements not allotted or taken up for any reason, be aggregated and issued to satisfy applications, if any, for excess Rights Shares or otherwise disposed of or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. Shareholders should note that the Shares are quoted on the SGX-ST in board lot sizes of 100 Shares.

Entitled Depositors who wish to trade all or part of their Nil-Paid Rights on the Catalist Board of the SGX-ST during the provisional allotments trading period should note that the Nil-Paid Rights will be tradable in board lots, each board lot comprising provisional allotments of 100 Rights Shares, or any other board lot size as the SGX-ST may require. Entitled Depositors who wish to trade in lot sizes other than board lots of 100 can do so on the SGX-ST's Unit Share Market. Such Entitled Depositors may start trading in their Nil-Paid Rights as soon as dealings therein commence on the Catalist of the SGX-ST.

Following the Rights Issue, Shareholders who hold odd lots of the Rights Shares (i.e. less than 100 Shares) and who wish to trade in odd lots on the SGX-ST should note that the Unit Share Market of the SGX-ST has been set up to allow trading of odd lots with a minimum of 1 Share. The market for trading of such odd lots may be illiquid. There is no assurance that Shareholders who hold odd lots of Shares will be able to acquire such number of Shares required to make up one board lot of 100 Shares, or to dispose of their odd lots (whether in part or in whole) on the SGX-ST's Unit Share Market. Shareholders who hold odd lots of Shares may have difficulty and/or have to bear disproportionate transaction costs in realising the fair market price of such Shares.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

All statements contained in this Offer Information Statement, statements made in public announcements, press releases and oral statements that may be made by the Company or its officers, Directors or employees acting on its behalf, that are not statements of historical fact, constitute “forward-looking statements”. Some of these statements can be identified by words that have a bias towards the future or are forward-looking such as “anticipate”, “believe”, “could”, “estimate”, “expect”, “forecast”, “if”, “intend”, “may”, “plan”, “possible”, “probable”, “project”, “should”, “will” and “would” or similar words. However, these words are not the exclusive means of identifying forward-looking statements. All statements regarding the Group’s expected financial position, operating results, business strategy, plans and future prospects of the Group’s industry are forward-looking statements. These forward-looking statements, including but not limited to statements as to the Group’s revenue and profitability, prospects, future plans and other matters discussed in this Offer Information Statement regarding matters that are not historical facts, are only predictions. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Group’s actual, future results, performance or achievements to be materially different from any future results, performance or achievements expected, expressed or implied by such forward-looking statements.

Given the risks (both known and unknown), uncertainties and other factors that may cause the Group’s actual future results, performance or achievements to be materially different from that expected, expressed or implied by the forward-looking statements in this Offer Information Statement, undue reliance must not be placed on these statements. The Group’s actual results, performance or achievements may differ materially from those anticipated in these forward-looking statements. Neither the Company nor any other person represents or warrants that the Group’s actual future results, performance or achievements will be as discussed in those forward-looking statements.

In light of the ongoing uncertainties in the global financial markets and its contagion effect on the real economy, any forward-looking statements contained in this Offer Information Statement must be considered with significant caution and reservation.

Further, the Company disclaims any responsibility to update any of those forward-looking statements or publicly announce any revisions to those forward-looking statements to reflect future developments, events or circumstances for any reason, even if new information becomes available or other events occur in the future. However, the Company may make an announcement to the SGX-ST and, if required, lodge a supplementary or replacement document with the Authority in the event, *inter alia*, that it becomes aware of a new development, event or circumstance that has arisen since the lodgement of this Offer Information Statement with the Authority, but before the Closing Date of the Rights Issue and that is materially adverse from the point of view of an investor or required to be disclosed pursuant to law and/or the SGX-ST.

The Company is also subject to the provisions of the Catalist Rules regarding corporate disclosure.

**DISCLOSURE REQUIREMENTS UNDER SIXTEENTH SCHEDULE OF
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES
AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

PART 2: IDENTITY OF DIRECTORS, ADVISERS AND AGENTS

Directors

1. Provide the names and addresses of each of the directors or equivalent persons of the relevant entity.

Director	Address	Position
Low Yik Sen	c/o 60 Paya Lebar #04-54 Paya Lebar Square, Singapore 409051	Executive Chairman and Director
Low Yik Jin	c/o 60 Paya Lebar #04-54 Paya Lebar Square, Singapore 409051	Chief Executive Officer and Executive Director
Edward Tiong Yung Suh	c/o 60 Paya Lebar #04-54 Paya Lebar Square, Singapore 409051	Lead Independent Director
Tan Chade Phang	c/o 60 Paya Lebar #04-54 Paya Lebar Square, Singapore 409051	Independent Director
Tan Jia Kien	c/o 60 Paya Lebar #04-54 Paya Lebar Square, Singapore 409051	Independent Director

2. Provide the names and addresses of –

- (a) the issue manager to the offer, if any;**
 - (b) the underwriter to the offer, if any; and**
 - (c) the legal adviser for or in relation to the offer, if any.**
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Role	Name and Address of Adviser
Issue manager to the Rights Issue	Not applicable. There is no issue manager to the Rights Issue.
Underwriter to the Rights Issue	Not applicable. The Rights Issue is not underwritten.
Legal Adviser to the Company in relation to the Rights Issue	Opal Lawyers LLC 30 Cecil Street #10-01/02 Prudential Tower Singapore 049712

**DISCLOSURE REQUIREMENTS UNDER SIXTEENTH SCHEDULE OF
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES
AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

Registrars and Agents

3. Provide the names and addresses of the relevant entity's registrars, transfer agents and receiving bankers for the securities or securities-based derivatives contracts being offered, where applicable.
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Role	Name and Address
Share Registrar	In.Corp Corporate Services Pte. Ltd. 30 Cecil Street #19-08 Prudential Tower Singapore 049712
Receiving Banker	United Overseas Bank Limited 80 Raffles Place UOB Plaza 2 Singapore 048624

PART 3: OFFER STATISTICS AND TIMETABLE

Offer Statistics

1. For each method of offer, state the number of the securities or securities-based derivatives contracts being offered.
-

Method of Offer	:	Renounceable non-underwritten rights issue
Basis of Allotment	:	One (1) Rights Share for every one (1) existing Share held by Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded.
Issue Price	:	S\$0.004 for each Rights Share
Number of Rights Shares	:	Up to 246,854,000 Rights Shares
Status of the Rights Shares	:	The Rights Shares will, upon allotment and issue, rank <i>pari passu</i> in all respects with the existing Shares for any dividends, rights, allotments or other distributions, the record date for which falls on or after the date of issue of the Rights Shares

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Method and Timetable

2. Provide the information mentioned in paragraphs 3 to 7 of this Part to the extent applicable to –
- (a) the offer procedure; and
 - (b) where there is more than one group of targeted potential investors and the offer procedure is different for each group, the offer procedure for each group of targeted potential investors.
-

Please refer to paragraphs 3 to 7 of this Part 3.

3. State the time at, date on, and period during which the offer will be kept open, and the name and address of the person to whom the purchase or subscription applications are to be submitted. If the exact time, date or period is not known on the date of lodgement of the offer information statement, describe the arrangements for announcing the definitive time, date or period. State the circumstances under which the offer period may be extended or shortened, and the duration by which the period may be extended or shortened. Describe the manner in which any extension or early closure of the offer period must be made public.
-

Details of the offer procedure for the Rights Issue are set out below:

Offer Period	:	Please refer to the section entitled “ <i>Expected Timetable of Key Events</i> ” of this Offer Information Statement.
Basis of Provisional Allotment	:	The Rights Issue is made on a renounceable basis to Entitled Shareholders on the basis of one (1) Rights Share for every one (1) existing Share held by, or standing to the credit of the Securities Accounts of Entitled Shareholders, as the case may be, as at the Record Date, fractional entitlements to be disregarded.
Name and address of person to whom purchase or subscription applications submitted	:	The detailed procedures for, and the terms and conditions applicable to, acceptances, splitting, renunciation and/or sales of the Nil-Paid Rights and for the applications for excess Rights Shares, including the modes of acceptance or application and payment are contained in Appendices I, II and III to this Offer Information Statement and in the PAL, the ARE and the ARS.

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Circumstances under which the offer period may be modified : As at the Latest Practicable Date, the Company does not expect the timetable under the section entitled “*Expected Timetable of Key Events*” of this Offer Information Statement to be modified. However, the Company may, upon consultation with its advisers and with the approval of the SGX-ST and/or CDP modify the timetable subject to any limitations under any applicable laws. In that event, the Company will publicly announce any changes to the timetable through an SGXNET announcement to be posted on the SGX-ST’s website at <http://www.sgx.com>.

4. State the method and time limit for paying up for the securities or securities-based derivatives contracts and, where payment is to be partial, the manner in which, and dates on which, amounts due are to be paid.

The Rights Shares and (if applicable) the excess Rights Shares will be payable in full upon acceptance and/or (if applicable) application. Please refer to Appendices I, II and III to this Offer Information Statement and in the PAL, the ARE and the ARS (as the case may be) for details on the procedures for acceptance and/or application of, and payment for, the Rights Shares and (if applicable) the excess Rights Shares under the Rights Issue.

The detailed procedures for, and the terms and conditions applicable to, acceptances, renunciation and/or sales of the Nil-Paid Rights and for the applications for excess Rights Shares, including the modes of acceptance or application and payment are contained in Appendices I, II and III to this Offer Information Statement and in the PAL, the ARE and the ARS.

Please refer to the section entitled “*Expected Timetable of Key Events*” of this Offer Information Statement for the last date and time for payment of the Rights Shares and (if applicable) the excess Rights Shares.

5. State, where applicable, the methods of and time limits for –

(a) the delivery of the documents evidencing title to the securities or securities-based derivatives contracts being offered (including temporary documents of title, if applicable) to subscribers or purchasers; and

(b) the book-entry transfers of the securities or securities-based derivatives contracts being offered in favour of subscribers or purchasers.

The Rights Shares will be provisionally allotted to Entitled Shareholders on or around 12 September 2024 by crediting the provisional allotments into the Securities Accounts of the respective Entitled Depositors or through the despatch of the relevant PALs to the Entitled Scripholders, based on their respective shareholdings in the Company as at the Record Date.

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In the case of Entitled Scripholders and their renounees with valid acceptances for the Rights Shares and/or (if applicable) successful applications for excess Rights Shares and who have, *inter alia*, failed to furnish or furnished incorrect or invalid Securities Account numbers in the relevant form comprised in the PAL, share certificate(s) representing such number of Rights Shares will be sent to such Entitled Scripholders by ordinary post, at their own risk, to their mailing addresses in Singapore as maintained with the Share Registrar within ten (10) Market Days after the Closing Date.

In the case of Entitled Depositors, Entitled Scripholders and their renounees with valid acceptances for Rights Shares and/or (if applicable) successful applications for excess Rights Shares and who have furnished valid Securities Account numbers in the relevant form comprised in the PAL, share certificate(s) representing such number of Rights Shares will be sent to CDP within ten (10) Market Days after the Closing Date and CDP will thereafter credit such number of Rights Shares to their relevant Securities Accounts. CDP will then send a notification letter to the relevant subscribers, at their own risk, stating the number of Rights Shares credited to their Securities Accounts.

Please refer to Appendices I, II and III to this Offer Information Statement and in the PAL, the ARE and the ARS (as the case may be) for further details.

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- 6. In the case of any pre-emptive rights to subscribe for or purchase the securities or securities-based derivatives contracts being offered, state the procedure for the exercise of any right of pre-emption, the negotiability of such rights and the treatment of such rights which are not exercised.**
-

Not applicable, as none of the Shareholders have pre-emptive rights to subscribe for the Rights Shares.

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- 7. Provide a full description of the manner in which results of the allotment or allocation of the securities or securities-based derivatives contracts are to be made public and, where appropriate, the manner for refunding excess amounts paid by applicants (including whether interest will be paid).**
-

Results of the Rights Issue

As soon as practicable after the Closing Date, the Company will announce the results of the Rights Issue through an SGXNET announcement which will be posted on the SGX-ST's website at <http://www.sgx.com>.

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Manner of Refund

When any acceptance for Rights Shares and/or (if applicable) application for excess Rights Shares is invalid or unsuccessful, the amount paid on acceptance and/or (if applicable) application, or the surplus application monies, as the case may be, will be returned or refunded to such applicants by CDP on behalf of the Company without interest or any share of revenue or other benefit arising therefrom within three business days after the commencement of trading of the Rights Shares:

- (i) where the acceptance and/or (if applicable) application had been made through CDP, by crediting their designated bank accounts via CDP's Direct Crediting Service or in the case where refunds are to be made to Depository Agents or Member Companies, by means of telegraphic transfer. In the event that an applicant is not subscribed to the CDP's Direct Crediting Service, any monies to be returned or refunded will be retained by CDP and credited to his Cash Ledger and subject to the same terms and conditions as Cash Distributions under CDP's "*Operation of Securities Account with The Depository Terms and Conditions*" (Cash Ledger and Cash Distributions as defined therein) (such retention by CDP being a good discharge of the Company's obligations);
- (ii) where the acceptance and/or (if applicable) application had been made through Electronic Applications through an ATM of the Participating Bank or an Accepted Electronic Service, by crediting their bank accounts with the relevant banks, at their own risk, the receipt by such bank being a good discharge of the Company's and CDP's obligations, if any; or
- (iii) where the acceptance and/or (if applicable) application had been made through the Share Registrar, by means of a crossed cheque drawn in Singapore currency on a bank in Singapore and sent to them at their mailing addresses as maintained with the Share Registrar by ordinary post at their own risk.

Please refer to Appendices I, II and III of this Offer Information Statement, the ARE, ARS and PAL (as the case may be) for further details.

PART 4: KEY INFORMATION

Use of Proceeds from Offer and Expenses Incurred

1. In the same section, provide the information set out in paragraphs 2 to 7 of this Part.

Please refer to paragraphs 2 to 7 of this Part 4.

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- 2. Disclose the estimated amount of the proceeds from the offer (net of the estimated amount of expenses incurred in connection with the offer) (called in this paragraph and paragraph 3 of this Part the net proceeds). Where only a part of the net proceeds will go to the relevant entity, indicate the amount of the net proceeds that will be raised by the relevant entity. If none of the proceeds will go to the relevant entity, provide a statement of that fact.**
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For illustration purposes only, assuming that the Shareholders subscribe and pay in full for all Nil-paid Rights:

- (i) the Company will issue 246,854,000 Rights Shares at S\$0.004 each; and
- (ii) the Rights Issue is expected to raise Net Proceeds of approximately S\$0.89 million (after deducting estimated expenses of approximately S\$0.10 million).

The Company intends to use all the Net Proceeds to fund the working capital requirements of the Group.

- 3. Disclose how the net proceeds raised by the relevant entity from the offer will be allocated to each principal intended use. If the anticipated proceeds will not be sufficient to fund all of the intended uses, disclose the order of priority of such uses, as well as the amount and sources of other funds needed. Disclose also how the proceeds will be used pending their eventual utilisation for the proposed uses. Where specific uses are not known for any portion of the proceeds, disclose the general uses for which the proceeds are proposed to be applied. Where the offer is not fully underwritten on a firm commitment basis, state the minimum amount which, in the reasonable opinion of the directors or equivalent persons of the relevant entity, must be raised by the offer of securities.**
-

The Company intends to use all the Net Proceeds to fund the working capital requirements of the Group.

The Company will make periodic announcements on the utilisation of the Net Proceeds as and when materially disbursed and provide a status report on the use of such proceeds in the interim and full-year financial statements issued pursuant to Rule 705 of the Catalist Rules and in the Company's annual report, until such time the Net Proceeds have been fully utilised. The Company will provide a breakdown with specific details on how the Net Proceeds have been utilised for working capital purposes.

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

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The Rights Issue is not underwritten. The Company has decided to undertake the Rights Issue on a non-underwritten basis in view of the irrevocable undertakings taken by the Concert Party Group to subscribe for (a) all their respective provisional allotments of Rights Shares based on their existing shareholding interests and (b) all excess Rights Shares which remain unsubscribed by other Entitled Shareholders at the closing date of the Rights Issue after satisfying all applications and excess applications (if any) for the Rights Shares in full.

As the Concert Party Group’s intention provide a strong indication of Shareholders’ support for the Rights Issue, the Company has decided to undertake the Rights Issue on a non-underwritten basis in view of the savings in costs enjoyed by the Company as a result of not having to bear any underwriting fees and commission, which typically range from 2.0% to 5.0% of the total gross proceeds.

4. For each dollar of the proceeds from the offer that will be raised by the relevant entity, state the estimated amount that will be allocated to each principal intended use and the estimated amount that will be used to pay for expenses incurred in connection with the offer.

Based on the intended use of the proceeds as described in paragraph 3 of this Part 4 above, and assuming that the Shareholders subscribe and pay in full for all Nil-paid Rights, for each dollar of the gross proceeds from the Rights Issue, the estimated amount that will be allocated for the intended use and the estimated amount that will be used to pay for expenses incurred in connection with the Rights Issue are as follows:

Intended Use of Proceeds	Per S\$ of gross proceeds (rounded to the nearest 2 decimal places)
Working capital	S\$0.90
Estimated costs and expenses	S\$0.10

5. If any material part of the proceeds to be raised by the relevant entity will be used, directly or indirectly, to acquire or refinance the acquisition of an asset, business or entity, briefly describe the asset, business or entity and state its purchase price. Provide information on the status of the acquisition and the estimated completion date. Where funds have already been expended for the acquisition, state the amount that has been paid by the relevant entity, or, if the relevant entity is the holding company or holding entity of a group, the amount that has been paid by the relevant entity or any other entity in the group as at the latest practicable date. If the asset, business or entity has been or will be acquired from an interested person of the relevant entity, identify the interested person and state how the cost to the relevant entity is or will be determined and whether the acquisition is on an arm’s length basis.

Not applicable.

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6. If any material part of the proceeds to be raised by the relevant entity will be used to discharge, reduce or retire the indebtedness of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, of the group, describe the maturity of such indebtedness and, for indebtedness incurred within the past year, the uses to which the proceeds giving rise to such indebtedness were put.

Not applicable. The Company has no intention to use the Net Proceeds to discharge, reduce or retire any indebtedness of the Group.

7. In the section containing the information referred to in paragraphs 2 to 6 of this Part or in an adjoining section, disclose the amount of discount or commission agreed upon between the underwriters or other placement or selling agents in relation to the offer, and the person making the offer. If it is not possible to state the amount of discount or commission, the method by which it is to be determined must be explained.

Not applicable. The Rights Issue is not underwritten and no underwriters or other placement or selling agents has been appointed by the Company in relation to the Rights Issue.

Information on the Relevant Entity

8. Provide the following information:

(a) the address and telephone and facsimile numbers of the relevant entity’s registered office and principal place of business (if different from those of its registered office), and the email address of the relevant entity or a representative of the relevant entity;

The address and telephone and facsimile number of the Company’s registered office and principal place of business, and the email address of the Company, are as follows:

Registered office and principal place of business	:	60 Paya Lebar Road #04-54 Paya Lebar Square Singapore 409051
Telephone	:	(65) 6749 9510
Facsimile	:	Not applicable as the Company does not have a facsimile number
E-mail Address	:	investor@yventures.com.sg

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(b) the nature of the operations and principal activities of the relevant entity or, if it is the holding company or holding entity of a group, of the group;

The Group's existing core business is e-commerce retailer and distributor specialising in online retail data analytics, marketing, distribution and sale of a range of merchandises, mainly books and journals, under third party brands. The Group generates profit through the sale of merchandises under third party brands.

As at the Latest Practicable Date, the subsidiaries of the Company and their principal activities are as follows:

Name of Subsidiary	Date and Country of Incorporation/ Registration	Effective interest held by the Group	Principal activities
LYJ International Pte. Ltd.	8 March 2007 Singapore	100%	Procuring and holding of inventory before shipment to destination
Y Ventures Inc	24 April 2013 United States of America	100%	Retail channel for online marketplaces for books
Jaykin Distribution (India) Private Limited	2 May 2016 India	51%	Dormant
Y Ventures Lab Pte. Ltd.	15 March 2018 Singapore	100%	Provision of e-commerce solutions and training to customers
Skap Waste Management Pte. Ltd.	25 January 2017 Singapore	100%	Waste management services
JustNile (SEA) Pte. Ltd.	6 October 2016 Singapore	100%	Procuring and holding of inventory before shipment to destination
Skap Logistics Pte. Ltd.	1 June 2012 Singapore	100%	Order fulfilment, logistics and freight forwarding
Shenzhen Evermint Technology Company Limited	29 June 2018 The People's Republic of China	100%	Dormant

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- (c) The general development of the business from the beginning of the period comprising the 3 most recently completed financial years to the latest practicable date, indicating any material change in the affairs of the relevant entity or the group, as the case may be, since –
- (i) the end of the most recently completed financial year for which financial statements of the relevant entity have been published; or
 - (ii) the end of any subsequent period covered by interim financial statements, if interim financial statements have been published;
-

The general developments in the business of the Group in chronological order since 1 January 2021 to the Latest Practicable Date are set out below. Shareholders are advised to refer to the public announcements released by the Company via SGXNET and Part 5 of this Offer Information Statement for further details.

Key Developments in FY2021

On 16 March 2021, the Company announced the findings of Deloitte & Touche Enterprise Risk Services Pte Ltd. (“**Deloitte**”) in its independent review report (“**Independent Review Report**”) and accompanying executive summary, in relation to the Company’s misstatements in its unaudited financial statements for the half year ended 30 June 2018. The Group noted the internal control weaknesses identified by Deloitte and had implemented their recommendations or undertaken alternative measures. On the same day, the Singapore Exchange Regulation (“**SGX RegCo**”) issued a regulatory statement on the findings of the Independent Review Report.

On 5 April 2021, the Company announced that its external auditors had expressed an emphasis of matter in respect of the Independent Review report and SGX RegCo regulatory statement on the audited financial statements of the Company and the Group for FY2020. The audit opinion was not modified in respect of this matter.

On 30 April 2021, the Company announced that it had granted awards over 5,194,000 Shares under Y Ventures Performance Share Plan to selected employees of the Company, at an issue price of S\$0.074. The Shares were allotted and issued on 5 May 2021 and the total number of Shares increased to 246,854,000 Shares.

On 23 July 2021, the Company announced a profit warning with respect to the unaudited financial results for 1H2021. The Company explained that although the ongoing Covid-19 pandemic had positively impacted the e-commerce sector, stress was placed on the supply chain network underlying it. This affected the timely movement of inventory to meet the demands of customers. Further, the grant of share awards as well as the strengthening of the British pound against the US\$, resulting in foreign exchange losses, are further factors contributing to the net loss for 1H2021. Further details on the Group’s 1H2021 financial performance were disclosed via SGXNET on 13 August 2021.

