



KING WAN CORPORATION LIMITED

Incorporated in the Republic of Singapore
(Company Registration No. 200001034R)

PROPOSED DISPOSAL OF ENTIRE SHAREHOLDING INTEREST IN GOLD HYACINTH DEVELOPMENT PTE. LTD., AN INDIRECT ASSOCIATED COMPANY OF THE COMPANY

1. INTRODUCTION

- 1.1** The board of directors (“**Board**” or “**Directors**”) of King Wan Corporation Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that, on 13 October 2025, K & W Eco Plus Pte. Ltd. (“**K&W Eco Plus**” or the “**Vendor**”), a wholly-owned subsidiary of the Company, has entered into a sale and purchase agreement (the “**SPA**”) with Mrs. Nawarat Wangpreedalertkul (“**Mrs. Nawarat**” or the “**Purchaser**”) in relation to the proposed disposal of its entire shareholding interest in Gold Hyacinth Development Pte. Ltd. (“**GHD**” or “**Target Company**”) comprising 30,000 ordinary shares (the “**Sale Shares**”), representing 30% of the total registered and paid-up capital of GHD (the “**Proposed Disposal**”).
- 1.2** Upon the completion of the Proposed Disposal (the “**Completion**”), GHD will cease to be an associated company of the Group.
- 1.3** In this announcement, unless otherwise stated, the exchange rate applied by the Group for the conversion of United States Dollar (“**USD**” or “**US\$**”) into Singapore Dollar (“**SGD**” or “**S\$**”) is US\$1.00 : S\$1.3009, being the agreed upon rate between the parties to the SPA (“**Parties**”), as stipulated in the SPA.

2. INFORMATION ON THE PURCHASER AND THE TARGET COMPANY

2.1 Information on the Purchaser

Mrs. Nawarat is a Thai national and business woman who has investments in various businesses globally. She is the aunt of Ms. Siraarpa Siriviriyakul, an independent Director of the Company, as well as the niece of Ms. Ganoktip Siriviriyakul, a controlling shareholder of the Company (as at the date of this announcement, Ms. Ganoktip Siriviriyakul has an interest in 153,750,000 ordinary shares of the Company, representing approximately 22.02% of the total issued and paid-up share capital of the Company). Ms Siraarpa Siriviriyakul is the grand-niece of Ms Ganoktip Siriviriyakul.

In this regard, the Purchaser has provided a confirmation that:

- (a) save for her relationship with Ms. Siraarpa Siriviriyakul and Ms. Ganoktip Siriviriyakul as disclosed above, the Purchaser and her associates are independent of the Group, do not have any business relationship with the Group and do not have any shareholding

interest, direct or indirect in the Company, and save as disclosed above, she is otherwise not related to the Group, the Company's Directors, the controlling shareholders of the Company, or their respective associates; and

- (b) there is no agreement, written or verbal, entered into, or proposed to be entered into, between the Purchaser and the Group, the Company's Directors (including Ms. Siraarpa Siriviriyakul), controlling shareholders (including Ms. Ganoktip Siriviriyakul) or their associates in relation to the Proposed Disposal.

Each of the Directors has also confirmed the following:

- (i) to the best of their knowledge, information and belief, having made all reasonable enquiries, and save for the Purchaser's relationship with Ms. Siraarpa Siriviriyakul and Ms. Ganoktip Siriviriyakul as disclosed above, the Purchaser and her associates are independent of the Group, do not have any business relationship with the Group and do not have any shareholding interest, direct or indirect in the Company, and save as disclosed above, the Purchaser is not related to the Group, the Directors, the controlling shareholders of the Company, or their respective associates.
- (ii) there is no introducer fee paid or to be paid by the Company in connection with the Proposed Disposal.
- (iii) there is no agreement, written or verbal, entered into, or proposed to be entered into, between the Purchaser and the Group, the Company's Directors (including Ms. Siraarpa Siriviriyakul), controlling shareholders (including Ms. Ganoktip Siriviriyakul) or their associates in relation to the Proposed Disposal.

Based on the foregoing and pursuant to the Company's consultation with the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the SGX-ST has informed that they have no objection that the Proposed Disposal does not constitute an interested person transaction for the purposes of Chapter 9 of the Listing Manual.

