

## **PAN-UNITED CORPORATION LTD**

(Incorporated in the Republic of Singapore)  
(Company Registration No. 199106524G)

### **Board of Directors:**

Ng Bee Bee (Executive Chairman)  
Patrick Ng Bee Soon (Deputy Chairman, Executive Director)  
Fong Yue Kwong (Lead Independent Director)  
Soh Ee Beng (Independent Director)  
Chan Wan Hong (Independent Director)

### **Registered office:**

7 Temasek Boulevard  
#16-01 Suntec Tower One  
Singapore 038987

8 April 2025

To: The Shareholders of Pan-United Corporation Ltd

Dear Sir/Madam,

### **(1) PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE**

### **(2) PROPOSED CHANGE OF AUDITOR OF THE COMPANY FROM ERNST & YOUNG LLP TO DELOITTE & TOUCHE LLP**

#### **1. INTRODUCTION**

##### **1.1 AGM.** We refer to:

- (a) the notice of AGM dated 8 April 2025 (the “**Notice of AGM**”) convening the 33rd AGM to be held on 24 April 2025;
- (b) the Ordinary Resolution No. 8 under the heading “Special Business” set out in the Notice of AGM in relation to the proposed renewal of the Share Buyback Mandate; and
- (c) the Ordinary Resolution No. 10 under the heading “Special Business” set out in the Notice of AGM in relation to the Proposed Change of Auditor, (collectively, the “**Proposals**”).

##### **1.2 Letter.** The purpose of this Letter is to provide Shareholders with information relating to the Proposals, details of which are set out respectively in paragraphs 2 and 3 of this Letter and to seek their approval in relation thereto at the forthcoming AGM.

##### **1.3 SGX-ST.** The SGX-ST takes no responsibility for the accuracy of any statements or opinions made or reports contained in this Letter. If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

##### **1.4 Legal Adviser.** WongPartnership LLP is the Singapore legal adviser to the Company for this Letter.

#### **2. THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE**

##### **2.1 The Share Buyback Mandate.** Sections 76B, 76C, 76D, 76DA and 76E of the Companies Act allow a listed company to purchase its own shares. At the EGM held on 28 June 2001, Shareholders had approved a mandate to enable the Company to purchase or otherwise acquire its issued Shares. This mandate was most recently renewed at the AGM held on 26 April 2024 (the “**2024 AGM**”). The rationale for, the authority and limitations on, and the financial effects of, the renewal of the mandate (the “**2024 Share Buyback Mandate**”) were set out in the Company’s Letter to Shareholders dated 8 April 2024.

The authority conferred pursuant to the 2024 Share Buyback Mandate may be exercised by the Directors at any time during the period commencing from the date of the 2024 AGM and expiring on the date when the next AGM is held, or the date by which the next AGM is required by law to be held, whichever is earlier.

Accordingly, the Directors shall seek the approval of the Shareholders for the renewal of the Share Buyback Mandate at the forthcoming AGM.

- 2.2 **Rationale.** A share buyback at the appropriate price level is one of the ways through which the return on equity of the Group may be enhanced. Share buybacks provide the Company with a mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements, in an expedient and cost-efficient manner. It will also provide the Directors with greater flexibility over the Company's share capital structure with a view to enhancing the earnings and/or net asset value per Share. The Directors believe that share buybacks by the Company will also help mitigate short-term market volatility, offset the effects of short-term speculation and bolster shareholder confidence. In addition, share buybacks will also allow management to effectively manage and minimise the dilution impact (if any) associated with any employee share option scheme or share-based incentive plan of the Company.

If and when circumstances permit, the Directors will decide whether to effect the share purchases via Market Purchases (hereinafter defined) or Off-Market Purchases (hereinafter defined), after taking into account the amount of cash available, the prevailing market conditions and the most cost-effective and efficient approach. The Directors do not propose to carry out purchases pursuant to the Share Buyback Mandate to such an extent that would, or in circumstances that might, result in a material adverse effect on the financial position of the Company.