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On 30 July 2021, the Board of Directors of the Company announced the change in the composition of the Board and the Board Committees of the Company following the resignation of Mr Goh Cher Sua and appointment of Mr Tan Chade Phang as Independent Director.

On 12 August 2021, the Company announced that it entered into a binding term sheet with Toyrrential Pte. Ltd (“**Toyrrential**”) and its shareholders, being Tey Beng Huan and Evolve Capital Management Private Limited, pursuant to which the Company had agreed: (i) to subscribe for 5,000 ordinary shares representing 50.0% of the enlarged equity interest of Toyrrential post-subscription at S\$250,000; (ii) acquire 1 ordinary share representing 0.01% of the enlarged equity interest of Toyrrential post-subscription from Tey Beng Huan at S\$1; and (iii) provide a S\$500,000 loan facility to Toyrrential, which shall mature 2 years from the drawdown date, with interest rate at the rate of cost of funds plus simple interest of 1% per annum. The funding for the aforesaid transactions were allocated from the proceeds from the placement of 12,000,000 Shares completed on 28 December 2020.

Key Developments in FY2022

On 27 May 2022, the Company announced the re-allocation of the intended use of balance proceeds of S\$1.0 million from the placement of 24,666,000 Shares completed on 9 October 2019, for working capital purposes. Pursuant to the aforesaid re-allocation, the Company disclosed the use of S\$250,000 on 24 June 2022 for the purchase of books.

On 6 July 2022, the Company announced that Low Yik Sen and Amber Blaze Limited had mutually terminated the call option agreement dated 10 July 2020 for the acquisition of 48,000,000 option Shares by Amber Blaze Limited from Low Yik Sen at S\$2,400,000.

On 3 August 2022, the Company announced the changes in the composition of the Board of the Company arising from Lew Chern Yong’s cessation as Executive Chairman and Director with effect from 27 July 2022 and Low Yik Sen’s re-designation as Executive Chairman and Director of the Company with effect from 8 August 2022.

On 25 August 2022, the Company announced a business update in respect of (i) Toyrrential being in a net liability position and (ii) the exploration of its commercial unit at 46 East Coast Road #09-06 Eastgate Singapore 42876, valued at approximately \$1,950,000 as at 10 January 2022. Subsequently, the Company announced on 27 August 2022 that an option to purchase had been granted to PAL Container Line Pte. Ltd. for the sale of the aforesaid property at a purchase consideration of S\$2,000,000, which was exercised by the purchaser on 9 September 2022. The disposal of the property was approved by shareholders at an extraordinary general meeting convened on 13 October 2022 and completed on 8 December 2022.

On 8 September 2022, the Company updated that the remaining S\$750,000 of proceeds from the placement completed on 9 October 2019 was fully utilised for the purchase of books.

On 16 November 2022, the Company announced the disposal its entire 50.01% shareholding interest in Toyrrential to Jeran Singh, at a cash consideration of S\$50.01, as Toyrrential was in a net liability position and it would be challenging to continue to hold shares in Toyrrential given the market conditions.

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Key Developments in FY2023

On 3 July 2023, the Company announced the resignation of Lam May Yih as Chief Financial Officer and her replacement by Teo Sau Hong, the Financial Controller, with effect from 1 November 2023.

On 20 October 2023, the SGX-ST Listings Disciplinary Committee issued a public reprimand against the Company, its former chief financial officer and the board of directors at the material time for breach of the Catalist Rules arising from the misstatements in the Company's unaudited financial statements for the half year ended 30 June 2018.

On 14 November 2023, the Company announced SGX RegCo had informed the Company's Sponsor that the Company was no longer required to perform quarterly reporting of its financial statements, and the Company ceased quarterly reporting with immediate effect.

Key Developments from 1 January 2024 to the Latest Practicable Date

On 2 April 2024, the Company announced the retirement of Ng Tiong Ghee as Independent Director and the subsequent reconstitution of the Board and Board Committees.

On 28 May 2024, the Company announced the Rights Issue. On 6 August 2024, the Company announced that it had received the LQN from the SGX-ST for the listing of and quotation for up to 246,854,000 Rights Shares on the Catalist subject to compliance with the SGX-ST's listing requirements and certain conditions as set out in the LQN.

On 2 September 2024, the Company announced the Record Date of the Rights Issue to be 10 September 2024.

(d) the equity capital and the loan capital of the relevant entity as at the latest practicable date, showing –

(i) in the case of the equity capital, the issued capital; or

(ii) in the case of the loan capital, the total amount of the debentures issued and outstanding, together with the rate of interest payable thereon;

As at the Latest Practicable Date, the equity capital and loan capital of the Company is as follows:

Issued and paid-up share capital	:	S\$15,604,072 ⁽¹⁾
Number of ordinary shares in issue (excluding treasury shares)	:	246,854,000
Number of treasury shares	:	Nil
Loan capital	:	Nil

Note:

(1) Based on information maintained with the Accounting and Corporate Regulatory Authority as at the Latest Practicable Date.

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(e) where –

- (i) the relevant entity is a corporation, the number of shares of the relevant entity owned by each substantial shareholder as at the latest practicable date; or
- (ii) the relevant entity is not a corporation, the amount of equity interests in the relevant entity owned by each substantial interest-holder as at the latest practicable date;

Based on information in the Register of Substantial Shareholders maintained by the Company under Section 88 of the Companies Act as at the Latest Practicable Date, the Substantial Shareholders of the Company and the number of Shares in which they have an interest are as follows:

Name of Substantial Shareholder	Direct Interest		Deemed Interest	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
Low Yik Sen ⁽¹⁾	–	–	53,365,000	21.62
Low Yik Jin ⁽²⁾	71,115,000	28.81	2,750,000	1.11

Notes:

- (1) Mr Low Yik Sen is deemed to be interested in 53,365,000 ordinary shares held under custodian nominee account(s).
- (2) Mr Low Yik Jin is deemed to be interested in 2,750,000 ordinary shares held under custodian nominee account(s).

(f) any legal or arbitration proceedings, including those which are pending or known to be contemplated, which may have, or which have had in the 12 months immediately preceding the date of lodgement of the offer information statement, a material effect on the financial position or profitability of the relevant entity or, where the relevant entity is a holding company or holding entity of a group, of the group;

As at the date of this Offer Information Statement, the Directors are not aware of any legal or arbitration proceedings, including those which are pending or known to be contemplated, which may have, or which have had in the twelve (12) months immediately preceding the date of lodgement of this Offer Information Statement, a material effect on the financial position or profitability of the Group.

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- (g) where any securities, securities-based derivatives contracts or equity interests of the relevant entity have been issued within the 12 months immediately preceding the latest practicable date –
- (i) if the securities, securities-based derivatives contracts or equity interests have been issued for cash, state the prices at which the securities or securities-based derivatives contracts have been issued and the number of securities, securities-based derivatives contracts or equity interests issued at each price; or
 - (ii) if the securities, securities-based derivatives contracts or equity interests have been issued for services, state the nature and value of the services and give the name and address of the person who received the securities, securities-based derivatives contracts or equity interests.
-

The Company has not issued any securities, securities-based derivatives contracts or equity interests for cash nor for services within the twelve (12) months immediately preceding the Latest Practicable Date.

- (h) a summary of each material contract, other than a contract entered into in the ordinary course of business, to which the relevant entity or, if the relevant entity is the holding company or holding entity of a group, any member of the group is a party, for the period of 2 years immediately preceding the date of lodgement of the offer information statement, including the parties to the contract, the date and general nature of the contract, and the amount of any consideration passing to or from the relevant entity or any other member of the group, as the case may be.
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As at the Latest Practicable Date, a summary of each material contract, other than a contract entered into in the ordinary course of business, to which any member of the Group is a party, for the period of two (2) years immediately preceding the date of lodgement of this Offer Information Statement, including the parties to the contract, the date and general nature of the contract, and the amount of any consideration passing to or from the Company or any other member of the Group is set out below:

- (i) the sale and purchase agreement dated 16 November 2022 between the Company and Jeran Singh for the disposal of the Company's entire 50.01% shareholding interest in Toyrential Pte. Ltd. at a cash consideration of S\$50.01; and
- (ii) the resolution agreement dated 5 July 2023 among, *inter alia*, the Company and the SGX-ST setting out the terms for disposing of the disciplinary actions against the Company for breach of the Catalist Rules arising from the misstatements in the Company's unaudited financial statements for the half year ended 30 June 2018. No cash consideration was paid by the Company pursuant to the said agreement.

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THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES
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PART 5: OPERATING AND FINANCIAL REVIEW AND PROSPECTS

Operating Results

1. Provide selected data from –

- (a) the audited income statement of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, the audited consolidated income statement of the relevant entity or the audited combined income statement of the group, for each financial year (being one of the 3 most recently completed financial years) for which that statement has been published; and**
 - (b) any interim income statement of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, any interim consolidated income statement of the relevant entity or interim combined income statement of the group, for any subsequent period for which that statement has been published**
-

Noted. Please refer to Part 5 paragraph 2.

2. The data mentioned in paragraph 1 of this Part must include the line items in the audited income statement, audited consolidated income statement, audited combined income statement, interim income statement, interim consolidated income statement or interim combined income statement, as the case may be, and must in addition include the following items:

- (a) dividends declared per share in both the currency of the financial statements and the Singapore currency, including the formula used for any adjustment to dividends declared;**
 - (b) earnings or loss per share;**
 - (c) earnings or loss per share, after any adjustment to reflect the sale of new securities or securities-based derivatives contracts.**
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**DISCLOSURE REQUIREMENTS UNDER SIXTEENTH SCHEDULE OF
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES
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The consolidated income statements of the Group for FY2021, FY2022, FY2023, 1H2023 and 1H2024 are as follows:

	← Audited →			← Unaudited →	
	FY2021 US\$	FY2022 US\$	FY2023 US\$	1H2023 US\$	1H2024 US\$
Revenue	30,520,220	21,530,559	22,626,872	9,675,330	13,366,817
Cost of sales	(18,867,864)	(13,670,139)	(13,200,645)	(5,463,556)	(7,932,238)
Gross profit	11,652,356	7,860,420	9,426,227	4,211,774	5,434,579
Other income					
– Others	427,212	396,816	121,531	50,927	103,183
– Interest income	44	348	10,908	2,475	17,251
Expenses					
Selling and distribution expenses	(9,816,944)	(6,373,997)	(7,201,399)	(2,937,913)	(4,156,367)
Administrative expenses	(3,753,690)	(3,261,793)	(2,753,528)	(1,407,553)	(1,444,086)
Finance costs	(36,997)	(115,816)	(10,447)	(8,485)	(1,366)
Loss before tax	(1,528,019)	(1,494,022)	(406,708)	(88,775)	(46,806)
Tax expense	23,729	(12)	–	–	–
Loss for the financial year	(1,504,290)	(1,494,034)	(406,708)	(88,775)	(46,806)
Loss attributable to:					
Equity holders of the Company	(1,565,923)	(1,357,432)	(406,458)	(88,745)	(46,559)
Non-controlling interests	61,633	(136,602)	(250)	(30)	(247)
	(1,504,290)	(1,494,034)	(406,708)	(88,775)	(46,806)
Loss per share attributable to equity holders of the Company before the Rights Issue (cents per share)					
Basic and diluted	(0.64)	(0.55)	(0.16)	(0.04)	(0.02)

**DISCLOSURE REQUIREMENTS UNDER SIXTEENTH SCHEDULE OF
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	Financial Effect for Illustrative purpose only				
	FY2021	FY2022	FY2023	1H2023	1H2024
	US\$	US\$	US\$	US\$	US\$
Loss per share attributable to equity holders of the Company after the Rights Issue (cents per share)^					
Basic and diluted	(0.33)	(0.29)	(0.10)	(0.03)	(0.02)

^ Based on the assumption that the Rights Issue is completed at the beginning of the respective year.

3. Despite paragraph 1 of this Part, where –

- (a) unaudited financial statements of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, the unaudited consolidated financial statements of the relevant entity or unaudited combined financial statements of the group, have been published in respect of the most recently completed financial year; and
 - (b) the audited financial statements for that year are unavailable, the data mentioned in paragraph 1 of this Part in respect of the most recently completed financial year may be provided from such unaudited financial statements, if the directors or equivalent persons of the relevant entity include a statement in the offer information statement that to the best of their knowledge, they are not aware of any reason which could cause the unaudited financial statements to be significantly different from the audited financial statements for the most recently completed financial year.
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Not applicable. The audited financial statements in respect of the most recently completed financial year have been published and are made available on the SGX-ST's website at <https://www.sgx.com/>.

**DISCLOSURE REQUIREMENTS UNDER SIXTEENTH SCHEDULE OF
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4. In respect of –

- (a) each financial year (being one of the 3 most recently completed financial years) for which financial statements have been published; and**
- (b) any subsequent period for which interim financial statements have been published, provide information regarding any significant factor, including any unusual or infrequent event or new development, which materially affected profit or loss before tax of the relevant entity or, if it is the holding company or holding entity of a group, of the group, and indicate the extent to which such profit or loss before tax of the relevant entity or the group, as the case may be, was so affected. Describe any other significant component of revenue or expenditure necessary to understand the profit or loss before tax for each of these financial periods.**

A review of the past performance of the Group from FY2021 to FY2023 and 1H2024 is set out below:

FY2022 vs FY2021

Revenue

The revenue reduced by 29.5% or US\$8.99 million from US\$30.52 million in 2021 to US\$21.53 million in 2022. The decrease was mainly due to the COVID-19 pandemic affected delays in logistics and shipments arising from the on-going shipping backlogs since 2021 which has affected the timely delivery of the Group's inventory and fulfilment of customers' demand and orders.

Cost of sales

The cost of sales decreased by 27.5% or US\$5.20 million from US\$18.87 million in 2021 to US\$13.67 million in 2022 mainly due to the corresponding reduction in sales. The cost of sales had also been affected by the increase in logistics cost arising from the mismatch in demand and supply of shipping capacity.

Gross profit

The Group's gross profit decreased by 32.5% or US\$3.79 million from US\$11.65 million in 2021 to US\$7.86 million in 2022. The cost of sales had also been affected by the increase in logistics cost arising from the mismatch in demand and supply of shipping capacity which has led to the decrease in gross profit.

The Gross profit margin declined from 38.2% in 2021 to 36.5% in 2022.

DISCLOSURE REQUIREMENTS UNDER SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

Other Income

The other income decreased by 7.0% or US\$0.03 million from US\$0.43 million in 2021 to US\$0.40 million in 2022 mainly due to gain on disposal of investment property which offset against lower government subsidies.

Selling and distribution expenses

The selling and distribution expenses decreased by 35.1% or US\$3.45 million from US\$9.82 million in 2021 to US\$6.37 million in 2022 mainly due to the corresponding reduction in sales.

Finance costs

The net finance costs increased by US\$78,819 from US\$36,997 in 2021 to US\$115,816 in 2022 due to the increase in interest rates and higher utilisation of credit facilities.

Administrative expenses

The administrative expenses decreased by 13.1% or US\$0.49 million from US\$3.75 million in 2021 to US\$3.26 million in 2022 mainly due to the foreign exchange loss of US\$0.18 million vs a gain on the foreign exchange of US\$0.09 million in 2022 as the United States Dollar strengthened against Sterling Pound and impairment loss on goodwill of US\$0.16 million.

Loss for the period

The loss before tax was US\$1.49 million in 2022 and US\$1.50 million in 2021 was mainly due a decrease in gross profit of US\$3.79 million and other income of US\$0.03 million together with an increase in finance costs of US\$0.08 million; offset with the decrease in administrative expenses of US\$0.49 million and selling and distribution expenses of US\$3.45 million.

FY2023 vs FY2022

Revenue

The revenue increased by 5.1% or US\$1.10 million from US\$21.53 million in 2022 to US\$22.63 million in 2023. The increase was mainly due to an increase in the sales of books on online marketplaces.

Cost of sales

The cost of sales decreased by 3.4% or US\$0.47 million from US\$13.67 million in 2022 to US\$13.20 million in 2023.

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Gross profit

The Group's gross profit increased by 19.9% or US\$1.57 million from US\$7.86 million in 2022 to US\$9.43 million in 2023. The gross profit margin improved from 36.5% in 2022 to 41.7% in 2023. This was mainly due to the better margin on books sold.

Other Income

The other income decreased by 69.4% or US\$0.28 million from US\$0.40 million in 2022 to US\$0.12 million in 2023 due to the absence of one-off gain on disposal of investment property of US\$0.19 million and lesser government grants received in 2022.

Selling and distribution expenses

The selling and distribution expenses increased by 13.0% or US\$0.82 million from US\$6.38 million in 2022 to US\$7.20 million in 2023 mainly due to the corresponding increase in sales and storage cost resulting from higher inventory for the period.

Finance costs

The finance costs decreased by US\$105,369 from US\$115,816 in 2022 to US\$10,447 in 2023 due to the lower utilisation of credit facilities.

Administrative expenses

The administrative expenses decreased by 15.6% or US\$0.50 million from US\$3.26 million in 2022 to US\$2.76 million in 2023 mainly due to tighter cost control measures being in place.

Loss for the period

The loss before tax of US\$0.41 million in 2023 was mainly due to increase in gross profit of US\$1.57 million, decrease in administrative expenses of US\$0.50 million together with the decrease in finance cost of US\$0.11 million offset with increase in selling and distribution expenses of US\$0.82 million and decrease in other income of US\$0.28 million.

1H2024 vs 1H2023

Revenue

The revenue increased by 38.2% or US\$3.69 million from US\$9.68 million in 1H2023 to US\$13.37 million in 1H2024. The increase was mainly due to an increase in the sales of books through online marketplaces in the UK.

Cost of sales

The cost of sales increased by 45.2% or US\$2.47 million from US\$5.46 million in 1H2023 to US\$7.93 million in 1H2024 mainly due to the corresponding increase in sales.

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Gross profit

Accordingly, the Group's gross profit increased by 29.0% or US\$1.22 million, from US\$4.21 million in 1H2023 to US\$5.43 million in 1H 2024. The gross profit margin declined from 43.5% in 1H2023 to 40.7% in 1H2024 due to higher cost of sales in 1H2024.

Other Income

The other income increased by US\$52,256 from US\$50,927 in 1H2023 to US\$103,183 in 1H2024 due to the receipt of a one-off government grant.

Selling and distribution expenses

The selling and distribution expenses increased by 41.5% or US\$1.22 million from US\$2.94 million in 1H2023 to US\$4.16 million in 1H2024 mainly due to the corresponding increase in sales.

Finance cost

The finance costs decreased by US\$7,119 from US\$8,485 in 1H2023 to US\$1,366 in 1H2024 due to lower utilisation of credit facilities.

Administrative expenses

The administrative expenses increased by 2.6% or US\$0.03 million from US\$1.41 million in 1H2023 to US\$1.44 million in 1H2024 mainly due to higher travelling expenses incurred during the period.

Loss for the period

The loss before tax decreased by approximately US\$0.04 million from US\$0.09 million in 1H2023 to US\$0.05 million in 1H2024, mainly due to the increase in gross profit of US\$1.22 million, other income of US\$0.05 million and decrease in finance costs of US\$0.01 million, offset by the increase in administrative expenses of US\$0.03 million and selling and distribution expenses of US\$1.22 million.

Financial Position

5. **Provide selected data from the balance sheet of the relevant entity or, if it is the holding company or holding entity of a group, the group as at the end of –**
 - (a) **the most recently completed financial year for which audited financial statements have been published; or**
 - (b) **if interim financial statements have been published for any subsequent period, that period.**
-

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The consolidated balance sheet of the Group for FY2023 and 1H2024 is as follows:–

	Audited FY2023 US\$	Unaudited 1H2024 US\$
Non-current assets		
Property, plant and equipment	4,746	2,835
Right-of-use assets	59,838	47,554
Total non-current assets	64,584	50,389
Current assets		
Inventories	15,823,826	15,823,197
Trade and other receivables	1,882,730	1,759,695
Cash and cash equivalents	1,026,526	1,237,562
Total current assets	18,733,082	18,820,454
Total assets	18,797,666	18,870,843
Non-current liabilities		
Borrowings	7,563	5,315
Deferred tax liabilities	30,686	30,686
Total non-current liabilities	38,249	36,001
Current liabilities		
Trade and other payables	17,008,847	17,143,711
Borrowings	54,096	43,127
Tax payable	190,374	190,374
Total current liabilities	17,253,317	17,377,212
Total liabilities	17,291,566	17,413,213
Net assets	1,506,100	1,457,630
Equity		
Share capital	11,204,164	11,204,164
Currency translation reserve	7,324	5,664
Accumulated losses	(7,251,454)	(7,298,013)
Merger reserve	(2,455,477)	(2,455,477)
Equity attributable to equity holders of the Company, total	1,504,557	1,456,338
Non-controlling interests	1,543	1,292
Total equity	1,506,100	1,457,630

**DISCLOSURE REQUIREMENTS UNDER SIXTEENTH SCHEDULE OF
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6. The data mentioned in paragraph 5 of this Part must include the line items in the audited or interim balance sheet of the relevant entity or the group, as the case may be, and must in addition include the following items:
- (a) number of shares after any adjustment to reflect the sale of new securities or securities-based derivatives contracts;
 - (b) net assets or liabilities per share; and
 - (c) net assets or liabilities per share after any adjustment to reflect the sale of new securities or securities-based derivatives contracts.
-

For illustrative purposes only, the following is an analysis of the financial effects of the Rights Issue on the NAV of the Group based on the Group's consolidated balance sheet as at 31 December 2023 and 30 June 2024:

	Audited as at 31 December 2023	Unaudited as at 30 June 2024
Before the Rights Issue		
NAV (US\$)	1,504,557	1,456,338
Number of Shares	246,854,000	246,854,000
NAV per share (US\$ cents per share)	0.61	0.59
After the Rights Issue[^]		
NAV (US\$)	2,183,477	2,135,258
Number of Shares	493,708,000	493,708,000
NAV per share (US\$ cents per share)	0.44	0.43

[^] Based on the assumption that the Rights Issue is completed at the beginning of the respective year, and using an exchange rate of US\$1 to SS\$1.3071 as at 4 September 2024 based on the rate quoted by the Authority.