2.2 Information on the Target Company

The Target Company, an indirect associated company of the Company, is an entity incorporated under the laws of the Singapore and its principal business activities includes the chartering of ships and boats with crew. The Target Company owns and operates a Crown 58 Supramax Bulk Carrier, named "Hai Jin" which has remained under charter throughout the Company's financial year ended 31 March 2025 ("**FY2025**").

2.3 Value of the Sale Shares

Based on the audited financial statements of the Target Company as at 31 March 2025, the net tangible liabilities ("**NTL**") value of the Sale Shares amounted to US\$1,185,000 (approximately S\$1,588,000 as per the said FY2025 audited financial statements). The open market value of the Sale Shares is not available as the Sale Shares are not publicly traded.

For the purposes of the Proposed Disposal, the Company had commissioned a valuation of the market value of Hai Jin as at 30 June 2025 (“**Valuation Cut-off Date**”) by an independent third-party valuer, ALC Consulting Services Pte Ltd (the “**Independent Valuer**”). Based on the valuation report dated 8 September 2025 by the Independent Valuer (“**Valuation Report**”), Hai Jin recorded a book value amounting to US\$14,700,000 and was valued at approximately US\$15,000,000 (approximately S\$19,513,500) based on the market and replacement cost approaches adopted by the Independent Valuer.

Based on the Group’s latest announced audited consolidated financial statements for FY2025, the book value of the Sale Shares is nil and the carrying amount of advances to GHD from the Group is approximately S\$3,362,000 (net of loss allowance of S\$1,513,000) (the “**Advances to GHD**”). Accordingly, the Purchase Consideration (as defined below) represents an excess of approximately S\$198,000 over the book value of the Sale Shares and the carrying amount of the Advances to GHD. There will be a gain on disposal of the Sale Shares of S\$198,000.

2.4 Principal Terms of the Proposed Disposal

2.4.1. Consideration

Pursuant to the SPA, the aggregate purchase consideration payable by the Purchaser to the Vendor for the purchase of the Sale Shares is S\$3,560,000 (“**Purchase Consideration**”). The Purchase Consideration shall be payable and shall be satisfied by the Purchaser in accordance with paragraph 2.4.3(a)(i) below.

The aforesaid Purchase Consideration was determined pursuant to commercial negotiations between the Purchaser and the Vendor in good faith and on an arm’s length basis. In arriving at the Purchase Consideration, the Company had considered the following:

- (a) the net proceeds attributable to the Group in the event of a disposal of Hai Jin, assuming that it can be sold at the aforesaid valuation amount of approximately US\$15 million; and
- (b) the aforesaid carrying amount of the Advances to GHD.

2.4.2. Conditions Precedent

Completion is subject to and conditional upon the following conditions being satisfied (or waived in accordance with the SPA) on or prior to 17 October 2025 (“**Completion Date**”):

- (a) the approval of the board of directors of the Vendor being obtained for the Proposed Disposal and all other transactions in connection therewith and incidental thereto, and not amended or revoked prior to Completion;
- (b) the approval of the board of directors of the Company and, if required by the SGX-ST, the shareholders of the Company, being obtained for the Proposed Disposal and all

other transactions in connection therewith and incidental thereto, and such approvals not amended or revoked prior to Completion;

- (c) the execution of the deed of assignment between the Target Company, the Vendor and the Purchaser in relation to the assignment of the Vendor's rights under the agreements entered into between the Vendor and the Target Company on 31 December 2024 for loans extended by the Vendor to the Target Company (the "**Shareholders' Loan**");
- (d) all required approvals, consents, clearances, releases and/or waivers necessary or desirable for the Proposed Disposal and all other transactions in connection therewith and incidental thereto being obtained from any relevant governmental body and not amended or revoked prior to Completion;
- (e) each of the representations and warranties made by the Vendor in the SPA being true and accurate and not misleading in any respect as at the date of the SPA and for each day up to and including the Completion Date; and
- (f) all waivers, approvals and consents from all third parties applicable to the Purchaser and/or the Vendor, as the case may be, for the sale and purchase of the Sale Shares, the completion of the terms of the SPA and the transactions contemplated thereunder and referred to thereunder having been granted or obtained, including but not limited to the written waiver of all the other shareholders of the Target Company of any and all share transfer restrictions and pre-emption rights.