- 2.3 **Authority and Limits on the Share Buyback Mandate.** The authority and limitations placed on the Share Buybacks by the Company under the proposed Share Buyback Mandate, if renewed at the forthcoming AGM, are the same in terms of those previously approved by Shareholders at the 2024 AGM. For the benefit of Shareholders, the terms of the proposed Share Buyback Mandate are summarised below:

(a) **Maximum number of Shares**

Only Shares which are issued and fully paid-up may be purchased by the Company. The total number of Shares that may be purchased is limited to that number of Shares representing not more than 10 per cent. of the total number of issued Shares (ascertained as at the date of the general meeting at which the renewal of the Share Buyback Mandate is approved, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of issued Shares of the Company shall be taken to be the total number of issued Shares of the Company as altered). Any Shares which are held as treasury shares and subsidiary holdings will be disregarded for the purposes of computing the 10 per cent. limit.

**For illustrative purposes only**, on the basis of 698,757,725 Shares in issue (excluding 3,238,100 Shares which are held as treasury shares; the Company has no subsidiary holdings) as at the Latest Practicable Date and assuming no subsidiary holdings and no further Shares are issued or held in treasury on or prior to the AGM, not more than 69,875,772 Shares (representing 10 per cent. of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at that date) may be purchased by the Company pursuant to the proposed Share Buyback Mandate for the duration referred to in paragraph 2.3(b) below.

**While the Share Buyback Mandate would authorise a purchase or acquisition of Shares up to the 10 per cent. limit, Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Buyback Mandate may not be carried out up to the full 10 per cent. as authorised, or at all. In particular, no purchase or acquisition of the Shares would be made in circumstances which would have or may have a material adverse effect on the financial position of the Company.**

(b) **Duration of Authority**

Purchases of Shares may be made, at any time and from time to time, on and from the date of the AGM at which the renewal of the Share Buyback Mandate is approved, up to the earliest of:

- (i) the date on which the next AGM is held or required by law to be held;
- (ii) the date on which the Share Buybacks are carried out to the full extent mandated; or
- (iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked.

The authority conferred on the Directors by the Share Buyback Mandate to purchase Shares may be renewed at the next AGM or at an EGM to be convened immediately after the conclusion or adjournment of the next AGM. When seeking the approval of Shareholders for the Share Buyback Mandate, the Company is required to disclose details pertaining to purchases or acquisitions of Shares pursuant to the proposed Share Buyback Mandate made during the previous 12 months, including the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such purchases of Shares, where relevant, and the total consideration paid for such purchases.

(c) **Manner of Purchase**

In accordance with Rule 882 of the Listing Manual, purchases of Shares may be made on the SGX-ST ("**Market Purchases**") and/or otherwise than on the SGX-ST, in accordance with an equal access scheme pursuant to Section 76C of the Companies Act ("**Off-Market Purchases**").

Market Purchases refer to purchases of Shares by the Company effected through the SGX-ST's trading system, through one or more duly licensed stock brokers appointed by the Company for the purpose.

Off-Market Purchases refer to purchases of Shares by the Company made under an equal access scheme or schemes for the purchase of Shares from Shareholders. The Directors may impose such terms and conditions, which are consistent with the Share Buyback Mandate, the Listing Rules and the Companies Act, as they consider fit in the interests of the Company in connection with or in relation to an equal access scheme or schemes. Under the Companies Act, an equal access scheme must satisfy all of the following conditions:

- (i) offers made for the purchase or acquisition of issued shares shall be made to every person who holds issued shares to purchase or acquire the same percentage of their issued shares;
- (ii) all of the abovementioned persons shall be given a reasonable opportunity to accept the offers made; and
- (iii) the terms of all the offers are the same, except that there shall be disregarded:
  - (A) differences in consideration attributable to the fact that the offers relate to shares with different accrued dividend entitlements;
  - (B) (if applicable) differences in consideration attributable to the fact that the offers relate to shares with different amounts remaining unpaid; and
  - (C) differences in the offers introduced solely to ensure that each person is left with a whole number of shares.