Liquidity and Capital Resources

7. Provide an evaluation of the material sources and amounts of cash flows from operating, investing and financing activities in respect of –
- (a) the most recently completed financial year for which financial statements have been published; and
 - (b) if interim financial statements have been published for any subsequent period, that period.
-

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The consolidated statement of cash flows of the Group for FY2023 and 1H2024 is as follows:–

	Audited FY2023 US\$	Unaudited 1H2024 US\$
Cash flows from operating activities		
Loss before tax	(406,708)	(46,806)
Adjustments for:		
Amortisation of intangible assets	5,729	–
Depreciation of property, plant and equipment	8,848	2,558
Depreciation of right-of-use assets	99,080	24,670
Interest expense	10,447	1,366
Interest income	(10,908)	(17,251)
Gain on lease termination	(3,224)	(756)
Gain on disposal of property, plant and equipment	–	(2,962)
Unrealised exchange loss/(gain)	792	(1,320)
Write-down of inventories	48,756	44,000
Operating cash flows before working capital change	(247,188)	3,499
Inventories	(4,539,353)	(43,371)
Receivables	(1,092,333)	123,035
Payables and contract liabilities	5,598,667	134,864
Currency translation adjustments	(11,453)	7,453
Cash (used in)/from operations	(291,660)	225,480
Interest received	10,908	17,251
Net cash (used in)/from operating activities	(280,752)	242,731
Cash flow from investing activities		
Proceeds from disposal of property, plant and equipment	–	2,962
Purchases of property, plant and equipment	(9,501)	(647)
Net cash (used in)/from investing activities	(9,501)	2,315
Cash flow from financing activities		
Repayments of borrowings	(260,344)	–
Interest paid	(4,807)	–
Interest paid on lease liabilities	(5,640)	(1,366)
Repayment of lease liabilities	(96,619)	(24,819)
Net cash used in financing activities	(367,410)	(26,185)

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	Audited FY2023 US\$	Unaudited 1H2024 US\$
Net (decrease)/increase in cash and cash equivalents	(657,663)	218,861
Cash and cash equivalents at beginning of the financial year	1,671,751	1,026,526
Effects of exchange rate changes on cash and cash equivalents	12,438	(7,825)
Cash and cash equivalents at end of financial year	1,026,526	1,237,562
Cash and cash equivalents comprise:		
Cash at bank and in hand	1,018,948	796,190
Fixed deposit	7,578	441,372
	1,026,526	1,237,562

A review of the cash flow and liquidity of the Group for FY2023 and 1H2024 is set out below:

FY2023

Net cash used in operating activities for 2023 was US\$0.28 million, comprising mainly operating cash outflow before working capital of approximately US\$0.25 million and working capital outflow of US\$0.03 million. The working capital outflow was largely due to increase in purchases of inventories of US\$4.54 million and increased in trade and other receivables of US\$1.09 million offset against the increased in trade and other payables of US\$5.60 million.

Net cash used in investing activities of US\$9,501 was mainly from purchase of property, plant and equipment.

Net cash used in financing activities of US\$0.37 million was mainly due to repayment of borrowings.

Overall, the cash and cash equivalents of the Group decreased in 2023, ending the year with cash and cash equivalents of US\$1.03 million.

1H2024

Net cash flow generated from operating activities for 1H2024 was US\$0.24 million, comprising mainly working capital inflow of US\$0.22 million. The working capital inflow was largely due to a decrease in trade and other receivables of US\$0.12 million and increase in trade and other payables of US\$0.13 million offset against decrease in purchase of inventories of US\$0.04 million.

Net cash generated from investing activities of US\$2,315 was mainly from proceeds from disposal of property, plant and equipment.

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Net cash used in financing activities of US\$0.03 million was mainly due to repayment of borrowings.

Overall, the cash and cash equivalents of the Group increased in 1H2024, ending the period with cash and cash equivalents of US\$1.24 million.

- 8. Provide a statement by the directors or equivalent persons of the relevant entity as to whether, in their reasonable opinion, the working capital available to the relevant entity or, if it is the holding company or holding entity of a group, to the group, as at the date of lodgement of the offer information statement, is sufficient for at least the next 12 months and, if insufficient, how the additional working capital considered by the directors or equivalent persons to be necessary is proposed to be provided. When ascertaining whether working capital is sufficient, any financing facilities which are not available as at the date of lodgement of the prospectus must not be included, but net proceeds from the offer may be taken into account if the offer is fully underwritten. Where the offer is not fully underwritten, minimum net proceeds may be included only if it is an express condition of the offer that minimum net proceeds are to be raised and that the application moneys will be returned to investors if the minimum net proceeds are not raised.**
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As at the date of lodgement of this Offer Information Statement, the Directors are of the reasonable opinion that, barring any unforeseen circumstances, after taking into consideration the Group's internal resources, operating cash flows and present bank facilities, the working capital available to the Group is sufficient for at least the next twelve (12) months.

- 9. If the relevant entity or any other entity in the group is in breach of any of the terms and conditions or covenants associated with any credit arrangement or bank loan which could materially affect the relevant entity's financial position and results or business operations, or the investments by holders of securities or securities-based derivatives contracts in the relevant entity, provide –**
- (a) a statement of that fact;**
 - (b) details of the credit arrangement or bank loan; and**
 - (c) any action taken or to be taken by the relevant entity or other entity in the group, as the case may be, to rectify the situation (including the status of any restructuring negotiations or agreement, if applicable).**
-

To the best knowledge of the Directors, as at the date of lodgement of this Offer Information Statement, the Directors are not aware of any breach by any entity in the Group of any terms and conditions or covenants associated with any credit arrangement or bank loan, which could materially affect the relevant entity's financial position and results or business operations, or the investments by holders of securities or securities-based derivatives contracts in the relevant entity.

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Trend Information and Profit Forecast or Profit Estimate

10. Discuss –

- (a) the business and financial prospects of the relevant entity or, if it is the holding company or holding entity of a group, the group, for the next 12 months from the latest practicable date; and**
 - (b) any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on net sales or revenues, profitability, liquidity or capital resources for at least the current financial year, or that may cause financial information disclosed in the offer information statement to be not necessarily indicative of the future operating results or financial condition. If there are no such trends, uncertainties, demands, commitments or events, provide an appropriate statement to that effect.**
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The e-commerce landscape is dynamic and constantly evolving, shaped by shifting consumer expectations and technological advancements. To stay competitive and relevant, the Group prioritises innovation and leverages its strong data capabilities. The Group will continue to utilise technology in its operations and harness data insights to meet the changing needs of its business partners effectively.

The Company's strategy moving forward focuses on the expansion of the e-commerce business in the academic and professional books sector. The Group remains cautiously optimistic about the prospects of this segment. The Group's efforts to strengthen its market presence in the US market has been complemented by its successful venture into the UK market. The promising results from its UK operations are encouraging, and the Group is actively planning to extend its footprint to other European regions.

In alignment with the Group's growth strategy, it will continue to implement stringent cost control measures and adhere to prudent cash management practices. This approach involves a rigorous examination of the Group's expenditures and strategic resource allocation to maximise operational efficiency while ensuring sustainable growth.

Risk Factors

To the best of the Directors' knowledge and belief as at the Latest Practicable Date, the risk factors that are material to Shareholders and prospective investors in making an informed decision on the Rights Issue are set out below. Shareholders and prospective investors should carefully consider and evaluate each of the following considerations and all other information contained in this Offer Information Statement before deciding whether to invest in the Rights Shares.

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The risks described below are not intended to be exhaustive. New risk factors emerge from time to time, and it is not possible for the management to predict all risk factors, nor can the Group assess the impact of all factors on the Rights Issue or the extent to which any factor, or combination of factors, may affect the Group. In addition to the risks described below, the Group could be affected by risks relating to the industries and countries in which the Group operates as well as those that may generally arise from, inter alia, economic, business, market and political risks. There may be additional risks not presently known to the Group, or that the Group may currently deem immaterial, which could affect its operations. If any of the following considerations and uncertainties develop into actual events, the business, results of operations, financial condition and prospects of the Company and the Group may be materially and adversely affected. In such event, the trading price of the Shares and/or the Rights Shares could decline due to any of these considerations and uncertainties. Moreover, there is a risk that the trading of the Shares may be suspended and the Company may be eventually delisted. Accordingly, Shareholders may lose all or part of their investment in the securities of the Company.

Risks relating to the business of the Group

If it becomes easier for suppliers and principals to sell online, or if they increase their in-house e-commerce capabilities as an alternative to the Group's solutions and services, the Group's product range and sales revenue may be adversely affected

One of the key attractions of the Group's business model to suppliers and principals is the ability to help address the complexities and difficulties they face in the e-commerce market, such as developing strong data analytics capabilities and familiarity with the various online marketplaces, as well as maintaining their own infrastructure and multiple seller accounts in each online marketplace across multiple jurisdictions. If the level of such complexities and difficulties declines as a result of changes in the e-commerce landscape or otherwise, or if they choose to increase their in-house support capabilities as an alternative to selling their merchandises through the Group's distribution or consignment business models, the Group's product range and sales revenue may be adversely affected.

The Group's expansion into new product categories and new geographies may face new challenges and more risks

The Group's current main product categories are books and journals. In the future, the Group may venture into different product categories under third party brands through new suppliers and principals. This may make predicting future results of operations more difficult than it otherwise would be as the Group will need to build up information resources on these new product categories. In addition, as the Group expands sales channels into new territories, it may face different consumer preferences and market dynamics which may require the Group to modify its sales strategy. As a result of the Group's expansion plans, it may incur additional start-up costs in the initial phases of such expansion. If the Group cannot successfully address new challenges and compete effectively, it may not be able to recover costs of investments and eventually achieve profitability, and its future results of operations and growth prospects may be negatively affected. In addition, there is no guarantee that the Group will be able to achieve the same profit margins for the new product categories, nor that the actual demand for such merchandises will meet targeted demand.

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The Group may be affected by inventory holding costs under its distribution model

The Group's level of inventory is mainly based on the actual and anticipated demand for specific merchandises from customers as well as economic considerations. As a result of holding and managing a significant level of inventory, the Group may incur high holding costs such as financing costs, warehousing and logistics costs as well as insurance costs. A significant increase in these costs may have an adverse impact on its business and financial performance. The Group's financial position may also be adversely affected if there is a downward adjustment in the net realisable value of inventory.

In addition, under the distribution model, the Group takes on inventory risk and will not be able to return unsellable merchandises to its suppliers and principals. Furthermore, under some of its agreements with suppliers and principals, the Group may be unable to reduce the selling price of merchandises below a certain level to recover some or all of its costs. There is no assurance that the merchandises carried by the Group will not become obsolete. In the event that the Group incurs substantial write-off or provision for unsellable merchandises or product obsolescence, or a significant amount of the Group's working capital is tied up in slow-moving inventory, its results of operation, financial performance and financial position will be adversely affected. In addition, the Group's financial performance is dependent on the ability to utilise working capital efficiently by generating a high turnover.

If the Group fails to anticipate changes in consumers' buying preferences and adjust or improve product range, quality or features accordingly, its results of operation may be materially and adversely impacted

The Group's success depends, in part, upon the ability to anticipate and respond to consumer trends with respect to merchandises sold through the online marketplaces. The ever-changing consumer preferences have affected and will continue to affect the online retail industry. The Group needs to keep abreast of emerging consumer preferences and anticipate product trends that will appeal to existing and potential consumers. In order to be successful, the Group needs to utilise its data analytics capabilities to predict consumers' preferences and avoid overstocking or understocking of merchandises for sale. If the Group fails to promptly identify and respond to changes in merchandising and consumer preferences, sales could suffer, resulting in unsold inventory which could negatively impact its financial results.

The Group is subject to risks relating to the outbreak of infectious and communicable diseases and public health emergencies such as the COVID-19 pandemic

An outbreak of infectious and communicable diseases, such as severe acute respiratory syndrome (SARS) and COVID-19, in the countries in which the Group operates may adversely affect its business, operations and financial performance. For example, the recent COVID-19 pandemic has had a wide-ranging and sustained adverse impact on businesses globally, including those in the Company's industry as the Group experienced supply chain disruptions which affected timely movement of inventory to meet the demands of its customers. An outbreak of such infectious diseases in any countries in which the Group has operations may affect consumer sentiment and spending and demand for the Company's merchandise, and this may adversely affect the business and financial performance of the Group. The Group's staff and employees in such countries may also be affected by any outbreak of such infectious diseases and this may adversely affect the day-to-day operations of the Group, thereby adversely affecting its business and financial performance.

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The Group is dependent on third party logistics and last-mile fulfilment service providers to fulfil orders for its merchandises

The Group keeps most of its stocks in third party warehouses managed by various third party logistics companies and last-mile fulfilment service providers for its warehousing and order fulfilment requirements in the respective jurisdictions in which the merchandises are sold. The Group's subsidiary, Skap Logistics Pte. Ltd., mainly supports the Group's e-commerce retail and distribution business by working closely with these third party logistics companies and last-mile fulfilment service providers for warehousing and order fulfilment requirements.

Interruptions to or failure of such third party logistics and last-mile fulfilment services could prevent the timely or proper delivery of the Group's merchandises to customers, which would harm the reputation of the Group on the online marketplaces. These interruptions may be due to events that are beyond the Group's control or the control of these logistics companies and last-mile fulfilment service providers, such as inclement weather, natural disasters, transportation disruptions or labour unrest. These logistics and last-mile fulfilment services could also be affected or interrupted by industry consolidation, insolvency or government shut-downs. If the Group is not able to find alternative logistics companies and last-mile fulfilment service providers for warehousing and delivery needs in a timely and reliable manner, or if the merchandises sold on the online marketplaces are not delivered in proper condition, on a timely basis or at shipping rates consumers are willing to bear, the Group's business and prospects, as well as financial condition and results of operations, could be materially and adversely affected.

The Group is exposed to foreign exchange risks

As a result of the geographic diversity of the Group's business, it is affected by changes in foreign currency rates, due to mismatches between the Group's reporting currency and the currencies in which revenues are received and operational costs are incurred. Any fluctuations in foreign exchange rates between the Group's reporting currency and the currencies in which it receives revenues and incurs operational costs could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group's business is dependent on the goodwill in the third party brands of its suppliers and principals

The Group's business is dependent on the goodwill of the third party brands of the suppliers and principals the Group works with. Maintaining brand reputation for supplying quality merchandises is essential to enable the Group to maintain its existing customer base and attract new customers. Any negative publicity, negative comments in internet postings, social media and online sources from time to time about the third party brands of those merchandises marketed by the Group may tarnish the goodwill of these brands. The Group cannot assure shareholders that other types of negative publicity of a more serious nature will not arise in the future. For example, if the Group's customer service representatives fail to address the concerns of customers, they may become disgruntled and disseminate negative comments about the Group's product offerings and services.

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In addition, the Group's suppliers and principals may also be subject to negative publicity for various reasons, such as customers' complaints about the quality of their merchandises and related services or other adverse publicity affecting its suppliers or principals, which may adversely affect the Group's sales of merchandises of suppliers and principals on the online marketplaces. Negative publicity about other online retailers selling merchandises associated with the Group's suppliers and principals may arise from time to time, which could also cause potential customers to lose confidence in similar merchandises offered by the Group. Any such negative publicity, regardless of veracity, may have a material adverse effect on the Group's business and sales revenue.

The Group's business depends on the continuance of existing relationships with suppliers and principals

The merchandises offered and marketed to the Group's customers under third party brands are obtained from its suppliers and principals, some of whom have entered into a series of supply agreements with the Group. There is no assurance that such suppliers and principals will adequately fulfil their respective contractual obligations or that such contractual relationships will not be terminated. Inability to maintain such contractual relationships or find suitable replacements, alternatives or new parties to contract with could have a material adverse effect on the Group's business, financial condition, results of operations and prospects. Any failure of such suppliers and principals to perform their obligations under the contracts or agreements with them may have a material and adverse effect on the Group's business, financial condition, results of operations and prospects. The Group may have to rely on legal remedies, including seeking specific performance or injunctive relief, to enforce the contractual arrangements with such suppliers and principals which may not be effective.

The Group does not have formal supply agreements with all suppliers and principals

The Group generally works with both local and overseas suppliers and principals or their local branches or representatives and constantly sources for merchandises according to insights derived from the Group's data analytics capabilities. However, the Group does not have formal supply agreements with all its suppliers and principals. Instead, the Group purchases merchandises from third party brands through ad hoc purchase orders based on analysis of demand trends. The rights to sell merchandises under these third party brands are granted by third party suppliers and principals under the respective distributorship arrangements which may not be formalised in writing. In the event that the Group's suppliers and principals terminate the distributorship arrangements for any third party brands, it may not be able to meet customers' orders or demand in respect of such merchandises.

As a result, the Group's business operations and consequently, its revenue and profitability would be materially and adversely affected. In addition, while the Group may have formal supply agreements with some suppliers and principals, these are not long-term supply agreements and such suppliers and principals are not obliged to continue the distributorship arrangement on the same terms after the expiry of the respective supply agreements. This would also in turn adversely affect the Group's business operations, revenue and profitability.

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Profitability may be affected by fluctuations in the costs of merchandises and selling costs

The cost of the merchandises carried by the Group may fluctuate due to factors such as changes in market supply and demand, fluctuations in manufacturing costs of its suppliers and principals. As an e-commerce retailer and distributor, the Group incurs logistics, freight and handling charges in the course of sales, which are affected by fuel prices, transportation costs, taxes and duties. As the Group relies on various online marketplaces to sell merchandises, it also needs to pay selling commission charged by these online marketplaces, which may be subject to increase at their discretion. In addition, general overhead costs such as labour, rental, financing charges have all gone up since the COVID-19 pandemic as a result of the macro-economic inflationary environment. If the Group is unable to pass on any increase in the price of merchandises or selling costs to its customers or is unable to find alternative sources of merchandises at competitive prices, the operating cash flow, business and financial performance may be adversely affected.

The Group relies on third party service providers for IT support and data storage

While the Group's data analytics capabilities are mainly developed in-house, it works with third party service providers for (i) technical support in development of source codes on a service fee basis; and (ii) storage of the information generated from its data analytics capabilities, on a subscription fee basis. There is no guarantee that these third party service providers will continue providing the Group with these services in the future. In the event that they cease to provide such services and there are no suitable alternative service providers within a reasonable period, the efficiency of the Group's data analytics capabilities and the information generated from these capabilities will be adversely affected, thereby impeding the Group's ability to utilise such information to maximise sales revenue and profitability. There could also be technical failure or fault in the data storage facilities and capabilities of the various cloud server providers that the Group engages, or damage, corruption or loss of data owned by the Group. Additionally, if there is leakage damage, corporate espionage, ransomware attacks, corruption or loss of any data owned by the Group, it may need to expend resources to take legal action to recover or restrict the disclosure of such information, and there is no guarantee on the success of such efforts.

In addition, the third party service providers that the Group engages will have access to the Group's software and other intellectual property, and may make unauthorised use or disclosure of its intellectual property. In such events, enforcement of the Group's intellectual property rights may entail substantial costs and time, resulting in a diversion of managerial and financial resources. If the Group does not succeed in enforcing intellectual property rights or preventing any unauthorised use or disclosure of intellectual property or confidential information, its business prospects and operations may be materially and adversely affected.

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The Group's business relies information obtained through its data analytics capabilities, which may not be accurate

The Group's relies on its data analytics capabilities to, amongst others, analyse demand trends and consumer sentiment of merchandises under third party brands, as well as analyse prices and inventory levels of competing sellers. Such information is relied on to secure favourable prices from the Group's suppliers, principals and source for merchandises under third party brands which have features preferred by consumers to remain price competitive. In the event that the information from the Group's data analytics capabilities is inaccurate or erroneous, the merchandises procured from third party brands may be less popular or profitable than predicted, and profitability may consequently be adversely affected.

The Group may not be able to compete successfully against current and future competitors

Online marketplaces have gained rapid acceptance and the barriers to entry have substantially lowered. The increased competition may result in reduced pricing of the merchandises sold by the Group or a decrease in market share, any of which could negatively affect its ability to retain existing suppliers and principals and attract new suppliers and principals, the Group's future financial and operating results, and ability to grow its business.

A number of competitive factors could cause the Group to lose potential sales or to sell merchandises under its third party brands at lower prices resulting in reduced profitability, including:

- The e-commerce channels themselves, which may offer free software tools that allow sellers to connect to the e-commerce channels and the Group's suppliers and principals may find it more efficient to operate on the online marketplaces themselves; and
- Competitors may adopt more aggressive pricing policies and offer more attractive sales terms, adapt more quickly to new technologies and changes in suppliers' and principals' requirements, and devote greater resources to the promotion and sales of their merchandises than the Group.

In addition, competition may intensify as competitors raise additional capital and as established companies in other market segments or geographic markets expand into the Group's current market segments or geographic markets. If the Group is unable to maintain its position against competitors, its business and operating and financial results could be adversely affected.

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Material disruption of e-commerce channels could adversely affect the Group's operations and sales on the various online marketplaces

E-commerce channels could suspend or cease operations unexpectedly due to a number of events, including interruptions in telecommunication services, computer viruses and unlawful access of e-commerce channels. Any material channel downtime or disruption could reduce sales in online marketplaces on which the Group sell its merchandises. As the Group operates on a limited number of online marketplaces, the adverse effects of such downtime and disruption could be significant to its operations as a whole.

Any improper use or disclosure of the Group's business data could harm its reputation

The Group's business generates and processes a large quantity of personal, transactional, demographic and behavioural data. The Group faces risks inherent in handling large volumes of data and in protecting the security of such data. In particular, the Group faces challenges relating to data from transactions and other activities on its platform, including:

- protecting the data in and hosted on its system, including against attacks on its system by outside parties or fraudulent behaviour by employees;
- addressing concerns related to privacy and sharing, safety, security and other factors; and
- complying with applicable laws, rules and regulations relating to the collection, use, disclosure or security of personal information, including any requests from regulatory and governmental authorities relating to such data.

The Group is dependent on its key management personnel and ability to recruit suitable and qualified employees

To a significant extent, the success of the Group depends upon the capabilities and efforts of its management team and the ability to hire and retain key management personnel as well as suitable and qualified employees. The ability of the Group to continue to attract, retain and motivate key personnel will have an impact on operations. The loss of the services of one or more of these individuals without timely adequate replacements or the inability to attract new qualified personnel at a reasonable cost would have a material adverse effect on its financial performance and operations. In addition, the Group may lose business to the organisations that members of the key management of the Group may join after leaving the Group's employment. If the Group is unable to retain or recruit suitable and qualified employees, the Group's business, financial condition and results of operations may be adversely affected.

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The Group's insurance coverage may not be adequate

The Group maintains insurance for its business operations customary for business of similar size in the industry. In the event that the amount of such claims exceeds the coverage of the insurance policies maintained by the Group, it may be liable for shortfalls of the amounts claimed. If such events were to occur, the Group's business, financial performance and financial position may be materially and adversely affected.

Terrorist attacks, armed conflicts and increased hostilities, natural disasters and outbreak of communicable diseases could adversely affect the Group's financial performance

Terrorist attacks, armed conflicts, increased hostilities and other acts of violence or war, natural disasters and outbreak of communicable diseases around the world or other events beyond the Group's control may adversely affect the regional and global financial markets. The occurrence of any of these events may result in a loss of business confidence and/or alteration in consumer spending particularly if such events occur in the geographic regions where the Group operates. This could potentially lead to an economic recession and have an adverse effect on the Group's business, results of operations and financial condition.