2.4.3. Completion

Completion of the sale and purchase of the Sale Shares shall take place at 11:00 am (Singapore time) at 8 Sungei Kadut Loop, Singapore 729455 (or at such other time and place as the Parties may mutually agree) on the Completion Date in accordance with the SPA.

If a party defaults on its/her obligations in respect of Completion, the non-defaulting party shall be entitled, without prejudice to any other rights or remedies it may have:

- (i) to elect to terminate the SPA; or
- (ii) to effect Completion so far as practicable having regard to the defaults which have occurred and without prejudice to its rights in respect thereof; or
- (iii) to fix a new date for Completion (which shall be not more than seven (7) business days after the original Completion Date).

3. RELATIVE FIGURES UNDER CHAPTER 10 OF THE LISTING MANUAL

- 3.1** Chapter 10 of the Listing Manual classifies transactions by the Company into (a) non-disclosable transactions, (b) disclosable transactions, (c) major transactions and (d) very substantial acquisitions or reverse takeovers, depending on the size of the relative figures

computed on, *among others*, the following applicable bases of comparison set out in Rule 1006 of the Listing Manual.

3.2 The Proposed Disposal

The relative figures for the Proposed Disposal computed on the bases set out in Rule 1006 of the Listing Manual are as follows:

	Bases under Rule 1006	Relative Figure (%)
(a)	The net asset value of the assets to be disposed of, compared with the group's net asset value.	(4.48) ⁽¹⁾
(b)	The net profits / (loss) attributable to the assets acquired or disposed of, compared with the group's net profits. ⁽²⁾	(2.69) ⁽³⁾
(c)	The aggregate value of the consideration given or received, compared with the issuer's market capitalisation based on the total number of issued shares excluding treasury shares.	10.62 ⁽⁴⁾
(d)	The number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not Applicable
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets. If the reserves are not directly comparable, the Exchange may permit valuations to be used instead of volume or amount.	Not Applicable

Notes:-

⁽¹⁾ Based on the aggregate of the net liability value attributable to the Sale Shares of approximately S\$1,588,000 as at 31 March 2025 and the loss allowance of S\$1,513,000 as at 31 March 2025 in respect of the Advances to GHD, in accordance with paragraph 3.2(a) of Practice Note 10.1 of the Listing Manual, compared with the net asset value of the Group of or approximately S\$69,178,000 as at 31 March 2025.

⁽²⁾ "Net profits" means profit or loss including discontinued operations that have not been disposed and before income tax and non-controlling interests.

⁽³⁾ Based on the net loss attributable to the Sale Shares of approximately S\$99,000 for FY2025 and the Group's net profit of approximately S\$3,683,000 for FY2025.

⁽⁴⁾ Based on the Purchase Consideration of S\$3,560,000 (which includes the amount of the Shareholder's Loan) and the market capitalisation of the Company being approximately S\$33,520,980 which is determined by multiplying 698,353,740 shares in issue by the volume weighted average price of SGD0.048 per share on 10 October 2025 (being the last market day on which the shares of the Company were traded on the SGX-ST preceding the date of the SPA).

As the Target Company is in a net liability position and is loss-making, the computation of the relative figure in Rule 1006(a) and 1006(b) above involves a negative figure. Under Rule 1007(1) of the Listing Manual, if any of the relative figures computed pursuant to Rule 1006 of the Listing Manual involves a negative figure, Chapter 10 of the Listing Manual may still be applicable to the transaction in accordance with the applicable circumstances in Practice Note 10.1 of the Listing Manual ("**Practice Note 10.1**").

Based on the relative figures above, as the transaction falls within the situation described in paragraph 4.4 of Practice Note 10.1, in particular paragraphs 4.4(c) and (e) which relates to the disposal of an asset where the asset has a negative net asset value and the disposal of a loss-making asset by an issuer, Rule 1010 of the Listing Manual shall apply to the transaction and the Proposed Disposal is classified as a "disclosable transaction" under Chapter 10 of the Listing Manual and as such, the approval of shareholders of the Company is not required.