In addition, pursuant to the Listing Rules, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders which must contain at least the following information:

- (1) the terms and conditions of the offer;
- (2) the period and procedures for acceptances;
- (3) the reasons for the proposed Share Buyback;
- (4) the consequences, if any, of Share Buybacks by the Company that will arise under the Take-over Code then in force or other applicable take-over rules;
- (5) whether the Share Buybacks, if made, would have any effect on the listing of the Shares on the SGX-ST;
- (6) details of any Share Buybacks made by the Company in the previous 12 months (whether Market Purchases or Off-Market Purchases), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases of Shares, where relevant, and the total consideration paid for the purchases; and
- (7) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

(d) **Maximum Purchase Price**

The purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) to be paid for a Share will be determined by the Directors. However, the purchase price must not exceed:

- (i) in the case of a Market Purchase, 105 per cent. of the Average Closing Market Price (as hereinafter defined); and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120 per cent. of the Highest Last Dealt Price (as hereinafter defined),

(the "**Maximum Price**") in either case, excluding related expenses of the purchase.

For the above purposes:

**"Average Closing Market Price"** means the average of the closing market prices of a Share over the last five (5) Trading Days, on which transactions in the Shares were recorded, preceding the day of the Market Purchase (which is deemed to be adjusted for any corporate action that occurs during such five (5)-Trading Day period and the day on which the Market Purchase was made);

**"Highest Last Dealt Price"** means the highest price transacted for a Share as recorded on the Trading Day on which there were trades in the Shares immediately preceding the day of making of the offer pursuant to the Off-Market Purchase;

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

**"Trading Day"** means a day on which the Shares are traded on the SGX-ST.

(e) **Status of Purchased Shares**

Any Share which is purchased by the Company is deemed cancelled immediately on purchase (and all rights and privileges attached to that Share will expire on such cancellation), unless such Share is held by the Company as a treasury share. All Shares (excluding Shares held by the Company as treasury shares) purchased by the Company will be automatically delisted by the SGX-ST, and certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of any such purchase. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased by the Company and which are not held as treasury shares. At the time of each purchase of Shares by the Company, the Directors will decide whether the Shares purchased will be cancelled or kept as treasury shares, or partly cancelled and partly kept as treasury shares, depending on the needs of the Company at that time. It is presently intended by the Company that Shares which are purchased or acquired by the Company pursuant to the Share Buyback Mandate will be held as treasury shares, up to the maximum number of treasury shares permitted by law to be held by the Company.

(f) **Treasury Shares**

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

- (i) **Maximum Holdings**

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

(ii) Voting and Other Rights

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

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of Shares as fully paid bonus shares in respect of treasury shares is allowed. Also, the subdivision or consolidation of any treasury share into treasury shares of a greater or smaller number is allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

(iii) Disposal and Cancellation

Where Shares are held as treasury shares, the Company may at any time:

- (A) sell the treasury shares for cash;
- (B) transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for employees, directors or other persons;
- (C) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (D) cancel the treasury shares; or
- (E) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

Under the Listing Manual, immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares (in each case, the "**usage**"). Such announcement must include details such as the date of the usage, the purpose of the usage, the number of treasury shares comprised in the usage, the number of treasury shares before and after the usage, the percentage of the number of treasury shares comprised in the usage against the total number of issued shares (of the same class as the treasury shares) which are listed on the SGX-ST before and after the usage, and the value of the treasury shares if they are used for a sale or transfer or cancelled.

(g) **Reporting Requirements**

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

The Company shall notify the Registrar within 30 days of a purchase of Shares on the SGX-ST or otherwise. Such notification shall include details of the purchases including the date of the purchases, the total number of Shares purchased by the Company, the number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued share capital before the purchase of Shares and after the purchase of Shares, the amount of consideration paid by the Company for the purchases, whether the Shares were purchased out of profits or the capital of the Company and such other particulars as may be required in the prescribed form.

The Listing Rules specify that a listed company shall notify the SGX-ST of all purchases or acquisitions of its shares not later than 9.00 a.m.:

- (i) in the case of a Market Purchase, on the Trading Day following the day on which the Market Purchase was made; and
- (ii) in the case of an Off-Market Purchase under an equal access scheme, on the second Trading Day after the close of acceptances of the offer for the Off-Market Purchase.