The Group's business will be adversely affected if it is unable to innovate or adapt to new changes in the e-commerce industry

The Internet industry is characterised by rapidly changing technology, evolving industry standards, new service and product introductions and changing customer demands. Furthermore, the Group's competitors are constantly developing innovations in internet search, online marketing, communications, social networking and other data analytics capabilities to remain competitive. The changes and developments taking place in the industry may also require the Group to re-evaluate its business model and adopt significant changes to its long-term strategies and business plan. Any failure to innovate and adapt to these changes would have a material adverse effect on the Group's business, financial condition and results of operations.

The Group's business may be affected by global economic uncertainties

The success of the Group's business ultimately depends on consumer spending, and is impacted to a significant extent by economic conditions globally and specifically to online and mobile commerce. The global economy, markets and levels of consumer spending are influenced by many factors beyond the Group's control, including consumer perception of current and future economic conditions, political uncertainty, levels of employment, inflation or deflation, real disposable income, interest rates, taxation and currency exchange rates.

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11. **Where a profit forecast is disclosed, state the extent to which projected sales or revenues are based on secured contracts or orders, and the reasons for expecting to achieve the projected sales or revenues and profit, and discuss the impact of any likely change in business and operating conditions on the forecast.**

Not applicable. No profit forecast is disclosed in this Offer Information Statement.

12. **Where a profit forecast or profit estimate is disclosed, state all principal assumptions, if any, upon which the directors or equivalent persons of the relevant entity have based their profit forecast or profit estimate, as the case may be.**

Not applicable. No profit forecast is disclosed in this Offer Information Statement.

13. **Where a profit forecast is disclosed, include a statement by an auditor of the relevant entity as to whether the profit forecast is properly prepared on the basis of the assumptions mentioned in paragraph 12 of this Part, is consistent with the accounting policies adopted by the relevant entity, and is presented in accordance with the accounting standards adopted by the relevant entity in the preparation of its financial statements.**

Not applicable. No profit forecast is disclosed in this Offer Information Statement.

14. **Where the profit forecast disclosed is in respect of a period ending on a date not later than the end of the current financial year of the relevant entity, provide in addition to the statement referred to in paragraph 13 of this Part –**
- (a) a statement by the issue manager to the offer, or any other person whose profession or reputation gives authority to the statement made by that person, that the profit forecast has been stated by the directors or equivalent persons of the relevant entity after due and careful enquiry and consideration; or**
 - (b) a statement by an auditor of the relevant entity, prepared on the basis of the auditor's examination of the evidence supporting the assumptions mentioned in paragraph 12 of this Part and in accordance with the Singapore Standards on Auditing or such other auditing standards as may be approved in any particular case by the Authority to the effect that no matter has come to the auditor's attention which gives the auditor reason to believe that the assumptions do not provide reasonable grounds for the profit forecast.**

Not applicable. No profit forecast is disclosed in this Offer Information Statement.

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15. Where the profit forecast disclosed is in respect of a period ending on a date after the end of the current financial year of the relevant entity, provide in addition to the statement referred to in paragraph 13 of this Part –
- (a) a statement by the issue manager to the offer, or any other person whose profession or reputation gives authority to the statement made by that person, prepared on the basis of an examination by that issue manager or person of the evidence supporting the assumptions referred to in paragraph 12 of this Part, to the effect that no matter has come to the attention of that issue manager or person which gives that issue manager or person reason to believe that the assumptions do not provide reasonable grounds for the profit forecast; or
 - (b) a statement by an auditor of the relevant entity, prepared on the basis of the auditor's examination of the evidence supporting the assumptions referred to in paragraph 12 of this Part and in accordance with the Singapore Standards on Auditing or such other auditing standards as may be approved in any particular case by the Authority to the effect that no matter has come to the auditor's attention which gives the auditor reason to believe that the assumptions do not provide reasonable grounds for the profit forecast.

Not applicable. No profit forecast is disclosed in this Offer Information Statement.

Significant Changes

16. Disclose any event that has occurred from the end of –
- (a) the most recently completed financial year for which financial statements have been published; or
 - (b) if interim financial statements have been published for any subsequent period, that period,
- to the latest practicable date which may have a material effect on the financial position and results of the relevant entity or, if it is the holding company or holding entity of a group, the group, or if there is no such event, provide an appropriate statement to that effect.

Save as disclosed in this Offer Information Statement and any announcements which have already been released to the general public, the Directors are not aware of any event which has occurred since 1 July 2024 up to the Latest Practicable Date which may have a material effect on the financial position and results of the Group.

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Meaning of “published”

17. In this Part, “published” includes publication in a prospectus, in an annual report or on the SGXNET.
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Noted.

PART 6: THE OFFER AND LISTING

Offer and Listing Details

1. Indicate the price at which the securities or securities-based derivatives contracts are being offered and the amount of any expense specifically charged to the subscriber or purchaser. If it is not possible to state the offer price at the date of lodgement of the offer information statement, state the method by which the offer price is to be determined and explain how the relevant entity will inform investors of the final offer price.
-

Issue Price of the Rights Shares

The Issue Price for each Rights Share is S\$0.004, payable in full upon acceptance of all or part of a provisional allotment of Rights Shares and, if applicable, on the application for excess Rights Shares. The Issue Price for each Rights Share represents (i) a discount of approximately 66.67% to the Last Traded Price of S\$0.012 per Share on the Catalist Board of the SGX-ST on 27 May 2024, being the last Market Day on which the Shares were traded immediately preceding the Announcement; and (ii) a discount of approximately 50% to the Theoretical Ex-Rights Price of S\$0.008 per Share.

No expenses will be charged by the Company to Entitled Shareholders, their renounees or purchasers for subscribing for the Rights Shares. The expenses associated with the Rights Issue will be deducted from the gross proceeds received by the Company from the Rights Issue.

A non-refundable administrative fee of \$2 will be incurred for each application made through the ATMs of the Participating Bank and Accepted Electronic Service, and such administrative fee will be borne by the subscribers or purchasers of the Right Shares.

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2. **If there is no established market for the securities or securities-based derivatives contracts being offered, provide information regarding the manner of determining the offer price, the exercise price or conversion price, if any, including the person who establishes the price or is responsible for the determination of the price, the various factors considered in such determination and the parameters or elements used as a basis for determining the price.**
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Not applicable. The Shares are, and the Rights Shares will be, listed, quoted and traded on the Catalist of the SGX-ST.

The Company had on 6 August 2024 obtained the LQN from the SGX-ST for the listing of and quotation for up to 246,854,000 Rights Shares on the Catalist Board of the SGX-ST, subject to compliance with the SGX-ST's listing requirements and certain conditions as set out in the LQN. The LQN granted by the SGX-ST for the listing of and quotation for the Rights Shares is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Company and/or its subsidiaries.

3. **If –**

- (a) any of the relevant entity's shareholders or equity interest-holders have pre-emptive rights to subscribe for or purchase the securities or securities-based derivatives contracts being offered; and**
- (b) the exercise of the rights by the shareholder or equity interest-holder is restricted, withdrawn or waived,**

indicate the reasons for such restriction, withdrawal or waiver, the beneficiary of such restriction, withdrawal or waiver, if any, and the basis of the offer price.

Not applicable. None of the Shareholders has pre-emptive rights to subscribe for the Rights Shares.

As there may be prohibitions or restrictions against the offering of Rights Shares in certain jurisdictions, only Entitled Shareholders are eligible to participate in the Rights Issue subject to and upon the terms and conditions set out in this Offer Information Statement. Please refer to the section entitled "*Eligibility of Shareholders to Participate in the Rights Issue*" of this Offer Information Statement for further information.

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4. If securities or securities-based derivatives contracts of the same class as those securities or securities-based derivatives contracts being offered are listed for quotation on any approved exchange –
- (a) in a case where the first-mentioned securities or securities-based derivatives contracts have been listed for quotation on the approved exchange for at least 12 months immediately preceding the latest practicable date, disclose the highest and lowest market prices of the first-mentioned securities or securities-based derivatives contracts –
 - (i) for each of the 12 calendar months immediately preceding the calendar month in which the latest practicable date falls; and
 - (ii) for the period from the beginning of the calendar month in which the latest practicable date falls to the latest practicable date; or
 - (b) in a case where the first-mentioned securities or securities-based derivatives contracts have been listed for quotation on the approved exchange for less than 12 months immediately preceding the latest practicable date, disclose the highest and lowest market prices of the first-mentioned securities or securities-based derivatives contracts –
 - (i) for each calendar month immediately preceding the calendar month in which the latest practicable date falls; and
 - (ii) for the period from the beginning of the calendar month in which the latest practicable date falls to the latest practicable date;
 - (c) disclose any significant trading suspension that has occurred on the approved exchange during the 3 years immediately preceding the latest practicable date or, if the securities or securities-based derivatives contracts have been listed for quotation for less than 3 years, during the period from the date on which the securities or securities-based derivatives contracts were first listed to the latest practicable date; and
 - (d) disclose information on any lack of liquidity, if the securities or securities-based derivatives contracts are not regularly traded on the approved exchange.
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The Rights Shares are of the same class as the Shares and the Shares are listed for quotation on the Catalist of the SGX-ST.

- (a) The highest and lowest market prices and volume of the Shares traded on the SGX-ST for each of the last twelve (12) calendar months immediately preceding the calendar month in which the Latest Practicable Date falls up to the Latest Practicable Date, are as follows:

Month	Price Range		Volume (‘000) ⁽³⁾
	High Price (S\$) ⁽¹⁾	Low Price (S\$) ⁽²⁾	
September 2023	0.026	0.023	32,260.6
October 2023	0.024	0.020	18,498.1
November 2023	0.023	0.019	14,604.1
December 2023	0.023	0.018	21,527.1
January 2024	0.022	0.020	8,639.8
February 2024	0.020	0.014	5,191.8
March 2024	0.016	0.014	250.6
April 2024	0.016	0.014	526.0
May 2024	0.014	0.012	580.9
June 2024	0.015	0.012	805.9
July 2024	0.022	0.012	14,651.3
August 2024	0.020	0.012	6,445.1
1 September 2024 up to and including the LPD	0.019	0.015	4,718.7

Source: Bloomberg L.P. has not consented to the inclusion of the price range and volume of Shares quoted under this section and is therefore not liable for this information under Sections 253 and 254 of the SFA. The Company has included the above price range and volume of Shares in their proper form and context in this Offer Information Statement and has not verified the accuracy of the above information.

Notes:

- (1) Based on the highest closing price for the Shares in a particular month.
- (2) Based on the lowest closing price for the Shares in a particular month.
- (3) Based on total volume of the Shares traded in a particular month.
- (b) Not applicable. The Shares have been listed on the Catalist of the SGX-ST for more than twelve (12) months immediately preceding the Latest Practicable Date.
- (c) There has not been any significant trading suspension of the Shares on the SGX-ST during the three (3) years immediately preceding the Latest Practicable Date.
- (d) Please refer to paragraph 4(a) of this Part 6 for the volume of Shares traded during each of the last 12 calendar months immediately preceding the Latest Practicable Date and for the period from 1 September 2023 to the Latest Practicable Date. Based on the information set out therein, the Shares are regularly traded on the Catalist of the SGX-ST.

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5. Where the securities or securities-based derivatives contracts being offered are not identical to the securities or securities-based derivatives contracts already issued by the relevant entity, provide –
- (a) a statement of the rights, preferences and restrictions attached to the securities or securities-based derivatives contracts being offered; and
 - (b) an indication of the resolutions, authorisations and approvals by virtue of which the entity may create or issue further securities or securities-based derivatives contracts, to rank in priority to or equally with the securities or securities-based derivatives contracts being offered.

Not applicable. The Rights Shares will, upon allotment and issuance, rank *pari passu* in all respects with the then existing Shares for any dividends, rights, allotments or other distributions, the record date of which falls on or after the date of issue of the Rights Shares.

The Rights Shares are to be issued pursuant to the general share issue mandate (“**Share Issue Mandate**”) approved by Shareholders at the annual general meeting of the Company held on 22 April 2024 (“**FY2024 AGM**”). The Share Issue Mandate authorises the Directors to, among other things, issue Shares on a pro rata basis not exceeding 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at any time, and upon such terms and conditions, and for such purposes and to such persons as the Directors may in their absolute discretion deem fit, after adjusting for:

- (a) new Shares arising from the conversion or exercise of convertible securities;
- (b) new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
- (c) any subsequent bonus issue, consolidation or subdivision of Shares.

As at the Latest Practicable Date, no new Shares have been issued since the approval of the Share Issue Mandate on FY2024 AGM Date. Accordingly, the proposed allotment of Rights Shares falls within the limit of the Share Issue Mandate and the Company will not be seeking specific shareholders’ approval for the Rights Issue.

**DISCLOSURE REQUIREMENTS UNDER SIXTEENTH SCHEDULE OF
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES
AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

Plan of Distribution

- 6. Indicate the amount, and outline briefly the plan of distribution, of the securities or securities-based derivatives contracts that are to be offered otherwise than through underwriters. If the securities or securities-based derivatives contracts are to be offered through the selling efforts of any broker or dealer, describe the plan of distribution and the terms of any agreement or understanding with such entities. If known, identify each broker or dealer that will participate in the offer and state the amount to be offered through each broker or dealer.**
-

Basis of Provisional Allotment : Up to 246,854,000 Rights Shares will be allotted and issued at the Issue Price. The Rights Shares will be provisionally allotted to the Entitled Shareholders on the basis of one (1) Rights Share for every one (1) existing Share held by Entitled Shareholders as at the Record Date.

Fractional entitlements to the Rights Shares will be disregarded in arriving at the Entitled Shareholders' respective Nil-Paid Rights and will, together with the Nil-Paid Rights which are not taken up or allotted for any reason, be aggregated and used to satisfy excess applications for Rights Shares (if any) or otherwise disposed of or dealt with in such manner as the Directors may in their absolute discretion deem fit in the best interests of the Company.

Entitled Shareholders will be at liberty to accept in full or in part, decline or otherwise renounce or in the case of Entitled Depositors, trade their Nil-Paid Rights on the Catalist Board during the provisional allotment trading period prescribed by the SGX-ST and will be eligible to apply for additional Rights Shares in excess of their Nil-Paid Rights. Nil-Paid Rights which are not taken up for any reason shall be used to satisfy excess applications (if any) or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company.

For the avoidance of doubt, only Entitled Shareholders (and not the Purchasers or the renounees) shall be entitled to apply for additional Rights Shares in excess of their Nil-Paid Rights.

**DISCLOSURE REQUIREMENTS UNDER SIXTEENTH SCHEDULE OF
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES
AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

In the allotment of excess Rights Shares, preference will be given to the Entitled Shareholders in satisfaction of their applications for excess Rights Shares, if any, provided that where there are insufficient excess Rights Shares to allot to each application, the Company shall allot the excess Rights Shares to the Entitled Shareholders such that preference will be given to the rounding of odd lots. Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company, or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board will rank last in priority for the rounding of odd lots and allotment of the excess Rights Shares. The Company will also not make any allotment and issue of any excess Rights Shares that will result in a transfer of controlling interest in the Company unless otherwise approved by Shareholders in a general meeting.

Depending on the level of subscription for the Rights Shares, the Company will, if necessary, scale down the subscription for the Rights Shares by any of the Entitled Shareholders (if such Entitled Shareholder chooses to subscribe for its pro-rata Rights entitlement) to avoid placing the relevant Entitled Shareholder in the position of incurring a mandatory take-over offer obligation under the Code as a result of other Shareholders not taking up their Rights Shares entitlement fully.

The Rights Issue is not underwritten.

As there may be prohibitions or restrictions against the offering of Rights Shares in certain jurisdictions, only Entitled Shareholders are eligible to participate in the Rights Issue. Please refer to the section entitled “*Eligibility of Shareholders to Participate in the Rights Issue*” of this Offer Information Statement for further details.

Terms and Conditions : The allotment and issue of the Rights Shares pursuant to the Rights Issue is governed by the terms and conditions as set out in this Offer Information Statement, including Appendices I, II and III, the PAL, the ARE and the ARS.

The Rights Shares are not offered through any broker or dealer.

**DISCLOSURE REQUIREMENTS UNDER SIXTEENTH SCHEDULE OF
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES
AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

7. Provide a summary of the features of the underwriting relationship together with the amount of securities or securities-based derivatives contracts being underwritten by each underwriter.

Not applicable. The Rights Issue is not underwritten.

PART 7: ADDITIONAL INFORMATION

Statements by Experts

1. Where a statement or report attributed to a person as an expert is included in the offer information statement, provide such person's name, address and qualifications.

Not applicable. No statement or report attributed to a person as an expert is included in this Offer Information Statement.

2. Where the offer information statement contains any statement (including what purports to be a copy of, or extract from, a report, memorandum or valuation) made by an expert –
- (a) state the date on which the statement was made;
 - (b) state whether or not it was prepared by the expert for the purpose of incorporation in the offer information statement; and
 - (c) include a statement that the expert has given, and has not withdrawn, his or her written consent to the issue of the offer information statement with the inclusion of the statement in the form and context in which it is included in the offer information statement.

Not applicable. No statement or report made by an expert is included in this Offer Information Statement.

3. The information mentioned in paragraphs 1 and 2 of this Part need not be provided in the offer information statement if the statement attributed to the expert is a statement to which the exemption under regulation 33(2) applies.

Not applicable. No statement or report made by an expert is included in this Offer Information Statement.

**DISCLOSURE REQUIREMENTS UNDER SIXTEENTH SCHEDULE OF
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES
AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

Consents from Issue Managers and Underwriters

4. Where a person is named in the offer information statement as the issue manager or underwriter (but not a sub-underwriter) to the offer, include a statement that the person has given, and has not withdrawn, his or her written consent to being named in the offer information statement as the issue manager or underwriter, as the case may be, to the offer.
-

Not applicable. No issue manager or underwriter has been appointed for the Rights Issue.

Other Matters

5. Include particulars of any other matters not disclosed under any other paragraph of this Schedule which could materially affect, directly or indirectly –
- (a) the relevant entity's business operations or financial position or results; or
 - (b) investments by holders of securities or securities-based derivatives contracts in the relevant entity.
-

Save as disclosed in this Offer Information Statement and announcements which have already been released on SGXNet, and to the best of their knowledge, the Directors are not aware of any other matters which could materially affect, directly or indirectly, the Group's business operations, financial position or results or investments by holders of securities or securities-based derivatives contracts in the Company.

**PART 8: ADDITIONAL INFORMATION REQUIRED FOR OFFER OF DEBENTURES OR UNITS
OF DEBENTURES**

Not applicable.

PART 9: ADDITIONAL INFORMATION REQUIRED FOR CONVERTIBLE DEBENTURES

Not applicable.

**DISCLOSURE REQUIREMENTS UNDER SIXTEENTH SCHEDULE OF
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES
AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

**PART 10: ADDITIONAL INFORMATION REQUIRED FOR OFFER OF SECURITIES OR
SECURITIES-BASED DERIVATIVES CONTRACTS BY WAY OF RIGHTS ISSUE**

1. Provide –

(a) the particulars of the rights issue;

The principal terms of the Rights Shares are as set out below:

Number of Rights Shares	:	Up to 246,854,000 Rights Shares will be issued.
Basis of provisional allotment	:	The Rights Issue will be made on a renounceable basis on the basis of one (1) Rights Share for every one (1) existing Share held by Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded.
Issue Price	:	S\$0.004 for each Rights Share, payable in full on acceptance and/or application.
Discount	:	The Issue Price represents: (i) a discount of approximately 66.67% to the Last Traded Price of S\$0.012 per Share; and (ii) a discount of approximately 50% to the Theoretical Ex-Rights Price of S\$0.008 per Share.
Eligibility to participate	:	Please refer to the section entitled “ <i>Eligibility of Shareholders to Participate in the Rights Issue</i> ” of this Offer Information Statement.
Status of the Rights Shares	:	The Rights Shares are payable in full upon acceptance and/or application and will, upon allotment and issue, rank <i>pari passu</i> in all respects with the then existing Shares for any dividends, rights, allotments or other distributions, the record date of which falls on or after the date of issue of the Rights Shares.

**DISCLOSURE REQUIREMENTS UNDER SIXTEENTH SCHEDULE OF
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES
AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

- Listing of the Rights Shares : The Company has on 6 August 2024 obtained the LQN from the SGX-ST for the listing and quotation of, *inter alia*, the Rights Shares on the Catalist Board of the SGX-ST, subject to compliance with the listing requirements of the SGX-ST's as well as the lodgement of the Offer Information Statement for the Rights Issue.
- Trading of Nil-Paid Rights : Entitled Depositors who wish to trade all or part of their Nil-Paid Rights on the Catalist Board of the SGX-ST can do so during the Rights trading period.
- Entitled Depositors should note that the Nil-Paid Rights will be tradable in board lots of 100. Entitled Depositors who wish to trade in lot sizes other than board lots of 100 can do so on the SGX-ST's Unit Share Market.
- Trading of the Rights Shares : Upon the listing of and quotation for the Rights Shares on the Catalist Board of the SGX-ST, the Rights Shares will be traded on the Catalist Board of the SGX-ST under the book-entry (scripless) settlement system. For the purposes of trading on the Catalist Board of the SGX-ST, each board lot of Shares will comprise 100 Shares or such other number of Shares as may be notified by the Company.
- Acceptance, excess application and payment procedures : Entitled Shareholders will be at liberty to accept in full or in part, decline or otherwise renounce or in the case of Entitled Depositors, trade their Nil-Paid Rights on the Catalist Board of the SGX-ST during the provisional allotment trading period prescribed by the SGX-ST and will be eligible to apply for additional Rights Shares in excess of their Nil-Paid Rights. For the avoidance of doubt, only Entitled Shareholders (and not the Purchasers or the renounees) shall be entitled to apply for additional Rights Shares in excess of their provisional allotments.
- Nil-Paid Rights which are not taken up or allotted for any reason, shall be aggregated and allotted to satisfy excess applications for Rights Shares (if any) or otherwise dealt with in such manner as the Board may in its absolute discretion deem fit in the best interests of the Company.

**DISCLOSURE REQUIREMENTS UNDER SIXTEENTH SCHEDULE OF
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES
AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

In the allotment of excess Rights Shares, preference will be given to the Entitled Shareholders in satisfaction of their applications for excess Rights Shares, if any, provided that where there are insufficient excess Rights Shares to allot to each application, the Company shall allot the excess Rights Shares to the Entitled Shareholders such that preference will be given to the rounding of odd lots. Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company, or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board will rank last in priority for the rounding of odd lots and allotment of the excess Rights Shares. The Company will also not make any allotment and issue of any excess Rights Shares that will result in a transfer of controlling interest in the Company unless otherwise approved by Shareholders in a general meeting.