4. FINANCIAL EFFECTS OF THE PROPOSED DISPOSAL

The financial effects of the Proposed Disposal are presented for illustrative purposes only and are not intended to reflect the actual future financial performance and position of the Company or the Group after the completion of the Proposed Disposal and the assignment of the Shareholders' Loan to the Purchaser.

The financial effects set out below have been computed based on the latest audited consolidated financial statements of the Group for FY2025 as well as based on the following bases and key assumptions:

- (a) the financial effects of the Proposed Disposal on the net tangible assets ("**NTA**") per Share of the Group are computed assuming that the Proposed Disposal was completed on 31 March 2025;
- (b) the financial effects of the Proposed Disposal on the earnings per Share ("**EPS**") of the Group are computed assuming that the Proposed Disposal was completed on 1 April 2024; and
- (c) expenses incurred in connection with the Proposed Disposal are estimated to be approximately S\$30,000.

5.1 NTA per Share

As at 31 March 2025	Before the Proposed Disposal	After the Proposed Disposal
NTA (S\$'000)	69,178	69,346
Number of Shares (excluding treasury shares)	698,353,740	698,353,740
NTA per Share (cents)	9.91	9.93

5.2 EPS

For FY2025	Before the Proposed Disposal	After the Proposed Disposal
Profit attributable to shareholders of the Company (S\$'000)	3,436	3,604
Number of Shares (excluding treasury shares)	698,353,740	698,353,740
EPS (cents)	0.49	0.52

5. USE OF PROCEEDS

The net proceeds from the Proposed Disposal (after taking into account the deduction of expenses of approximately S\$30,000 in connection with the Proposed Disposal) will be used by the Company for general working capital requirements of the Group to improve the Group's immediate liquidity and working capital position.

6. RATIONALE FOR THE PROPOSED DISPOSAL

GHD has been in a net liability position since FY2016 arising primarily due to headwinds in the global maritime sector, including subdued demand and increased operating costs. Furthermore, the Group has consistently provided the Advances to GHD to support its vessel charter operations. As at 31 March 2025, the carrying amount of Advances to GHD was approximately S\$3,362,000 (net of loss allowance of S\$1,513,000). The Proposed Disposal would thus allow the Group to recover its investments in GHD and such advances (i.e., the Shareholders' Loan) and thereby improve the Group's immediate liquidity and working capital position. Following the

Completion of the Proposed Disposal, the Group does not intend to continue extending such Advances to GHD.

Given the aforementioned reasons, the Proposed Disposal is expected to improve the Group's future financial position. It will also allow the Group to focus on its core businesses, and re-strategise and reallocate its financial and capital resources resulting in increased working capital for the expansion of the Group's existing operations or investment in new business opportunities. This may, in turn, enhance long-term shareholder value.

The Proposed Disposal will also not have any material impact on the Group's core businesses and/or business segments.

Accordingly, the Board believes that the Proposed Disposal is in the best interest of the Company and its shareholders.

7. DISCLOSURE OF INTERESTS

As at the date of this announcement, none of the Directors or controlling shareholders of the Company and their respective associates has any interest, direct or indirect, in the Proposed Disposal (other than through their respective shareholdings in the Company and/or the Target Company, if any, and save as disclosed above).

8. SERVICE CONTRACTS

No service contracts will be entered into by the Company with any person in connection with the Proposed Disposal.

9. DIRECTORS' RESPONSIBILITY STATEMENT

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

10. FURTHER ANNOUNCEMENTS

The Company will make further announcements on the Proposed Disposal as appropriate or when there are further developments on the same.

11. CAUTIONARY STATEMENT

Shareholders should note that there is no certainty or assurance as at the date of this announcement that the Proposed Disposal will proceed to completion. Shareholders are advised to read this announcement and any further announcements by the Company. Shareholders should exercise caution in trading their shares in the Company and should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

12. DOCUMENTS AVAILABLE FOR INSPECTION

Shareholders should note that a copy of the SPA and the Valuation Report will be available for inspection during normal business hours at the Company's registered office at 8 Sungei Kadut Loop, Singapore 729455 for three (3) months from the date of this announcement.

BY ORDER OF THE BOARD

Chua Eng Eng
Managing Director
13 October 2025