The notification of such purchases or acquisition of Shares to the SGX-ST shall be in such form and shall include such details that the SGX-ST may prescribe. The Company shall make arrangements with its stockbrokers to ensure that they provide the Company, in a timely fashion, with the necessary information which will enable the Company to make the notifications to the SGX-ST.

(h) **Source of Funds**

The Companies Act permits the Company to also purchase its Shares out of capital, as well as from its distributable profits, provided that the following conditions are satisfied at the date of payment:

- (i) there is no ground on which the Company could be found to be unable to pay its debts;
- (ii) if it is intended to commence winding up of the Company within the period of 12 months immediately after the date of the payment, the Company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up or if it is not intended so to commence winding up, the Company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment; and
- (iii) the value of the Company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the proposed purchase or acquisition, become less than the value of its liabilities (including contingent liabilities).

The Company intends to use internal sources of funds, or a combination of internal resources and external borrowings, to finance purchases of Shares pursuant to the Share Buyback Mandate.

(i) **Financial Effects**

It is not possible for the Company to realistically calculate or quantify the impact of purchases of Shares that may be made pursuant to the Share Buyback Mandate on the NAV and EPS as the resultant effect would depend on, among others, the aggregate number of Shares purchased, whether the purchase is made out of capital or profits, the price paid for such Shares, the amount (if any) borrowed by the Company to fund the purchases and whether the Shares purchased are held in treasury or cancelled.

Under the Companies Act, purchases of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent. Where the consideration paid by the Company for the purchase of Shares is made out of profits, the amount available for the distribution of cash dividends by the Company will be correspondingly reduced. Where the consideration paid by the Company for the purchase of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

The Directors do not propose to exercise the Share Buyback Mandate to such extent that would materially affect the working capital requirements or the gearing of the Company. The purchase of Shares will only be effected after considering relevant factors such as the working capital requirement, availability of financial resources, the expansion and investment plans of the Group and the prevailing market conditions. The proposed Share Buyback Mandate will be exercised with a view to enhancing the earnings and/or the NAV per Share of the Group.

**For illustrative purposes only**, the financial effects of the Share Buyback Mandate on the Company and the Group, based on the audited financial accounts of the Group for the financial year ended 31 December 2024, are based on the assumptions set out below:

- (i) based on 698,757,725 Shares in issue (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date and assuming no subsidiary holdings and no further Shares are issued or held in treasury on or prior to the AGM, not more than 69,875,772 Shares (representing 10 per cent. of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at that date) may be purchased by the Company pursuant to the proposed Share Buyback Mandate.

As the Company is already holding 3,238,100 Shares as treasury shares as at the Latest Practicable Date, on the basis of paragraph 2.3(f)(i), the maximum number of Shares the Company can acquire or purchase and hold as treasury shares pursuant to the proposed Share Buyback Mandate in addition to the said 3,238,100 treasury shares are 66,961,482 Shares;

- (ii) in the case of Market Purchases by the Company and assuming that the Company purchases the 66,961,482 Shares at the Maximum Price of S\$0.66 for one (1) Share (being the price equivalent to five (5) per cent. above the Average Closing Market Price of the Shares for the five (5) Trading Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase of the 66,961,482 Shares (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) is approximately S\$44,194,578; and

- (iii) in the case of Off-Market Purchases by the Company and assuming that the Company purchases the 66,961,482 Shares at the Maximum Price of S\$0.76 for one (1) Share (being the price equivalent to 20 per cent. above the Highest Last Dealt Price of the Shares as recorded on the Trading Day on which there were trades in the Shares immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase of the 66,961,482 Shares (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) is approximately S\$50,890,726.