- Fractional entitlements : Fractional entitlements to the Rights Shares (if any) will be disregarded in arriving at the Entitled Shareholders' entitlements and will, together with the provisional allotments which are not taken up or allotted for any reason, be aggregated and used to satisfy excess applications for the Rights Shares (if any), or be disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company.
- Scaling down : Depending on the level of subscription for the Rights Shares, the Company will, if necessary, scale down the subscription for the Rights Shares by any of the Substantial Shareholders (if such Substantial Shareholder chooses to subscribe for its *pro-rata* Rights entitlement) to avoid placing the relevant Substantial Shareholder in the position of incurring a mandatory take-over offer obligation under the Code as a result of other Shareholders not taking up their Rights Shares entitlement fully.
- Non-underwritten basis : The Rights Issue is non-underwritten.
- Governing law : Laws of the Republic of Singapore.

**DISCLOSURE REQUIREMENTS UNDER SIXTEENTH SCHEDULE OF
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES
AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

- (b) the last day and time for splitting of the provisional allotment of the securities or securities-based derivatives contracts to be issued pursuant to the rights issue;**
 - (c) the last day and time for acceptance of and payment for the securities or securities-based derivatives contracts to be issued pursuant to the rights issue;**
 - (d) the last day and time for renunciation of and payment by the renounee for the securities or securities-based derivatives contracts to be issued pursuant to the rights issue;**
 - (e) the terms and conditions of the offer of securities or securities-based derivatives contracts to be issued pursuant to the rights issue;**
-

- (b) The last date and time for the splitting of Nil-Paid Rights is on 23 September 2024 at 5.00 p.m., unless otherwise announced by the Company on SGXNet.
- (c) The last date and time for acceptance of and payment for the Rights Shares is on 27 September 2024 at 5.30 p.m. for payment made through CDP or the Share Registrar or Accepted Electronic Service (9.30 p.m. for Electronic Applications through ATMs of the Participating Bank), unless otherwise announced by the Company on SGXNet.
- (d) The last date and time for renunciation of and payment by renounees for the Rights Shares is on 27 September 2024 at 5.30 p.m. for payment made through CDP or the Share Registrar or Accepted Electronic Service (9.30 p.m. for Electronic Applications through ATMs of the Participating Bank), unless otherwise announced by the Company on SGXNet.
- (e) The terms and conditions of the Rights Issue are set out in this Offer Information Statement, including Appendices I, II and III, and in the PAL, the ARE and the ARS.

**DISCLOSURE REQUIREMENTS UNDER SIXTEENTH SCHEDULE OF
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES
AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

- (f) the particulars of any undertaking from the substantial shareholders or substantial equity interest-holders, as the case may be, of the relevant entity to subscribe for their entitlements;
-

Each member of the Concert Party Group has irrevocably undertaken to subscribe for (a) all their respective provisional allotments of Rights Shares based on their existing shareholding interests and (b) all excess Rights Shares which remain unsubscribed by other Entitled Shareholders at the closing date of the Rights Issue after satisfying all applications and excess applications (if any) for the Rights Shares in full, as follows:

Shareholder ⁽¹⁾	Number of Shares held at the date of this announcement	Number of Shares held after conclusion of the Rights Issue (assuming only the Undertaking Shareholders subscribe for Rights Shares)	% of Shares held after conclusion of the Rights Issue (assuming only the Undertaking Shareholders subscribe for Rights Shares)
Low Yik Jin	73,865,000	207,542,000	42.04%
Low Yik Sen	53,365,000	166,542,000	33.73%
Total	127,230,000	374,084,000	75.77%

- (1) Low Yik Jin and Low Yik Sen are siblings and are deemed to be acting in concert with each other for the purposes of the Singapore Code on Takeovers and Mergers.
-

- (g) if the rights issue is or will not be underwritten, the reason for not underwriting the issue.
-

The Rights Issue will not be underwritten. The Company has decided to undertake the Rights Issue on a non-underwritten basis in view of the Irrevocable Undertakings and the savings in cost enjoyed by the Company in respect of underwriting fees.

PART 11: ADDITIONAL INFORMATION REQUIRED FOR OFFER INFORMATION STATEMENT FOR PURPOSES OF SECTION 277(1AC)(A)(I) OF ACT

Not applicable.

**ADDITIONAL DISCLOSURE REQUIREMENTS FOR RIGHTS ISSUE UNDER
APPENDIX 8A DISCLOSURE REQUIREMENTS FOR RIGHTS ISSUES
OR BOUGHT DEALS**

Working Capital

- 1. Provide a review of the working capital for the last three financial years and the latest half year, if applicable.**
-

The working capital position of the Group as at 31 December 2021, 31 December 2022, 31 December 2023 and 30 June 2024 are set out below:

	←———— Audited —————→			Unaudited
	FY2021	FY2022	FY2023	1H2024
	US\$	US\$	US\$	US\$
Total current assets	12,186,558	13,795,377	18,733,082	18,820,454
Total current liabilities	9,557,952	11,957,311	17,253,317	17,377,212
Net current assets	2,628,606	1,838,066	1,479,765	1,443,242

A review of the working capital position of the Group as at 31 December 2021, 31 December 2022, 31 December 2023 and 30 June 2024 is set out below.

FY2021 vs FY2022

The Group's current assets increased by US\$1.61 million from US\$12.19 million as at 31 December 2021 to US\$13.80 million as at 31 December 2022 mainly due to an increase in inventories from US\$9.47 million as at 31 December 2021 to US\$11.33 million as at 31 December 2022.

The Group's current liabilities increased by US\$2.40 million from US\$9.56 million as at 31 December 2021 to US\$11.96 million as at 31 December 2022 mainly due to an increase in trade and other payables from US\$9.21 million as at 31 December 2021 to US\$11.41 million as at 31 December 2022.

FY2022 vs FY2023

The Group's current assets increased by US\$4.93 million from US\$13.80 million as at 31 December 2022 to US\$18.73 million as at 31 December 2023 mainly due to an increase in inventories from US\$11.33 million as at 31 December 2022 to US\$15.82 million as at 31 December 2023.

The Group's current liabilities increased by US\$5.29 million from US\$11.96 million as at 31 December 2022 to US\$17.25 million as at 31 December 2023 mainly to an increase in trade and other payables from US\$11.41 million as at 31 December 2022 to US\$17.01 million as at 31 December 2023.

ADDITIONAL DISCLOSURE REQUIREMENTS FOR RIGHTS ISSUE UNDER APPENDIX 8A DISCLOSURE REQUIREMENTS FOR RIGHTS ISSUES OR BOUGHT DEALS

FY2023 vs 1H2024

The Group's current assets increased by US\$0.09 million from US\$18.73 million as at 31 December 2023 to US\$18.82 million as at 30 June 2024 mainly due to an increase in cash and bank balances from US\$1.03 million as at 31 December 2023 to US\$1.24 million as at 30 June 2024.

The Group's current liabilities increased by US\$0.13 million from US\$17.25 million as at 31 December 2023 to US\$17.38 million as at 30 June 2024 mainly to an increase in trade and other payables from US\$17.01 million as at 31 December 2023 to US\$17.14 million as at 30 June 2024.

Convertible Securities

2. Provide –

- (i) Where the rights issue or bought deal involves an issue of convertible securities, such as company warrants or convertible debt, the information in Rule 833 of the Catalist Rules; and**
 - (ii) Where the rights issue or bought deal is underwritten and the exercise or conversion price is based on a price-fixing formula, to state that the exercise or conversion price must be fixed and announced before trading of nil-paid rights commences.**
-

Not applicable. The Rights Issue does not involve an issue of convertible securities.

Responsibility Statement by the Financial Adviser

3. Provide a responsibility statement by the sponsor and each financial adviser in the form set out in paragraph 3.1 of Practice Note 12A of the Catalist Rules.

As provided in Appendix 8A of the Catalist Rules, this requirement is not applicable if an issuer has to comply with the Offer Information Statement requirements in the SFA.

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APPENDIX I – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

1. INTRODUCTION

- 1.1 Entitled Depositors are entitled to receive this Offer Information Statement (through electronic dissemination) and the ARE which forms part of this Offer Information Statement. For the purposes of this Offer Information Statement, any reference to an application by way of an Electronic Application without reference to such an Electronic Application being made through an ATM shall, where the Entitled Depositor is a Depository Agent, be taken to include an application made via the SGX Investor Portal or SGX-SFG Service or through other electronic methods designated by CDP from time to time.
- 1.2 The provisional allotments of Rights Securities are governed by the terms and conditions of this Offer Information Statement, (if applicable) the Constitution of the Company and the instructions in the ARE.

The number of Rights Securities provisionally allotted to each Entitled Depositor is indicated in the ARE (fractional entitlements (if any) having been disregarded).

The Securities Accounts of Entitled Depositors have been credited by CDP with the provisional allotments of Rights Securities as indicated in the ARE. Entitled Depositors may accept their provisional allotments of Rights Securities in full or in part and are eligible to apply for Rights Securities in excess of their provisional allotments under the Rights Issue, save as provided in paragraph 5.7 of this Appendix I. Full instructions for the acceptance of and payment for the provisional allotments of Rights Securities and payment for excess Rights Securities are set out in this Offer Information Statement as well as the ARE.

- 1.3 If an Entitled Depositor wishes to accept his provisional allotment of Rights Securities specified in the ARE, in full or in part, and (if applicable) apply for excess Rights Securities, he may do so by way of an Electronic Application or by completing and signing the relevant sections of the ARE. An Entitled Depositor should ensure that the ARE is accurately completed and signed, failing which the acceptance of the provisional allotment of Rights Securities and (if applicable) application for excess Rights Securities may be rejected.

For and on behalf of the Company, CDP reserves the right to refuse to accept any acceptance(s) and (if applicable) excess application(s) if the ARE is not accurately completed and signed or if the “Free Balance” of your Securities Account is not credited with, or is credited with less than the relevant number of Rights Securities accepted as at the last time and date for acceptance, application and payment or for any other reason(s) whatsoever the acceptance and (if applicable) the excess application is in breach of the terms of the ARE or this Offer Information Statement, at CDP’s absolute discretion, and to return all monies received to the person(s) entitled thereto **BY CREDITING HIS/THEIR BANK ACCOUNT(S) WITH THE RELEVANT PARTICIPATING BANK** (if he/they accept and (if applicable) apply through an ATM of a Participating Bank or) or electronic service delivery networks (such as SGX Investor Portal) (“**Accepted Electronic Service**”) and the submission is unsuccessful) or **BY CREDITING DIRECTLY INTO HIS/THEIR DESIGNATED BANK ACCOUNT FOR SINGAPORE DOLLARS VIA CDP’S DIRECT CREDITING SERVICE**, as the case may be, (in each case) **AT HIS/THEIR OWN RISK**; in the event he/they are not subscribed to CDP’s Direct Crediting Service, any monies to be paid shall be credited to his/their Cash Ledger and subject to the same terms and conditions as Cash Distributions under the CDP’s “*Operation of Securities Account with the Depository Terms and Conditions*” (Cash Ledger and Cash Distribution are as defined therein), as the case may be, (in each case) **AT HIS/THEIR OWN**

APPENDIX I – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

RISK or in such other manner as he/they may have agreed with CDP for the payment of any cash distributions without interest or any share of revenue or other benefit arising therefrom (if he/they accept and (if applicable) apply through CDP). CDP will process such refunds within such timeline as shall be indicated by CDP from time to time, taking into account the processing time required by the relevant bank or service delivery network for the relevant payment method.

AN ENTITLED DEPOSITOR MAY ACCEPT HIS PROVISIONAL ALLOTMENT OF RIGHTS SECURITIES SPECIFIED IN HIS ARE AND (IF APPLICABLE) APPLY FOR EXCESS RIGHTS SECURITIES EITHER THROUGH CDP AND/OR BY WAY OF AN ELECTRONIC APPLICATION THROUGH AN ATM OF A PARTICIPATING BANK OR ACCEPTED ELECTRONIC SERVICE. WHERE AN ENTITLED DEPOSITOR IS A DEPOSITORY AGENT, IT MAY MAKE ITS ACCEPTANCE AND EXCESS APPLICATION (IF APPLICABLE) VIA THE SGX-SFG SERVICE.

Where an acceptance, application and/or payment does not conform strictly to the terms set out under this Offer Information Statement, the ARE, the ARS, the PAL and/or any other application form for the Rights Securities and/or excess Rights Securities in relation to the Rights Issue or which does not comply with the instructions for an Electronic Application, or in the case of an application by the ARE, the ARS, the PAL, and/or any other application form for the Rights Securities and/or excess Rights Securities in relation to the Rights Issue which is illegible, incomplete, incorrectly completed, unsigned, signed but not in its originality or which is accompanied by an improperly or insufficiently drawn remittance, the Company and/or CDP may, at their/its absolute discretion, reject or treat as invalid any such acceptance, application, payment and/or other process of remittances at any time after receipt in such manner as they/it may deem fit.

- 1.4 Unless expressly provided to the contrary in this Offer Information Statement, the ARE and/or the ARS with respect to enforcement against Entitled Depositors or their renounees, a person who is not a party to any contracts made pursuant to this Offer Information Statement, the ARE or the ARS has no rights under the Contracts (Rights of Third Parties) Act 2001 of Singapore to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.
- 1.5 Details on the acceptance for provisional allotment of Rights Securities and (if applicable) application for excess Rights Securities are set out in paragraphs 2 to 4 of this Appendix I.

2. MODE OF ACCEPTANCE AND APPLICATION

2.1 Acceptance/Application by way of Electronic Application through an ATM of a Participating Bank or Accepted Electronic Service

Instructions for Electronic Applications through ATMs to accept the Rights Securities provisionally allotted or (if applicable) to apply for excess Rights Securities will appear on the ATM screens of the Participating Bank. Please refer to Appendix II of this Offer Information Statement for the additional terms and conditions for Electronic Applications through an ATM of a Participating Bank.

APPENDIX I – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

IF AN ENTITLED DEPOSITOR MAKES AN ELECTRONIC APPLICATION THROUGH AN ATM OF A PARTICIPATING BANK OR THROUGH AN ACCEPTED ELECTRONIC SERVICE, HE WOULD HAVE IRREVOCABLY AUTHORISED THE RELEVANT BANK TO DEDUCT THE FULL AMOUNT PAYABLE FROM HIS BANK ACCOUNT IN RESPECT OF SUCH APPLICATION. IN THE CASE OF AN ENTITLED DEPOSITOR WHO HAS ACCEPTED THE RIGHTS SECURITIES PROVISIONALLY ALLOTTED TO HIM BY WAY OF THE ARE AND/OR THE ARS AND/OR HAS APPLIED FOR EXCESS RIGHTS SECURITIES BY WAY OF THE ARE and ALSO BY WAY OF AN ELECTRONIC APPLICATION THROUGH AN ATM OF A PARTICIPATING BANK OR AN ACCEPTED ELECTRONIC SERVICE, THE COMPANY AND/OR CDP SHALL BE AUTHORISED AND ENTITLED TO ACCEPT HIS INSTRUCTIONS IN WHICHEVER MODE OR COMBINATION AS THE COMPANY AND/OR CDP MAY, IN THEIR ABSOLUTE DISCRETION, DEEM FIT.

2.2 Acceptance/Application through Form Submitted to CDP

If the Entitled Depositor wishes to accept the provisional allotment of Rights Securities and (if applicable) apply for excess Rights Securities through form submitted to CDP, he must:

- (a) complete and sign the ARE. In particular, he must state in Part C(i) of the ARE the total number of Rights Securities provisionally allotted to him which he wishes to accept and the number of excess Rights Securities applied for and in Part C(ii) of the ARE the 6 digits of the Cashier's Order/Banker's Draft; and
- (b) deliver the duly completed and original signed ARE accompanied by **A SINGLE REMITTANCE** for the full amount payable for the relevant number of Rights Securities accepted and (if applicable) excess Rights Securities applied for by post, **AT THE SENDER'S OWN RISK**, in the self-addressed envelope provided, to **Y VENTURES GROUP LTD. C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147**,

in each case so as to arrive not later than **5.30 P.M. ON 27 SEPTEMBER 2024** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

The payment for the relevant number of Rights Securities accepted and (if applicable) excess Rights Securities applied for at the Issue Price must be made in Singapore currency in the form of a Cashier's Order or Banker's Draft drawn on a bank in Singapore and made payable to "**CDP – Y VENTURES RIGHTS ISSUE ACCOUNT**" and crossed "**NOT NEGOTIABLE, A/C PAYEE ONLY**" with the name and Securities Account number of the Entitled Depositor clearly written in block letters on the reverse side of the Cashier's Order or Banker's Draft.

NO COMBINED CASHIER'S ORDER OR BANKER'S DRAFT FOR: (A) DIFFERENT SECURITIES ACCOUNTS WILL BE ACCEPTED. NO OTHER FORMS OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.

APPENDIX I – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

2.3 Acceptance through the SGX-SFG Service (for Depository Agents only)

Depository Agents may accept the provisional allotment of Rights Securities and (if applicable) apply for excess Rights Securities through the SGX-SFG service provided by CDP as listed in Schedule 3 of the Terms and Conditions for User Services for Depository Agents. CDP has been authorised by the Company to receive acceptances on its behalf. Such acceptances and (if applicable) applications will be deemed irrevocable and are subject to each of the terms and conditions contained in the ARE and this Offer Information Statement as if the ARE had been completed, signed and submitted to CDP.

2.4 Insufficient Payment

If no remittance is attached or the remittance attached is less than the full amount payable for the provisional allotment of Rights Securities accepted by the Entitled Depositor and (if applicable) the excess Rights Securities applied for by the Entitled Depositor; the attention of the Entitled Depositor is drawn to paragraphs 1.3 and 5.2 of this Appendix I which set out the circumstances and manner in which the Company and CDP shall be authorised and entitled to determine and appropriate all amounts received by CDP on the Company's behalf whether under the ARE, the ARS or any other application form for Rights Securities in relation to the Rights Issue. With respect to applications made via an Accepted Electronic Service, remittances may be rejected and refunded at CDP's discretion if they do not match the quantity of Rights Securities accepted by the Entitled Depositor indicated through such Accepted Electronic Service.

2.5 Acceptance of Part of Provisional Allotments of Rights Securities and Trading of Provisional Allotments of Rights Securities

An Entitled Depositor may choose to accept his provisional allotment of Rights Securities specified in the ARE in full or in part. If an Entitled Depositor wishes to accept part of his provisional allotment of Rights Securities and trade the balance of his provisional allotment of Rights Securities on the SGX-ST, he should:

- (a) Complete and sign the ARE for the number of Rights Securities provisionally allotted which he wishes to accept and submit the duly completed and original signed ARE together with payment in the prescribed manner as described in paragraph 2.2 above to CDP; or
- (b) Accept and subscribe for that part of his provisional allotment of Rights Securities by way of Electronic Application(s) in the prescribed manner as described in paragraph 2.1 or 2.3 above.

The balance of his provisional allotment of Rights Securities may be sold as soon as dealings therein commence on the SGX-ST.

Entitled Depositors who wish to trade all or part of their provisional allotments of Rights Securities on the SGX-ST during the provisional allotment trading period should note that the provisional allotments of Rights Securities will be tradable in board lots, each board lot comprising provisional allotments of 100 Rights Securities, or any other board lot size which the SGX-ST may require. Such Entitled Depositors may start trading in their provisional allotments of Rights Securities as soon as dealings therein commence on the SGX-ST. Entitled Depositors who wish to trade in lot sizes other than mentioned above may do so in the Unit Share Market of the SGX-ST during the provisional allotment trading period.

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2.6 Sale of Provisional Allotments of Rights Securities

The ARE need not be forwarded to the purchasers of the provisional allotments of Rights Securities (“**Purchasers**”) as arrangements will be made by CDP for a separate ARS to be issued to the Purchasers. Purchasers should note that CDP will, for and on behalf of the Company, send the ARS, accompanied by the notification with instructions on how to access the electronic version of this Offer Information Statement and other accompanying documents, **BY ORDINARY POST AND AT THE PURCHASERS’ OWN RISK**, to their respective Singapore addresses as maintained in the records of CDP. Purchasers should ensure that their ARSs are accurately completed and signed, failing which their acceptances of the provisional allotments of Rights Securities may be rejected. Purchasers who do not receive the ARS, accompanied by the notification with instructions on how to access the electronic version of this Offer Information Statement and other accompanying documents, may obtain the same from CDP or the Share Registrar, for the period up to **5.30 p.m. on 27 September 2024** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). Purchasers should also note that if they make any purchase on or around the last trading day of the nil-paid Rights, the notification with instructions on how to access the electronic version of this Offer Information Statement and its accompanying documents might not be despatched in time for the subscription of the Rights Securities. You may obtain a copy from CDP. Alternatively, you may accept and subscribe by way of Electronic Applications in the prescribed manner as described in paragraph 2.1 above.

This Offer Information Statement and its accompanying documents will not be despatched to Purchasers whose registered addresses with CDP are not in Singapore (“**Foreign Purchasers**”). Foreign Purchasers who wish to accept the provisional allotments of Rights Securities credited to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore.

PURCHASERS SHOULD INFORM THEIR FINANCE COMPANIES OR DEPOSITORY AGENTS IF THEIR PURCHASES OF SUCH PROVISIONAL ALLOTMENTS OF RIGHTS SECURITIES ARE SETTLED THROUGH THESE INTERMEDIARIES. IN SUCH INSTANCES, IF THE PURCHASERS WISH TO ACCEPT THE RIGHTS SECURITIES REPRESENTED BY THE PROVISIONAL ALLOTMENTS OF RIGHTS SECURITIES PURCHASED, THEY WILL NEED TO GO THROUGH THESE INTERMEDIARIES, WHO WILL THEN ACCEPT THE PROVISIONAL ALLOTMENTS OF RIGHTS SECURITIES ON THEIR BEHALF.

2.7 Renunciation of Provisional Allotments of Rights Securities

Entitled Depositors who wish to renounce in full or in part their provisional allotments of Rights Securities in favour of a third party should complete the relevant transfer forms with CDP (including any accompanying documents as may be required by CDP) for the number of provisional allotments of Rights Securities which they wish to renounce. Such renunciation shall be made in accordance with the “Terms and Conditions for Operations of Securities Accounts with CDP”, as the same may be amended from time to time, copies of which are available from CDP. As CDP requires at least three (3) Market Days to effect such renunciation, Entitled Depositors who wish to renounce are advised to do so early to allow sufficient time for CDP to send the ARS and other accompanying documents, for and on behalf of the Company, to the renounee by ordinary post and **AT HIS OWN RISK**, to his

APPENDIX I – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

Singapore address as maintained in the records of CDP and for the renounee to accept his provisional allotments of Rights Securities. The last time and date for acceptance of the provisional allotments of Rights Securities and payment for the Rights Securities by the renounee is **5.30 p.m. on 27 September 2024** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

3. COMBINATION APPLICATION

In the event that the Entitled Depositor or the Purchaser accepts his provisional allotments of Rights Securities by way of the ARE and/or the ARS and/or has applied for excess Rights Securities by way of the ARE and also by way of Electronic Application(s), the Company and/or CDP shall be authorised and entitled to accept his instructions in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit. Without prejudice to the generality of the foregoing, in such a case, the Entitled Depositor or the Purchaser shall be regarded as having irrevocably authorised the Company and/or CDP to apply all amounts received whether under the ARE, the ARS and (if applicable) any other acceptance of Rights Securities provisionally allotted to him and/or application for excess Rights Securities (including an Electronic Application(s)) in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit.

4. ILLUSTRATIVE EXAMPLES (ASSUMPTION: ON THE BASIS OF ONE (1) RIGHTS SECURITY FOR EVERY ONE (1) EXISTING SHARE AT AN ISSUE PRICE OF S\$0.004 FOR EACH RIGHTS SECURITY)

As an illustration, if an Entitled Depositor has 5,000 Shares standing to the credit of his Securities Account as at the Record Date, the Entitled Depositor will be provisionally allotted 5,000 Rights Securities as set out in his ARE. The Entitled Depositor’s alternative courses of action, and the necessary procedures to be taken under each course of action, are summarised below:

Alternatives	Procedures to be taken
(a) Accept his entire provisional allotment of 5,000 Rights Securities and (if applicable) apply for excess Rights Securities.	(1) Accept his entire provisional allotment of 5,000 Rights Securities and (if applicable) apply for excess Rights Securities by way of an Electronic Application through an ATM of the Participating Bank not later than 9.30 p.m. on 27 September 2024 or an Accepted Electronic Service as described herein not later than 5.30 p.m. on 27 September 2024 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or

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Alternatives

Procedures to be taken

- (2) Complete and sign the ARE in accordance with the instructions contained herein for the acceptance in full of his provisional allotment of 5,000 Rights Securities and (if applicable) the number of excess Rights Securities applied for and forward the original signed ARE together with a single remittance for S\$20 (or, if applicable, such higher amount in respect of the total number of Rights Securities accepted and excess Rights Securities applied for) by way of a Cashier’s Order or Banker’s Draft in Singapore currency drawn on a bank in Singapore, and made payable to “**CDP – Y VENTURES RIGHTS ISSUE ACCOUNT**” and crossed “**NOT NEGOTIABLE, A/C PAYEE ONLY**” for the full amount due on acceptance and (if applicable) application, by post, at his own risk, in the self-addressed envelope provided to **Y VENTURES GROUP LTD. C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147** so as to arrive not later than **5.30 p.m. on 27 September 2024** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) and with the name and Securities Account number of the Entitled Depositor clearly written in block letters on the reverse side of the Cashier’s Order or Banker’s Draft.

NO COMBINED CASHIER’S ORDER OR BANKER’S DRAFT FOR DIFFERENT SECURITIES ACCOUNTS OR OTHER FORMS OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.

- (b) Accept a portion of his provisional allotment of Rights Securities, for example 1,000 provisionally allotted Rights Securities, not apply for excess Rights Securities and trade the balance on the SGX-ST.
- (1) Accept his provisional allotment of 1,000 Rights Securities by way of an Electronic Application through an ATM of the Participating Bank not later than **9.30 p.m. on 27 September 2024**; or an Accepted Electronic Service as described herein not later than **5.30 p.m. on 27 September 2024** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or

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Alternatives

Procedures to be taken

- (2) Complete and sign the ARE in accordance with the instructions contained therein for the acceptance of his provisional allotment of 1,000 Rights Securities, and forward the original signed ARE , together with a single remittance for S\$4, in the prescribed manner described in alternative (a)(2) above, to CDP, so as to arrive not later than **5.30 p.m. on 27 September 2024** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

The balance of the provisional allotment of 4,000 Rights Securities which is not accepted by the Entitled Depositor may be traded on the SGX-ST during the provisional allotment trading period. Entitled Depositors should note that the provisional allotments of Rights Securities would be tradable in the ready market, each board lot comprising provisional allotments size of 100 Rights Securities or any other board lot size which the SGX-ST may require.

- (c) Accept a portion of his provisional allotment of Rights Securities, for example 1,000 provisionally allotted Rights Securities, and reject the balance.

- (1) Accept his provisional allotment of 1,000 Rights Securities by way of an Electronic Application through an ATM of the Participating Bank not later than **9.30 p.m. on 27 September 2024**; or an Accepted Electronic Service as described herein not later than **5.30 p.m. on 27 September 2024** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or

- (2) Complete and sign the ARE in accordance with the instructions contained herein for the acceptance of his provisional allotment of 1,000 Rights Securities and forward the original signed ARE , together with a single remittance for S\$4, in the prescribed manner described in alternative (a)(2) above to CDP so as to arrive not later than **5.30 p.m. on 27 September 2024** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

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Alternatives

Procedures to be taken

The balance of the provisional allotment of 4,000 Rights Securities which is not accepted by the Entitled Depositor will automatically lapse and cease to be available for acceptance by that Entitled Depositor if an acceptance is not made through an ATM of the Participating Bank by **9.30 p.m. on 27 September 2024** or if an acceptance is not made through CDP via ARE or an Accepted Electronic Service by **5.30 p.m. on 27 September 2024**.

5. TIMING AND OTHER IMPORTANT INFORMATION

5.1 Timing

THE LAST TIME AND DATE FOR ACCEPTANCES AND (IF APPLICABLE) EXCESS APPLICATIONS AND PAYMENT FOR THE RIGHTS SECURITIES IN RELATION TO THE RIGHTS ISSUE IS:

- (A) 9.30 P.M. ON 27 SEPTEMBER 2024 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY) IF ACCEPTANCE AND (IF APPLICABLE) EXCESS APPLICATION AND PAYMENT FOR THE RIGHTS SECURITIES IS MADE THROUGH AN ATM OF THE PARTICIPATING BANK; AND**
- (B) 5.30 P.M. ON 27 SEPTEMBER 2024 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY) IF ACCEPTANCE AND (IF APPLICABLE) EXCESS APPLICATION AND PAYMENT FOR THE RIGHTS SECURITIES IS MADE THROUGH CDP VIA ARE/ARS, OR THROUGH AN ACCEPTED ELECTRONIC SERVICE OR SGX-SFG SERVICE.**

If acceptance and payment for the Rights Securities in the prescribed manner as set out in the ARE, the ARS or the PAL (as the case may be) and this Offer Information Statement is not received through an ATM of the Participating Bank by **9.30 p.m. on 27 September 2024** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) or through CDP via ARE/ARS form or an Accepted Electronic Service by **5.30 p.m. on 27 September 2024** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) from any Entitled Depositor or Purchaser, the provisional allotments of Rights Securities shall be deemed to have been declined and shall forthwith lapse and become void, and such provisional allotments not so accepted will be used to satisfy excess applications, if any, or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit. All moneys received in connection therewith will be refunded to such Entitled Depositors or the Purchasers (as the case may be) without interest or any share of revenue or other benefit arising therefrom by crediting their bank accounts with the Participating Bank **AT THEIR OWN RISK** (if they had applied by way of an Electronic Application through an ATM of the Participating Bank or electronic service delivery networks (such as SGX Investor Portal) (“Accepted Electronic Service”) and the submission is unsuccessful, the receipt by such banks being a good discharge to the Company and CDP of their obligations, if any, thereunder, or **BY CREDITING DIRECTLY INTO HIS/THEIR DESIGNATED BANK ACCOUNT FOR**

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SINGAPORE DOLLARS VIA CDP'S DIRECT CREDITING SERVICE, as the case may be, (in each case) **AT HIS/THEIR OWN RISK**; in the event he/they are not subscribed to CDP's Direct Crediting Service, any monies to be paid shall be credited to his/their Cash Ledger and subject to the same terms and conditions as Cash Distributions under the CDP's "*Operation of Securities Account with the Depository Terms and Conditions*" (Cash Ledger and Cash Distribution are as defined therein), as the case may be, (in each case) **AT HIS/THEIR OWN RISK** or in such other manner as he/they may have agreed with CDP for the payment of any cash distributions without interest or any share of revenue or other benefit arising therefrom (if he/they accept and (if applicable) apply through CDP or if they had applied for Excess Rights Securities through CDP). CDP will process such refunds within such timeline as shall be indicated by CDP from time to time, taking into account the processing time required by the relevant bank or service delivery network for the relevant payment method.

IF AN ENTITLED DEPOSITOR OR PURCHASER (AS THE CASE MAY BE) IS IN ANY DOUBT AS TO THE ACTION HE SHOULD TAKE, HE SHOULD CONSULT HIS STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

5.2 Appropriation

Without prejudice to paragraph 1.3 of this Appendix I, an Entitled Depositor should note that:

- (a) by accepting his provisional allotment of Rights Securities and/or applying for excess Rights Securities, he acknowledges that, in the case where the amount of remittance payable to the Company in respect of his acceptance of the Rights Securities provisionally allotted to him and (if applicable) in respect of his application for excess Rights Securities as per the instructions received by CDP whether under the ARE, the ARS and/or in any other application form for Rights Securities in relation to the Rights Issue differs from the amount actually received by CDP, the Company and CDP shall be authorised and entitled to determine and appropriate all amounts received by CDP on the Company's behalf for each application on its own whether under the ARE, the ARS and/or any other application form for Rights Securities in relation to the Rights Issue as follows: firstly, towards payment of all amounts payable in respect of his acceptance of the Rights Securities provisionally allotted to him; and secondly, (if applicable) towards payment of all amounts payable in respect of his application for excess Rights Securities. The determination and appropriation by the Company and CDP shall be conclusive and binding;
- (b) if the Entitled Depositor has attached a remittance to the ARE, the ARS and/or any other application form for Rights Securities in relation to the Rights Issue made through CDP, he would have irrevocably authorised the Company and CDP, in applying the amounts payable for his acceptance of the Rights Securities and (if applicable) his application for excess Rights Securities, to apply the amount of the remittance which is attached to the ARE, the ARS and/or any other application form for Rights Securities in relation to the Rights Issue made through CDP; and
- (c) in the event that the Entitled Depositor accepts the Rights Securities provisionally allotted to him by way of the ARE and/or the ARS and/or has applied for excess Rights Securities by way of the ARE and also by way of Electronic Application(s), the Company and/or CDP shall be authorised and entitled to accept his instructions in whichever

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mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit. Without prejudice to the generality of the foregoing, in such a case, the Entitled Depositor shall be deemed as having irrevocably authorised the Company and/or CDP to apply all amounts received whether under the ARE, the ARS and/or any other acceptance and/or application for excess Rights Securities (including Electronic Application(s)) in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit.

5.3 Availability of Excess Rights Securities

The excess Rights Securities available for application are subject to the terms and conditions contained in the ARE, this Offer Information Statement and (if applicable) the Constitution of the Company. Applications for excess Rights Securities will, at the Directors' absolute discretion, be satisfied from such Rights Securities as are not validly taken up by the Entitled Shareholders, the original allottee(s) or their respective renouncee(s) or the Purchaser(s) of the provisional allotments of Rights Securities together with the aggregated fractional entitlements to the Rights Securities, any unsold "nil-paid" provisional allotment of Rights Securities (if any) of Foreign Shareholders and any Rights Securities that are otherwise not allotted for whatever reason in accordance with the terms and conditions contained in the ARE and this Offer Information Statement. In the event that applications are received by the Company for more excess Rights Securities than are available, the excess Rights Securities available will be allotted in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. **CDP TAKES NO RESPONSIBILITY FOR ANY DECISION THAT THE DIRECTORS MAY MAKE.** In the allotment of excess Rights Securities, preference will be given to the rounding of odd lots, and Substantial Shareholders and Directors will rank last in priority. The Company reserves the right to refuse any application for excess Rights Securities, in whole or in part, without assigning any reason whatsoever. In the event that the number of excess Rights Securities allotted to an Entitled Depositor is less than the number of excess Rights Securities applied for, the Entitled Depositor shall be deemed to have accepted the number of excess Rights Securities actually allotted to him.

If no excess Rights Securities are allotted or if the number of excess Rights Securities allotted is less than that applied for, the amount paid on application or the surplus application moneys, as the case may be, will be refunded to such Entitled Depositors, without interest or any share of revenue or other benefit arising therefrom, within three (3) business days after the commencement of trading of the Rights Securities, by crediting their bank accounts with the relevant Participating Bank **AT THEIR OWN RISK** (if they had applied for excess Rights Securities by way of an Electronic Application through an ATM of the Participating Bank), the receipt by such banks being a good discharge to the Company and CDP of their obligations, if any, thereunder, or **BY CREDITING DIRECTLY INTO HIS/THEIR DESIGNATED BANK ACCOUNT FOR SINGAPORE DOLLARS VIA CDP'S DIRECT CREDITING SERVICE**, as the case may be, (in each case) **AT HIS/THEIR OWN RISK**; in the event he/they are not subscribed to CDP's Direct Crediting Service, any monies to be paid shall be credited to his/their Cash Ledger and subject to the same terms and conditions as Cash Distributions under the CDP's "*Operation of Securities Account with the Depository Terms and Conditions*" (Cash Ledger and Cash Distribution are as defined therein), as the case may be, (in each case) **AT HIS/THEIR OWN RISK** or in such other manner as he/they may have agreed with CDP for the payment of any cash distributions without interest or any share of revenue or other benefit arising therefrom (if he/they accept and (if applicable) apply

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through CDP or if they had applied for excess Rights Securities through CDP). CDP will process such refunds within such timeline as shall be indicated by CDP from time to time, taking into account the processing time required by the relevant bank or service delivery network for the relevant payment method.

5.4 Deadlines

It should be particularly noted that unless:

- (a) acceptance of the provisional allotment of Rights Securities is made by the Entitled Depositors or the Purchasers (as the case may be) by way of an Electronic Application through an ATM of the Participating Bank and payment of the full amount payable for such Rights Securities is effected by **9.30 p.m. on 27 September 2024** or an Accepted Electronic Service and payment of the full amount payable for such Rights Securities is effected by **5.30 p.m. on 27 September 2024** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or
- (b) the duly completed and original signed ARE or ARS accompanied by a single remittance for the full amount payable for the relevant number of Rights Securities accepted and (if applicable) excess Rights Securities applied for at the Issue Price, made in Singapore currency in the form of a Cashier's Order or Banker's Draft drawn on a bank in Singapore and made payable to "**CDP – Y VENTURES RIGHTS ISSUE ACCOUNT**" and crossed "**NOT NEGOTIABLE, A/C PAYEE ONLY**" with the names and Securities Account numbers of the Entitled Depositors or the Purchasers (as the case may be) clearly written in block letters on the reverse side of the Cashier's order or Banker's Draft is submitted by post in the self-addressed envelope provided, **AT THE SENDER'S OWN RISK**, to **Y VENTURES GROUP LTD. C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147**; or an Accepted Electronic Service by **5.30 p.m. on 27 September 2024** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or
- (c) acceptance is made by a Depository Agent via the SGX-SFG Service and payment in Singapore currency by way of telegraphic transfer by the Depository Agent/(s) for the Rights Securities is effected by **5.30 p.m. on 27 September 2024** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company),

the provisional allotment of Rights Securities will be deemed to have been declined and shall forthwith lapse and become void and cease to be capable of acceptance.

All moneys received in connection therewith will be returned to the Entitled Depositors or the Purchasers (as the case may be) without interest or any share of revenue or other benefit arising therefrom **BY CREDITING DIRECTLY INTO HIS/THEIR DESIGNATED BANK ACCOUNT FOR SINGAPORE DOLLARS VIA CDP'S DIRECT CREDITING SERVICE**, as the case may be, (in each case) **AT HIS/THEIR OWN RISK**; in the event he/they are not subscribed to CDP's Direct Crediting Service, any monies to be paid shall be credited to his/their Cash Ledger and subject to the same terms and conditions as Cash Distributions under the CDP's "*Operation of Securities Account with the Depository Terms and Conditions*" (Cash Ledger and Cash Distribution are as defined therein), as the case may be, (in each case) **AT HIS/THEIR OWN RISK** or in such other manner as he/they may have agreed with

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CDP for the payment of any cash distributions without interest or any share of revenue or other benefit arising therefrom (if he/they accept and (if applicable) apply through CDP). CDP will process such refunds within such timeline as shall be indicated by CDP from time to time, taking into account the processing time required by the relevant bank or service delivery network for the relevant payment method.

ACCEPTANCES AND/OR APPLICATIONS ACCOMPANIED BY ANY OTHER FORMS OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL NOT BE ACCEPTED.

5.5 Certificates

The certificates for the Rights Securities and excess Rights Securities will be registered in the name of CDP or its nominee. Upon the crediting of the Rights Securities and excess Rights Securities, CDP will send to you, **BY ORDINARY POST AND AT YOUR OWN RISK**, a notification letter showing the number of Rights Securities and excess Rights Securities credited to your Securities Account.

5.6 General

For reasons of confidentiality, CDP will not entertain telephone enquiries relating to the number of Rights Securities provisionally allotted and credited to your Securities Account. You can verify the number of Rights Securities provisionally allotted and credited to your Securities Account online if you have registered for CDP Internet Access. Alternatively, you may proceed personally to CDP with your identity card or passport to verify the number of Rights Securities provisionally allotted and credited to your Securities Account.

It is your responsibility to ensure that the ARE and/or ARS is accurately completed in all respects and signed in its originality. The Company and/or CDP will be authorised and entitled to reject any acceptance and/or application which does not comply with the terms and instructions contained herein and in the ARE and/or ARS, or which is otherwise incomplete, incorrect, unsigned, signed but not in its originality or invalid in any respect. Any decision to reject the ARE and/or ARS on the grounds that it has been signed but not in its originality, incompletely, incorrectly or invalidly signed, completed or submitted will be final and binding, and neither CDP nor the Company accepts any responsibility or liability for the consequences of such a decision.

EXCEPT AS SPECIFICALLY PROVIDED FOR IN THIS OFFER INFORMATION STATEMENT, ACCEPTANCE OF THE PROVISIONAL ALLOTMENT OF RIGHTS SECURITIES AND (IF APPLICABLE) YOUR APPLICATION FOR EXCESS RIGHTS SECURITIES IS IRREVOCABLE.

No acknowledgement will be given for any submissions sent by post or deposited into boxes located at CDP's premises.

All communications, notices, documents and remittances to be delivered or sent to you may be sent by **ORDINARY POST** or **EMAIL** to your mailing or email address as maintained in the records of CDP, and **AT YOUR OWN RISK**.

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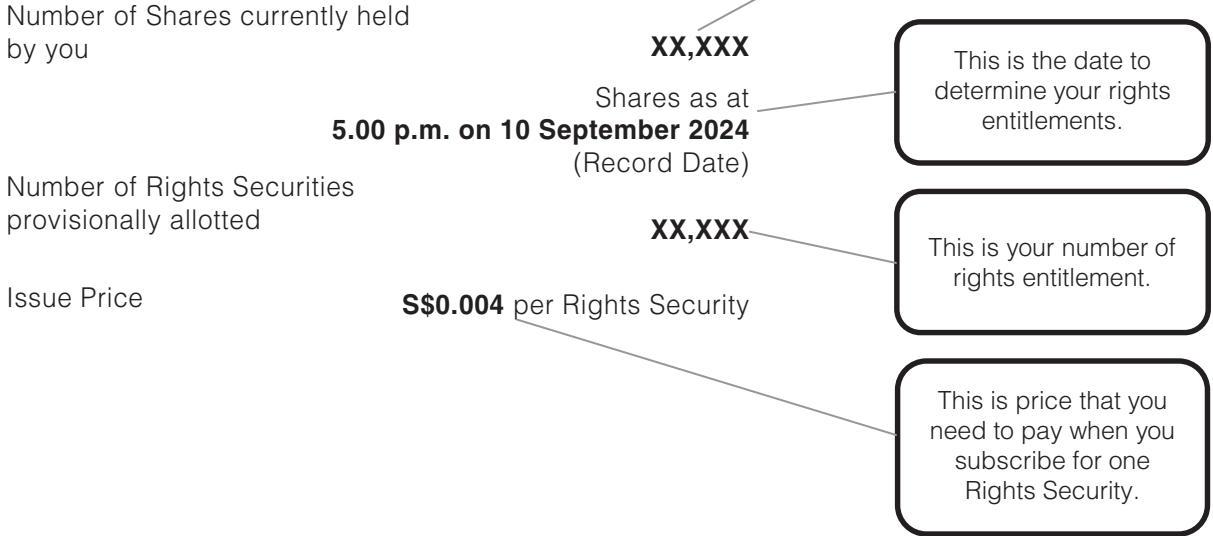
5.7 Personal Data Privacy

By completing and delivering an ARE or an ARS and in the case of an Electronic Application, by pressing the “Enter” or “OK” or “Confirm” or “Yes” key, an Entitled Depositor or a Purchaser (i) consents to the collection, use and disclosure of his personal data by the Participating Bank, the Share Registrar, Securities Clearing and Computer Services (Pte) Limited, the CDP, the SGX-ST and/or the Company (the “**Relevant Persons**”) for the purposes of facilitating his application for the Rights Securities and (if applicable) his application for excess Rights Securities, and in order for the Relevant Persons to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where he discloses the personal data of another person, such disclosure is in compliance with applicable law, and (iii) agrees that he will indemnify the Relevant Persons in respect of any penalties, liabilities, claims, demands, losses and damages as a result of his breach of warranty.

6. PROCEDURE TO COMPLETE THE ARE/ARS

6.1 Know your holdings and entitlement

A. KNOW YOUR HOLDINGS & ENTITLEMENT



APPENDIX I – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

6.2 Select your application options

B. SELECT YOUR APPLICATION OPTIONS

1. **Online via SGX Investor Portal** Access event via Corporate Actions Form Submission on investors.sgx.com or log in to your Portfolio on investors.sgx.com to submit your application via electronic application form. Make payment using PayNow by **5.30 p.m. on 27 September 2024**. You do not need to return this form.
2. **ATM** Follow the procedures set out on the ATM screen of a Participating Bank. Submit your application by **9.30 p.m. on 27 September 2024**. Participating Bank is United Overseas Bank Limited.
3. **Form** Complete section C below and submit this form by **5.30 p.m. on 27 September 2024**, together with **BANKER'S DRAFT/CASHIER'S ORDER** payable to "**CDP – Y VENTURES RIGHTS ISSUE ACCOUNT**". Write your name and securities account number on the back of the Banker's Draft/Cashier's Order.

This is the last date and time to subscribe for the Rights Securities through ATM and CDP.

You can apply for your Rights Securities through ATMs of the participating banks.

This is the payee name to be issued on your Banker's Draft/Cashier's Order where Y VENTURES is the name of the issuer.

Note: Please refer to the ARE/ARS for the actual holdings, entitlements, Record Date, Issue Price, Closing Date for subscription, list of Participating Bank(s) and payee name on the Cashier's Order or Banker's Draft.

6.3 Application via SGX Investor Portal



User Guide to apply and pay for Rights via SGX Investor Portal

Before you proceed to apply for rights via Investor Portal, please ensure that you have the following:

1. Singpass (Singaporeans/PRs/Work Pass Holders) or CDP Internet User ID (Foreigners/Corporates)
2. Daily limit to meet your transfer request (up to S\$200,000 per transaction for PayNow, capped at a daily fund transfer limit set with your bank, whichever is lower)
3. Notification to alert you on the transfer, refund and submission status. Please turn on the setting in your bank account notifications and update your email address with CDP.


Note:

1. Please ensure that your applications and payments are received by CDP before 5.30pm (Singapore Time) on the event close date. Otherwise, CDP will reject the application.
2. Payment from rejected applications will be refunded to your originating bank account. Banks might impose fees to process refunds. The fees will be deducted from the refund amount. Please check with your bank on the charges and status of your refund.
3. CDP will determine the number of rights applied using total payment received on each day, ignoring resultant fractional cent payable if any.
4. Post allocation, CDP will refund any excess amount to your Direct Crediting Service (DCS) bank account.
5. A transaction fee of S\$2 (inclusive of GST) applies for PayNow. It is non-refundable once the instruction is submitted successfully, regardless of the amount of rights allotted.

Step 1 Scan QR code using your mobile or visit Investor Portal at investors.sgx.com



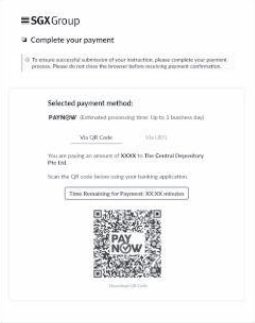
Step 2 Select the event or log in to your Portfolio



Step 3 Enter the number of rights and confirm payment amount



Step 4 Scan QR code using your bank mobile app and submit application along with payment



APPENDIX I – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

6.4 Application via Form

C. DECLARATION

Please read the instructions overleaf and fill in the blanks below accordingly.

i. **Total Number of Rights Shares Applied:**
(Provisionally Allotted+Excess Rights Shares) , , ,

ii. **Cashier's Order/Banker's Draft Details*:**
(Input last 6 digits of CO/BD)

Signature of Entitled Depositor(s)

Date

Fill in the total number of the rights shares and excess rights shares (for ARE)/number of rights shares (for ARS) that you wish to subscribe within the boxes.

Fill in the 6 digits of the Cashier's Order/Banker's Draft number (eg. 001764) within the boxes.

Sign within the box.

Notes:

- (i) If the total number of Rights Securities applied exceeds the provisional allotted holdings in your CDP Securities Account as at the Closing Date, the remaining application will be put under excess and subjected to the excess allocation basis.
- (ii) The total number of Rights Securities applied will be based on cash amount stated in your Cashier's Order/Banker's Draft. The total number of Rights Securities will be appropriated accordingly if the applied quantity exceeds this amount.
- (iii) Please note to submit one Cashier's Order or Banker's Draft per application form.

6.5 Sample of a Cashier's Order



APPENDIX II – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH AN ATM OF THE PARTICIPATING BANK

The procedures for Electronic Applications through ATMs of the Participating Bank are set out on the ATM screens of the Participating Bank (the “**Steps**”). Please read carefully the terms and conditions of this Offer Information Statement, the Steps and the terms and conditions for Electronic Applications set out below before making an Electronic Application through an ATM of the Participating Bank. An ATM card issued by the Participating Bank cannot be used in respect of the acceptance and (if applicable) excess application for Rights Shares at an ATM belonging to other banks. Any Electronic Application through an ATM of the Participating Bank which does not strictly conform to the instructions set out on the screens of the ATM of the Participating Bank through which the Electronic Application is made will be rejected.

Any reference to the “**Applicant**” in the terms and conditions for Electronic Applications and the Steps shall mean the Entitled Depositor or his renounee or the Purchaser of the Nil-Paid Rights who accepts the Nil-Paid Rights or (as the case may be) applies for the excess Rights Shares through an ATM of the Participating Bank. An Applicant must have an existing bank account with and be an ATM cardholder of the Participating Bank before he can make an Electronic Application through an ATM of the Participating Bank. The actions that the Applicant must take at ATMs of the Participating Bank are set out on the ATM screens of the Participating Bank. Upon the completion of his Electronic Application transaction through an ATM of the Participating Bank, the Applicant will receive an ATM transaction slip (the “**Transaction Record**”), confirming the details of his Electronic Application. The Transaction Record is to be retained by the Applicant and should not be submitted with any ARE and/or ARS.

An Applicant, including one who has a joint bank account with the Participating Bank, must ensure that he enters his own Securities Account number when using the ATM card issued by the Participating Bank to him in his own name. Using his own Securities Account number with an ATM card which is not issued by the Participating Bank to him in his own name will render his acceptance or (as the case may be) excess application liable to be rejected.

An Applicant may accept his Nil-Paid Rights and if applicable, may apply for excess Rights Shares by way of separate Electronic Applications to accept and subscribe for his Nil-Paid Rights, and if applicable, apply for excess Rights Shares.

For SRS Investors and investors who hold Shares through finance companies or Depository Agents, acceptances of the provisional allotments of Rights Shares and (if applicable) applications for excess Rights Shares must be done through their respective SRS Approved Banks with whom they hold their SRS accounts, and their respective finance companies or Depository Agents, respectively. ANY ACCEPTANCE AND/OR (IF APPLICABLE) APPLICATION MADE DIRECTLY BY THE ABOVEMENTIONED PERSONS THROUGH CDP, ELECTRONIC APPLICATIONS THROUGH ATMS OF THE PARTICIPATING BANK OR THROUGH AN ACCEPTED ELECTRONIC SERVICE, THE SHARE REGISTRAR AND/OR THE COMPANY WILL BE REJECTED. The abovementioned persons, where applicable, will receive notification letter(s) from their respective SRS Approved Banks with whom they hold their SRS accounts, and their respective finance companies or Depository Agents, as the case may be, and should refer to such notification letter(s) for details of the last date and time to submit acceptances of the provisional allotments of Rights Shares and (if applicable) applications for excess Rights Shares to their respective SRS Approved Banks with whom they hold their SRS accounts, and their respective finance companies or Depository Agents, as the case may be. SRS Investors and investors who hold Shares through finance companies or Depository Agents should refer to the section entitled

APPENDIX II – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH AN ATM OF THE PARTICIPATING BANK

“Important Notice to SRS Investors and Investors who hold Shares through a Finance Company and/or Depository Agent” for important details relating to the offer procedure for them.

For renounees of Entitled Shareholders or Purchasers whose purchases are settled through finance companies or Depository Agents, acceptances of the Rights Shares represented by the provisional allotments of Rights Shares must be done through their respective finance companies or Depository Agents, as the case may be. **ANY ACCEPTANCE MADE DIRECTLY BY SUCH RENOUNCEES AND PURCHASERS THROUGH CDP, ELECTRONIC APPLICATIONS THROUGH ATMS OF THE PARTICIPATING BANK OR THROUGH AN ACCEPTED ELECTRONIC SERVICE, THE SHARE REGISTRAR AND/OR THE COMPANY WILL BE REJECTED.** Such renounees and Purchasers will receive notification letter(s) from their respective finance companies or Depository Agents, as the case may be, and should refer to such notification letter(s) for details of the last date and time to submit acceptances of the provisional allotments of Rights Shares to their respective finance companies or Depository Agents, as the case may be.

The Electronic Application through an ATM of the Participating Bank shall be made on, and subject to, the terms and conditions of this Offer Information Statement including, but not limited to, the terms and conditions appearing below:

- (1) In connection with his Electronic Application for the Rights Shares, the Applicant is required to confirm statements to the following effect in the course of activating the ATM for his Electronic Application:
 - (a) **that he has read, understood and agreed to all the terms and conditions of acceptance and (as the case may be) application for the Rights Shares and this Offer Information Statement prior to effecting the Electronic Application and agrees to be bound by the same; and**
 - (b) **that he consents to the disclosure of, without limitation, his name(s), his NRIC number(s) or passport number(s), Securities Account number(s), address(es), nationality, the number of Shares standing to the credit of his Securities Account, the number of provisional allotments of Rights Shares allotted to him, his acceptance and (if applicable) application for excess Rights Shares and any other information (the “Relevant Particulars”) to the Company and any other relevant parties (the “Relevant Parties”) as CDP may deem fit for the purpose of the Rights Issue and his acceptance and (if applicable) application.**

His application will not be successfully completed and cannot be recorded as a completed transaction in the ATM unless he presses the **“Enter”** or **“OK”** or **“Confirm”** or **“Yes”** key (as the case may be). By doing so, the Applicant shall be treated as signifying his confirmation of each of the two (2) statements above. In respect of statement 1(b) above, his confirmation, by pressing the **“Enter”** or **“OK”** or **“Confirm”** or **“Yes”** key (as the case may be), shall signify and shall be treated as his written permission, given in accordance with the relevant laws of Singapore including Section 47(2) of the Third Schedule to the Banking Act 1970 of Singapore, to the disclosure by the Participating Bank of the Relevant Particulars of his account with the Participating Bank to the Relevant Parties.

APPENDIX II – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH AN ATM OF THE PARTICIPATING BANK

- (2) An Applicant may make an Electronic Application through an ATM of the Participating Bank for the Rights Shares using cash only by authorising the Participating Bank to deduct the full amount payable from his account with the Participating Bank.
- (3) The Applicant irrevocably agrees and undertakes to subscribe for and to accept the lesser of the number of Rights Shares provisionally allotted and excess Rights Shares applied for as stated on the Transaction Record or the number of provisionally allotted Rights Shares standing to the credit of the “Free Balance” of his Securities Account as at the Closing Date. In the event that the Company decides to allot any lesser number of such excess Rights Shares or not to allot any excess Rights Shares to the Applicant, the Applicant agrees to accept the decision as final, conclusive and binding.
- (4) If the Applicant’s Electronic Application is successful, his confirmation (by his action of pressing the “Enter” or “OK” or “Confirm” or “Yes” key, as the case may be, on the ATM screen) of the number of Rights Shares accepted and/or excess Rights Shares applied for shall signify and shall be treated as his acceptance of the number of Rights Shares accepted and/or excess Rights Shares applied for that may be allotted to him.
- (5) In the event that the Applicant accepts the Rights Shares and (if applicable) applies for excess Rights Shares together with payment therefor both by way of a ARE and/or a ARS (as the case may be) and by Electronic Application through an ATM of the Participating Bank or an Accepted Electronic Service, the Company and/or CDP shall be authorised and entitled to accept the Applicant’s instructions in whichever mode or a combination thereof as they may, in their absolute discretion, deem fit. In determining the number of Rights Shares which the Applicant has validly given instructions to accept, the Applicant shall be deemed to have irrevocably given instructions to accept such number of Rights Shares not exceeding of the number of provisionally allotted Rights Shares which are standing to the credit of the “Free Balance” of his Securities Account which is available for acceptance and payment as at the Closing Date and the aggregate number of Rights Shares which have been accepted by the Applicant by way of ARE and/or ARS (as the case may be) and by Electronic Application through an ATM, and the Company and/or CDP, in determining the number of Rights Shares which the Applicant has validly given instructions to accept, shall be authorised and entitled to have regard to the aggregate amount of payment received for the acceptance of Rights Shares, whether by way of Banker’s Draft or Cashier’s Order drawn on a bank in Singapore accompanying the ARE and/or ARS or by way of the acceptance through the Electronic Application through an ATM of the Participating Bank or an Accepted Electronic Service, which the Applicant has authorised or is deemed to have authorised to be applied towards the payment in respect of the acceptance.
- (6) If applicable, in the event that the Applicant applies for excess Rights Shares both by way of an ARE and by way of Electronic Application through an ATM of the Participating Bank or an Accepted Electronic Service, the Company and/or CDP shall be authorised and entitled to accept the Applicant’s instructions in whichever mode or a combination thereof as they may, in their absolute discretion, deem fit. In determining the number of excess Rights Shares which the Applicant has validly given instructions for the application of, the Applicant shall be deemed to have irrevocably given instructions to apply for and agreed to accept such number of excess Rights Shares not exceeding the aggregate number of excess Rights Shares for which he has applied by way of ARE and by Electronic Application through an ATM of the Participating Bank or an Accepted Electronic Service. The Company and/or CDP, in determining the number of excess Rights Shares which the Applicant has given valid

APPENDIX II – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH AN ATM OF THE PARTICIPATING BANK

instructions for the application, shall be authorised and entitled to have regard to the aggregate amount of payment received for the application of the excess Rights Shares, whether by way of Banker's Draft or Cashier's Order drawn on a bank in Singapore accompanying the ARE or by way of application through Electronic Application through an ATM of the Participating Bank or an Accepted Electronic Service, which the Applicant has authorised or is deemed to have authorised to be applied towards the payment in respect of the application.

- (7) The Applicant irrevocably requests and authorises the Company to:
- (a) register or procure the registration of the Rights Shares allotted to the Applicant in the name of CDP for deposit into his Securities Account;
 - (b) return or refund (without interest or any share of revenue or other benefit arising therefrom) the acceptance/application monies, should his Electronic Application in respect of the Rights Shares not be accepted and/or excess Rights Shares applied for not be accepted by the Company for any reason, by automatically crediting the Applicant's bank account with the Participating Bank with the relevant amount within three (3) Market Days after the commencement of trading of the Rights Shares; and
 - (c) return or refund (without interest or any share of revenue or other benefit arising therefrom) the balance of the application monies, should his Electronic Application for excess Rights Shares be accepted in part only, by automatically crediting the Applicant's bank account with the Participating Bank with the relevant amount within three (3) Market Days after the commencement of trading of the Rights Shares.
- (8) **BY MAKING AN ELECTRONIC APPLICATION, THE APPLICANT CONFIRMS THAT HE IS NOT ACCEPTING/APPLYING FOR THE RIGHTS SHARES AS NOMINEE OF ANY OTHER PERSON.**
- (9) The Applicant irrevocably agrees and acknowledges that his Electronic Application is subject to risks of electrical, electronic, technical and computer-related faults and breakdowns, fires, acts of God, mistakes, losses and theft (in each case whether or not within the control of CDP, the Participating Bank, the Company and/or the Share Registrar) and any events whatsoever beyond the control of CDP, the Participating Bank, the Company and/or the Share Registrar and if, in any such event, CDP and/or the Participating Bank and/or the Company and/or the Share Registrar do not record or receive the Applicant's Electronic Application by **9.30 p.m. on 27 September 2024** (or such other time(s) and date(s) as may be announced from time to time by or on behalf of the Company), or data relating to the Applicant's Electronic Application or the tape containing such data is lost, corrupted, destroyed or not otherwise accessible, whether wholly or partially for whatever reason, the Applicant shall be deemed not to have made an Electronic Application and the Applicant shall have no claim whatsoever against CDP, the Participating Bank, the Company and/or the Share Registrar for any purported acceptance thereof and (if applicable) excess application therefor, or for any compensation, loss or damages in connection therewith or in relation thereto.
- (10) **Electronic Applications may only be made through an ATM of the Participating Bank from Mondays to Saturdays between 7.00 a.m. to 9.30 p.m. (excluding public holidays).**

APPENDIX II – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH AN ATM OF THE PARTICIPATING BANK

- (11) Electronic Applications shall close at **9.30 p.m. on 27 September 2024** or such other time as the Directors may, in their absolute discretion, decide (or such other time(s) and date(s) as may be announced from time to time by or on behalf of the Company).
- (12) All particulars of the Applicant in the records of the Participating Bank at the time he makes his Electronic Application shall be deemed to be true and correct and the Participating Bank and the Relevant Parties shall be entitled to rely on the accuracy of such particulars. If there has been any change in the particulars of the Applicant after the time of the making of his Electronic Application, the Applicant shall promptly notify the Participating Bank.
- (13) The Applicant must have sufficient funds in his bank account(s) with the Participating Bank at the time he makes his Electronic Application, failing which his Electronic Application will not be completed. Any Electronic Application made through the ATMs of the Participating Bank which does not strictly conform to the instructions set out on the ATM screens of the Participating Bank will be rejected.
- (14) Where an Electronic Application is not accepted, it is expected that the full amount of the acceptance/application monies will be refunded in Singapore dollars (without interest or any share of revenue or other benefit arising therefrom) to the Applicant by being automatically credited to the Applicant's account with the Participating Bank within three (3) Market Days after the commencement of trading of the Rights Shares. An Electronic Application may also be accepted in part, in which case the balance amount of acceptance/application monies will be refunded on the same terms.
- (15) In consideration of the Company arranging for the Electronic Application facility through the ATMs of the Participating Bank and agreeing to close the Rights Issue at **9.30 p.m. on 27 September 2024** or such later time or date as the Directors may, in their absolute discretion, decide, and by making and completing an Electronic Application, the Applicant agrees that:
- (a) his Electronic Application is irrevocable (whether or not the form and/or content of this Offer Information Statement is modified (as may be determined by the Authority), or it is amended, supplemented, replaced and/or re-lodged with the Authority);
 - (b) he represents, warrants and undertakes that he can subscribe for the Rights Shares in accordance with all applicable laws and regulations;
 - (c) his Electronic Application, the acceptance by the Company and the contract resulting therefrom shall be governed by and construed in accordance with the laws of Singapore and he irrevocably submits to the exclusive jurisdiction of the Singapore courts;
 - (d) none of the Company, CDP, the Participating Bank nor the Share Registrar shall be liable for any delays, failures or inaccuracies in the recording, storage or in the transmission or delivery of data relating to his Electronic Application to the Company, CDP, or the Participating Bank due to a breakdown or failure of transmission, delivery or communication facilities or any risks referred to in paragraph 9 above or to any cause beyond their respective controls;
 - (e) he has access to all information he believes is necessary or appropriate in connection with this subscription of Rights Shares;

APPENDIX II – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH AN ATM OF THE PARTICIPATING BANK

- (f) except for any liability which cannot by law be excluded, he will not hold any of the Relevant Persons responsible for any misstatements or omissions from any publicly available information concerning the Company and none of the Relevant Persons owes or accepts any duty, liability or responsibility to him, whether in contract or in tort (including, without limitation, negligence and breach of statutory duty) or otherwise and shall not be liable in respect of any loss, damage or expense whatsoever in relation to the Rights Issue;
 - (g) he will not be entitled to exercise any remedy of rescission or misrepresentation at any time after acceptance of the Nil-Paid Rights and (if applicable) acceptance of his application for excess Rights Shares;
 - (h) in respect of the Rights Shares and/or excess Rights Shares for which his Electronic Application has been successfully completed and not rejected, acceptance of the Applicant's Electronic Application shall be constituted by written notification by or on behalf of the Company and not otherwise, notwithstanding any payment received by or on behalf of the Company; and
 - (i) unless expressly provided to the contrary in this Offer Information Statement or the Electronic Application with respect to enforcement against the Applicant, a person who is not a party to any contracts made pursuant to this Offer Information Statement or the Electronic Application has no rights under the Contracts (Rights of Third Parties) Act 2001 of Singapore, to enforce any term of such contracts. Notwithstanding any term contained in this Offer Information Statement or the Electronic Application, the consent of any third party is not required for any subsequent agreement by the relevant parties to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where the third parties are conferred rights under such contracts, those rights are not assignable or transferable.
- (16) The Applicant should ensure that his personal particulars as recorded by both CDP and the Participating Bank are correct and identical, otherwise, his Electronic Application may be liable to be rejected. The Applicant should promptly inform CDP of any change in his address, failing which the notification letter on successful allotment and other correspondence will be sent to his mailing address last registered with CDP.
- (17) The existence of a trust will not be recognised. Any Electronic Application by a trustee must be made in his own name and without qualification. The Company will reject any application by any person acting as nominee.

APPENDIX II – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH AN ATM OF THE PARTICIPATING BANK

- (18) In the event that the Applicant accepts or subscribes for the Nil-Paid Rights or (if applicable) applies for excess Rights Shares, as the case may be, by way of ARE or ARS or by way of Electronic Application through any ATM of the Participating Bank and/or through an Accepted Electronic Service, the Nil-Paid Rights and/or excess Rights Shares will be allotted in such manner as the Company and/or CDP may, in their absolute discretion, deem fit and the amount paid on acceptance and (if applicable) application or the surplus application monies, as the case may be, will be returned or refunded, without interest or any share of revenue or other benefit arising, therefrom within three (3) Market Days after the commencement of trading of the Rights Shares by any one or a combination of the following:
- (a) by crediting the Applicant's designated bank account via CDP's Direct Crediting Service (DCS) **AT HIS OWN RISK** if he accepts and (if applicable) applies through CDP. In the event that such Electronic Applicant is not subscribed to CDP's DCS, any monies to be returned or refunded will be retained by CDP and credited to his Cash Ledger, and subject to the same terms and conditions as Cash Distributions under the CDP's "*Operation of Securities Account with the Depository Terms and Conditions*" (Cash Ledger and Cash Distribution are as defined therein) (the retention by CDP being a good discharge of the Company's obligations); and/or
 - (b) by crediting the Applicant's bank account with the Participating Bank **AT HIS OWN RISK** if he accepts and (if applicable) applies through an ATM of the Participating Bank, the receipt by the Participating Bank being a good discharge to the Company and CDP of their obligations, if any, thereunder.
- (19) The Applicant acknowledges that, in determining the total number of Rights Shares represented by the Nil-Paid Rights which he can validly accept, the Company and/or CDP are entitled and the Applicant authorises the Company and/or CDP to take into consideration:
- (a) the total number of Rights Shares represented by the Nil-Paid Rights which the Applicant has validly accepted, whether under the ARE and/or the ARS or any other form of application (including Electronic Application through an ATM or Accepted Electronic Service) for the Rights Shares;
 - (b) the total number of Rights Shares represented by the Nil-Paid Rights standing to the credit of the "Free Balance" of the Applicant's Securities Account which is available for acceptance; and
 - (c) the total number of Rights Shares represented by the Nil-Paid Rights which has been disposed of by the Applicant.

The Applicant hereby acknowledges that CDP's and/or the Company's determination shall be conclusive and binding on him.

- (20) The Applicant irrevocably requests and authorises CDP to accept instructions from the Participating Bank through whom the Electronic Application is made in respect of the Nil-Paid Rights accepted by the Applicant and (if applicable) the excess Rights Shares which the Applicant has applied for.

APPENDIX II – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH AN ATM OF THE PARTICIPATING BANK

- (21) With regard to any acceptance, application and/or payment which does not conform strictly to the instructions set out under this Offer Information Statement, the ARE, the ARS, the PAL, the Constitution of the Company and/or any other application form for the Rights Shares and/or excess Rights Shares in relation to the Rights Issue or which does not comply with the instructions for Electronic Application or with the terms and conditions of this Offer Information Statement, or in the case of an application by the ARE, the ARS, the PAL and/or any other application form for the Rights Issue which is illegible, incomplete, incorrectly completed or which is accompanied by an improperly or insufficiently drawn remittance, or where the “Free Balance” of the Applicant’s Securities Account is not credited with, or is credited with less than the relevant number of Rights Shares subscribed as at the Closing Date, the Company and/or CDP may, at their absolute discretion, reject or treat as invalid any such application payment and/or other processes of remittances at any time after receipt in such manner as they may deem fit.
- (22) The Company and/or CDP shall be entitled to process each application submitted for the acceptance of Rights Shares, and where applicable, application of excess Rights Shares in relation to the Rights Issue and the payment received in relation thereto, pursuant to such application, by an Entitled Shareholder, on its own, without regard to any other application and payment that may be submitted by the same Entitled Shareholder. For the avoidance of doubt, insufficient payment for an application may render the application invalid; evidence of payment (or overpayment) in other applications shall not constitute, or be construed as, an affirmation of such invalid application submitted for the acceptance of Rights Shares and (if applicable) application for excess Rights Shares.

APPENDIX III – PROCEDURES FOR ACCEPTANCE, SPLITTING, RENUNCIATION, EXCESS APPLICATION AND PAYMENT BY ENTITLED SCRIPHOLDERS

1. INTRODUCTION

- 1.1 Acceptances of the Nil-Paid Rights and any excess application for the Rights Shares must be made on the appropriate form(s) accompanying and forming part of this Offer Information Statement.

Entitled Scripholders are entitled to receive this Offer Information Statement (through electronic dissemination) together with the following documents which are enclosed herewith, and are deemed to constitute a part of, this Offer Information Statement:

Renounceable PAL incorporating:

Form of Acceptance	Form A
Request for Splitting	Form B
Form of Renunciation	Form C
Form of Nomination	Form D
Excess Rights Shares Application Form	Form E

- 1.2 The allotment of Nil-Paid Rights and application for excess Rights Shares are governed by the terms and conditions of this Offer Information Statement, the PAL and (if applicable) the Constitution of the Company and the instructions contained in the PAL. The number of Rights Shares provisionally allotted to Entitled Scripholders is indicated in the PAL (fractional entitlements, if any, having been disregarded). Entitled Scripholders may accept their Nil-Paid Rights, in full or in part, and are eligible to apply for Rights Shares in excess of their entitlements under the Rights Issue. Full instructions for the acceptance of and payment for the Nil-Paid Rights allotted to Entitled Scripholders and the procedures to be adopted should they wish to renounce, transfer or split all or part of their provisional allotments are set out in this Offer Information Statement and PAL.
- 1.3 **THE FULL AMOUNT PAYABLE FOR THE RELEVANT NUMBER OF RIGHTS SHARES ACCEPTED/APPLIED FOR WILL BE ROUNDED UP TO THE NEAREST WHOLE CENT, IF APPLICABLE.**
- 1.4 With regard to any acceptance, application and/or payment which does not conform strictly to the instructions set out under this Offer Information Statement, the ARE, the ARS, the PAL, (if applicable) and/or any other application form for the Rights Shares and/or excess Rights Shares in relation to the Rights Issue or which do not comply with the terms and conditions of this Offer Information Statement, or in the case of an acceptance and/or application by the ARE, the ARS, the PAL, and/or any other application form for the Rights Shares and/or excess Rights Shares in relation to the Rights Issue which is illegible, incomplete, incorrectly completed, unsigned, signed but not in its originality or which is accompanied by an improperly or insufficiently drawn remittance, the Company and/or the Share Registrar may, at their/its absolute discretion, reject or treat as invalid any such acceptance, application, payment and/or other process of remittance at any time after receipt in such manner as they/it may deem fit.

APPENDIX III – PROCEDURES FOR ACCEPTANCE, SPLITTING, RENUNCIATION, EXCESS APPLICATION AND PAYMENT BY ENTITLED SCRIPHOLDERS

- 1.5 The Company and/or the Share Registrar shall be entitled to process each application submitted for the acceptance of the Nil-Paid Rights, and where applicable, application for excess Rights Shares in relation to the Rights Issue and the payment received in relation thereto, pursuant to such application, by an Entitled Scripholder or a renounee, on its own, without regard to any other application and payment that may be submitted by the same Entitled Scripholder or renounee. For the avoidance of doubt, insufficient payment for an application may render the application invalid; evidence of payment (or overpayment) in other applications shall not constitute, or be construed as, an affirmation of such invalid application submitted for the acceptance of the Nil-Paid Rights and (if applicable) application for excess Rights Shares.
- 1.6 **Entitled Scripholders who intend to trade any part of their Nil-Paid Rights on the SGX-ST should note that all dealings in and transactions of the Nil-Paid Rights through the SGX-ST will be effected under the book-entry (scripless) settlement system. Accordingly, the PALs will not be valid for delivery pursuant to trades done on the SGX-ST.**
- 1.7 Unless expressly provided to the contrary in this Offer Information Statement and/or the PAL, a person who is not a party to any contract made pursuant to this Offer Information Statement and/or the PAL has no rights under the Contracts (Rights of Third Parties) Act 2001 of Singapore, to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

2. FORM OF ACCEPTANCE (FORM A)

2.1 Acceptance

An Entitled Scripholder who wishes to accept his entire Nil-Paid Rights or to accept any part of it and decline the balance, should:

- (a) complete and sign the Form of Acceptance (Form A) for the number of Rights Shares which he wishes to accept; and
- (b) forward at the sender's own risk, by post in the self-addressed envelope provided, the PAL in its entirety, duly completed and signed, together with a single remittance for the full amount due and payable on acceptance in the manner hereinafter prescribed to **Y VENTURES GROUP LTD. C/O THE SHARE REGISTRAR, IN.CORP CORPORATE SERVICES PTE. LTD., 30 CECIL STREET #19-08 PRUDENTIAL TOWER, SINGAPORE 049712** so as to arrive not later than **5.30 p.m. on 27 September 2024** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

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2.2 Insufficient Payment

If no remittance is attached or the remittance attached is less than the full amount payable for the Nil-Paid Rights accepted by the Entitled Scripholder and (if applicable) the excess Rights Shares applied for by the Entitled Scripholder, the attention of the Entitled Scripholder is drawn to paragraph 2.3 of this Appendix III entitled “Appropriation” which sets out the circumstances and manner in which the Company and/or the Share Registrar shall be authorised and entitled to determine the number of Rights Shares which the Entitled Scripholder has given instructions to accept.

2.3 Appropriation

An Entitled Scripholder should note that by accepting his Nil-Paid Rights, he acknowledges that, the Company and/or the Share Registrar, in determining the number of Rights Shares which the Entitled Scripholder has given instructions to accept, shall be authorised and entitled to have regard to the aggregate amount of payment received for the acceptance of Rights Shares, whether by way of Cashier’s Order or Banker’s Draft in Singapore currency drawn on a bank in Singapore to be applied towards the payment of his acceptance of Rights Shares.

3. REQUEST FOR SPLITTING (FORM B) AND FORM OF RENUNCIATION (FORM C)

- 3.1 Entitled Scripholders who wish to accept a portion of their Nil-Paid Rights and renounce the balance of their Nil-Paid Rights, or who wish to renounce all or part of their Nil-Paid Rights in favour of more than one person, should first, using the Request for Splitting (Form B), request to have their Nil-Paid Rights under the PAL split into separate PALs (“**Split Letters**”) according to their requirements. The duly completed and signed Form B together with the PAL in its entirety should be returned, by post in the self-addressed envelope provided, at the sender’s own risk, to reach **Y VENTURES GROUP LTD. C/O THE SHARE REGISTRAR, IN.CORP CORPORATE SERVICES PTE. LTD., 30 CECIL STREET #19-08 PRUDENTIAL TOWER, SINGAPORE 049712** not later than **5.00 p.m. on 23 September 2024** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). Split Letters will then be issued to Entitled Scripholders in accordance with their request. No Split Letters will be issued to Entitled Scripholders if Form B together with the PAL in its entirety is received after **5.00 p.m. on 23 September 2024** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).
- 3.2 The Company reserves the right to reject any request for Split Letters if, in the opinion of the Directors, the Rights Shares requested for in the Split Letters are in unreasonable denominations. The surrender of the PAL purported to be signed by an Entitled Scripholder shall be conclusive evidence in favour of the Company, the Share Registrar and any other person involved in the Rights Issue of the title of the person(s) lodging it, or on whose behalf it is lodged, to deal with the same and to receive Split Letter(s) and to have credited to that person’s Securities Account with CDP the Rights Shares allotted to him or, if relevant, to receive physical Share certificate(s) and/or to receive any statement from CDP and/or refund of acceptance or application monies. Instructions relating to acceptance, payment, renunciation, nomination and consolidation set out in the PAL shall apply to the Split Letters received consequent upon the original Nil-Paid Rights being split.

APPENDIX III – PROCEDURES FOR ACCEPTANCE, SPLITTING, RENUNCIATION, EXCESS APPLICATION AND PAYMENT BY ENTITLED SCRIPHOLDERS

- 3.3 The Split Letters representing the number of Rights Shares which Entitled Scripholders intend to renounce, may be renounced by completing and signing the Form of Renunciation (Form C) before delivery to the renounee. Entitled Scripholders should complete and sign Form A of the Split Letter(s) representing that part of their Nil-Paid Rights they intend to accept, if any, and forward the said Split Letter(s) together with the remittance for the payment (if required) in the prescribed manner to **Y VENTURES GROUP LTD. C/O THE SHARE REGISTRAR, IN.CORP CORPORATE SERVICES PTE. LTD., 30 CECIL STREET #19-08 PRUDENTIAL TOWER, SINGAPORE 049712** so as to arrive not later than **5.30 p.m. on 27 September 2024** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).
- 3.4 Entitled Scripholders who wish to renounce their entire Nil-Paid Rights in favour of one person, or renounce any part of it in favour of one person and decline the balance, should complete and sign Form C for the number of Nil-Paid Rights which they wish to renounce and deliver the duly completed Form C and the PAL in its entirety to the renounee.
- 3.5 The surrender of the PAL purported to be signed by an Entitled Scripholder shall be conclusive evidence in favour of the Company, the Share Registrar and any other person involved in the Rights Issue of the title of the renounee to deal with it and (if applicable) to receive Split Letters and to have credited to the renounee's Securities Account with CDP the Rights Shares renounced to him or, if relevant, to receive physical Share certificate(s) for the Rights Shares and/or to receive any statement from CDP and/or return or refund of surplus acceptance monies.
- 4. FORM OF NOMINATION (WITH CONSOLIDATED LISTING FORM) (FORM D)**
- 4.1 The renounee(s) should complete and sign the Form of Nomination (Form D) and forward the Form of Nomination (Form D), together with the PAL in its entirety, duly completed and signed, and a single remittance for the full amount due and payable in the prescribed manner by post **AT HIS/THEIR OWN RISK**, in the self-addressed envelope provided, to **Y VENTURES GROUP LTD. C/O THE SHARE REGISTRAR, IN.CORP CORPORATE SERVICES PTE. LTD., 30 CECIL STREET #19-08 PRUDENTIAL TOWER, SINGAPORE 049712** so as to arrive not later than **5.30 p.m. on 27 September 2024** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).
- 4.2 Each Entitled Scripholder may consolidate the Nil-Paid Rights allotted in the PAL together with those comprised in any PALs and/or Split Letters renounced in his favour by completing and signing Form A (Form of Acceptance) and the Consolidated Listing Form in Form D (Form of Nomination) of the PAL and attaching thereto all the said renounced PALs and/or Split Letters, each duly completed and signed and with the serial number of the Principal PAL (as hereinafter defined) stated on each of them. A renounee who is not an Entitled Scripholder and who wishes to consolidate the Nil-Paid Rights comprised in several renounced PALs and/or Split Letters in one name only or in the name of a joint Securities Account should complete the Consolidated Listing Form in Form D (Form of Nomination) of only one PAL or Split Letter (the "**Principal PAL**") by entering therein details of the renounced PALs and/or Split Letters and attaching thereto all the said renounced PALs and/or Split Letters, each duly completed and signed, and with the serial number of the Principal PAL stated on each of them. **ALL THE RENOUNCED PALS AND SPLIT LETTERS, EACH DULY COMPLETED AND SIGNED, MUST BE ATTACHED TO FORM A OR FORM D (AS THE CASE MAY BE).**

APPENDIX III – PROCEDURES FOR ACCEPTANCE, SPLITTING, RENUNCIATION, EXCESS APPLICATION AND PAYMENT BY ENTITLED SCRIPHOLDERS

5. PAYMENT

5.1 Payment in relation to the PALs must be made in Singapore currency in the form of a Cashier's Order or Banker's Draft drawn on a bank in Singapore and made payable to **"Y VENTURES GROUP LTD."** and crossed **"NOT NEGOTIABLE, A/C PAYEE ONLY"** with the name and address of the Entitled Scripholder or accepting party clearly written in block letters on the reverse side of the Cashier's Order or Banker's Draft. The completed and signed PAL and remittance should be addressed to and forwarded, by post in the self-addressed envelope provided and at the sender's own risk, to **Y VENTURES GROUP LTD. C/O THE SHARE REGISTRAR, IN.CORP CORPORATE SERVICES PTE. LTD., 30 CECIL STREET #19-08 PRUDENTIAL TOWER, SINGAPORE 049712** so as to reach the Share Registrar not later than **5.30 p.m. on 27 September 2024** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). **NO OTHER FORM OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.**

5.2 If acceptance and (if applicable) excess application and payment in the prescribed manner as set out in this Offer Information Statement and the PAL are not received by **5.30 p.m. on 27 September 2024** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), the Nil-Paid Rights will be deemed to have been declined and will forthwith lapse and become void and will cease to be capable of acceptance and such Nil-Paid Rights not so accepted will be used to satisfy excess applications, if any, or disposed of or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. The Company will return or refund all unsuccessful application monies received in connection therewith by means of a crossed cheque drawn on a bank in Singapore and sent **BY ORDINARY POST** and at the risk of the Entitled Scripholders or their renounee(s), to their mailing addresses as maintained with the Share Registrar, as the case may be, without interest or any share of revenue or other benefit arising therefrom, within three (3) business days after the commencement of trading of the Rights Shares. **ACCEPTANCES ACCOMPANIED BY ANY OTHER FORM OF PAYMENT (INCLUDING THE USE OF A POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE REJECTED.**

6. EXCESS RIGHTS SHARES APPLICATION FORM (FORM E)

6.1 Form E contains full instructions with regard to application for excess Rights Shares, and the payment and procedures to be followed if Entitled Scripholders wish to apply for Rights Shares in excess of the Nil-Paid Rights. Entitled Scripholders who wish to apply for excess Rights Shares in addition to those which have been provisionally allotted to them may do so by completing and signing the excess Rights Shares Application Form (Form E) and forwarding it together with the PAL in its entirety with a **separate single remittance** for the full amount payable in respect of the excess Rights Shares applied for in the form and manner set out in paragraph 5 of this Appendix III, by post in the self-addressed envelope provided at their own risk, to **Y VENTURES GROUP LTD. C/O THE SHARE REGISTRAR, IN.CORP CORPORATE SERVICES PTE. LTD., 30 CECIL STREET #19-08 PRUDENTIAL TOWER, SINGAPORE 049712** so as to arrive not later than **5.30 p.m. on 27 September 2024** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). **NO OTHER FORM OF PAYMENT (INCLUDING THE USE OF A**

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PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.

FORM E IS NOT TRANSFERABLE AND MAY ONLY BE USED BY THE ENTITLED SCRIPHOLDERS NAMED THEREIN.

- 6.2 The excess Rights Shares available for application are subject to the terms and conditions contained in this Offer Information Statement, the PAL, Form E, and (if applicable) the Constitution of the Company. Applications for excess Rights Shares will, at the Directors' absolute discretion, be satisfied from such Rights Shares as are not validly taken up by the Entitled Shareholders, the original allottee(s) or their respective renounee(s) or the Purchaser(s) of the Nil-Paid Rights, together with the aggregated fractional entitlements to the Rights Shares, the unsold "*nil-paid*" provisional allotment of Rights Shares (if any) of Foreign Shareholders and any Rights Shares that are otherwise not allotted for whatever reason in accordance with the terms and conditions contained in this Offer Information Statement, the PAL, Form E and (if applicable) the Constitution of the Company. In the event that applications are received by the Company for more excess Rights Shares than are available, the excess Rights Shares available will be allotted in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. In the allotment of excess Rights Shares, preference will be given to Shareholders for the rounding of odd lots, and Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board of the Company, will rank last in priority for rounding of odd lots and allotment of excess Rights Shares. The Company reserves the right to allot the excess Rights Shares applied for under Form E in any manner as the Directors may deem fit and to reject or refuse, in whole or in part, any application for excess Rights Shares without assigning any reason whatsoever. In the event that the number of the excess Rights Shares allotted to Entitled Scripholders is less than the number of excess Rights Shares applied for, Entitled Scripholders shall be deemed to have accepted the number of excess Rights Shares actually allotted to them.
- 6.3 If no excess Rights Shares are allotted to Entitled Scripholders or if the number of excess Rights Shares allotted to them is less than that applied for, the amount paid on application or the surplus application monies for excess Rights Shares received by the Company, as the case may be, will be refunded to them by the Company without interest or any share of revenue or other benefit arising therefrom within fourteen (14) days after the Closing Date, **BY ORDINARY POST** to their mailing addresses as maintained with the Company **at their own risk**.

7. GENERAL

- 7.1 No acknowledgements or receipts will be issued in respect of any acceptances, remittances, applications or payments received.
- 7.2 **Entitled Scripholders or renounees (as the case may be) who are in any doubt as to the action they should take should consult their stockbroker, bank manager, solicitor, accountant or other professional adviser(s) immediately.**

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- 7.3 Upon listing and quotation of the Rights Shares on the Catalist Board, the Rights Shares when allotted and issued, will be traded under the book-entry (scripless) settlement system. All dealings in and transactions (including transfers) of the Rights Shares effected through the SGX-ST and/or CDP shall be made in accordance with CDP's **"Terms and Conditions for Operation of Securities Accounts with CDP"** and the **"Terms and Conditions for CDP to act as Depository for the Rights Shares"**, as the same may be amended from time to time. Copies of the above are available from CDP.
- 7.4 **To facilitate scripless trading, Entitled Scripholders and their renounees who wish to accept their Nil-Paid Rights and (if applicable) apply for excess Rights Shares and who wish to trade their Nil-Paid Rights on the SGX-ST under the book-entry (scripless) system, should open and maintain Securities Accounts with CDP in their own names if they do not already maintain such Securities Accounts in order that the number of Rights Shares and if applicable, the excess Rights Shares that may be allotted to them may be credited by CDP into their Securities Accounts. Entitled Scripholders and their renounees who wish to accept the Nil-Paid Rights and/or apply for the excess Rights Shares and have their Rights Shares credited by CDP into their Securities Accounts must fill in their Securities Account numbers and/or National Registration Identity Card ("NRIC")/passport numbers (for individuals) or registration numbers (for corporations) in the relevant forms comprised in the PAL. Entitled Scripholders and their renounees who fail to fill in their Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) or who have provided incorrect or invalid Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) or whose particulars provided in the forms comprised in the PAL differ from those particulars in the Securities Accounts currently maintained with CDP will be issued physical Share certificates in their own names for the Rights Shares allotted to them and if applicable, the excess Rights Shares allotted to them. Such physical Share certificates, if issued, will be forwarded to them by ordinary post at their own risk but will not be valid for delivery pursuant to trades done on the SGX-ST under the book entry (scripless) settlement system, although they will continue to be *prima facie* evidence of legal title. These physical share certificates will be sent BY ORDINARY POST to person(s) entitled thereto AT HIS/THEIR OWN RISK.**
- 7.5 If the Entitled Scripholders' addresses stated in the PALs are different from their addresses maintained in the records of CDP, they must inform CDP of their updated addresses promptly, failing which the notification letters on successful allotments and other correspondences will be sent to their addresses last registered with CDP.
- 7.6 A holder of physical share certificate(s), or an Entitled Scripholder who has not deposited his share certificate(s) with CDP but who wishes to trade on the SGX-ST, must deposit with CDP his existing share certificate(s), together with the duly executed instrument(s) of transfer (including any applicable fee) in favour of CDP, and have his Securities Account credited with the number of Rights Shares and/or existing Shares, as the case may be, before he can effect the desired trade.

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ENTITLED SCRIPHOLDERS**

7.7 THE FINAL TIME AND DATE FOR ACCEPTANCES OF AND/OR (IF APPLICABLE) EXCESS APPLICATIONS AND PAYMENT FOR THE RIGHTS SHARES UNDER THE RIGHTS ISSUE IS 5.30 P.M. ON 27 SEPTEMBER 2024 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

7.8 Personal Data Privacy

By completing and delivering the PAL, an Entitled Scripholder or a renounee (i) consents to the collection, use and disclosure of his personal data by the Share Registrar, CDP, SGX-ST and the Company for the purpose of facilitating his application for the Rights Shares, and in order for the aforesaid persons to comply with any applicable laws, listing rules, regulations and/or guidelines, (ii) warrants that where he discloses the personal data of another person, such disclosure is in compliance with the applicable law, and (iii) agrees that he will indemnify the Share Registrar, CDP, SGX-ST and the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of his breach of warranty.

APPENDIX IV – LIST OF PARTICIPATING BANK(S)

PARTICIPATING BANK(S) FOR ELECTRONIC APPLICATIONS THROUGH AN ATM:

1. United Overseas Bank Limited

This Offer Information Statement is dated this **10 September 2024**.

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Offer Information Statement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Offer Information Statement constitutes full and true disclosure of all material facts about the Rights Issue, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Offer Information Statement misleading. Where information in this Offer Information Statement 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 Offer Information Statement in its proper form and context.

For and on behalf of **Y VENTURES GROUP LTD.**

LOW YIK SEN

LOW YIK JIN

EDWARD TIONG YUNG SUH

TAN CHADE PHANG

TAN JIA KIEN