**For illustrative purposes only**, and based on the assumptions set out in subparagraphs (i) to (iii) above and assuming that (A) the purchase of Shares is financed by internal sources of funds available as at 31 December 2024; (B) the Share Buyback Mandate had been effective on 1 January 2024; and (C) the Company had purchased the 66,961,482 Shares (representing approximately 9.58 per cent. of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date) on 1 January 2024 (for the purpose of computing the effect of the Share Buybacks on the EPS) and 31 December 2024 (for all the other cases), the financial effects of the purchase of the 66,961,482 Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made out of a combination of capital and profits, on the audited financial accounts of the Company and the Group for the financial year ended 31 December 2024 are set out below:

	MARKET PURCHASES				OFF MARKET PURCHASES			
	Group		Company		Group		Company	
	Before Share Buyback S\$'000	After Share Buyback S\$'000	Before Share Buyback S\$'000	After Share Buyback S\$'000	Before Share Buyback S\$'000	After Share Buyback S\$'000	Before Share Buyback S\$'000	After Share Buyback S\$'000
PATMI	40,855	40,855	29,035	29,035	40,855	40,855	29,035	29,035
Total equity	270,918	228,139	161,806	119,027	270,918	221,404	161,806	112,292
Net asset value (NAV)	265,304	222,525	161,806	119,027	265,304	215,790	161,806	112,292
Current assets	314,232	271,453	128,985	86,206	314,232	264,718	128,985	79,471
Current liabilities	180,932	180,932	60,184	60,184	180,932	180,932	60,184	60,184
Net cash	50,920	8,141	87,877	45,098	50,920	1,406	87,877	38,363

Financial ratios:

NAV/Share <sup>(1)</sup> (cents)	37.99	35.24	23.17	18.85	37.99	34.18	23.17	17.78
Net gearing ratio	NA	NA	NA	NA	NA	NA	NA	NA
Current ratio (times)	1.74	1.50	2.14	1.43	1.74	1.46	2.14	1.32
EPS <sup>(1)</sup> (cents)	5.85	6.47	4.16	4.60	5.85	6.47	4.16	4.60

**Notes:**

- (1) Calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings as at 31 December 2024).

NA: Not Applicable

**Shareholders should note that the financial effects set out above are purely for illustrative purposes only. Although the proposed Share Buyback Mandate would authorise the Company to purchase or acquire up to 10 per cent. of the total number of issued Shares, the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 10 per cent. of the total number of issued Shares. In addition, the Company may cancel all or part of the Shares purchased or hold all or part of the Shares repurchased in treasury.**

**Shareholders who are in doubt as to their tax positions or any tax implications in their respective jurisdictions should consult their own professional tax advisers.**



- 2.4 **Listing Rules of the SGX-ST.** Under the Listing Rules, a listed company may purchase shares by way of Market Purchases at a price per share which is not more than five (5) per cent. above the “average closing market price”, being the average of the closing market prices of a share over the last five (5) Trading Days on which transactions in the shares were recorded, before the day on which the purchases were made (which is deemed to be adjusted for any corporate action that occurs during such five (5)-Trading Day period and the day on which the Market Purchases were made). The Maximum Price for a Share in relation to Market Purchases by the Company, referred to in paragraph 2.3(d) above, conforms to this restriction.

While the Listing Rules do not expressly prohibit the purchase of shares by a listed company during any particular time or times, because the listed company would be considered an “insider” in relation to any buyback of its shares, the Company will not buy any Shares after a price sensitive development has occurred or has been the subject of a decision until such time as the price sensitive information has been publicly announced. In particular, the Company will not purchase or acquire any Shares during the period of one (1) month immediately preceding the announcement of the Company’s half year and full year financial statements.

Rule 723 of the Listing Rules requires a listed company to ensure that at least 10 per cent. of any class of its listed securities (excluding treasury shares) is held by public shareholders. The “public”, as defined in the Listing Rules in respect of the Company, are persons other than the directors, chief executive officer, substantial shareholders or controlling shareholders of the Company and its subsidiaries, as well as the associates (as defined in the Listing Rules) of such persons.

As at the Latest Practicable Date, 171,456,105 Shares are held in the hands of the public (as defined in the Listing Rules), representing approximately 24.54 per cent. of the issued Shares of the Company (excluding treasury shares). Assuming that the Company purchases the aggregate of 69,875,772 Shares through Market Purchases, being the full 10 per cent. limit pursuant to the Share Buyback Mandate from the public (as defined in the Listing Rules), the number of Shares in the hands of the public would be reduced to 101,580,333 Shares, representing approximately 16.15% per cent. of the issued Shares of the Company (excluding treasury shares).

In undertaking any purchase of its Shares through Market Purchases, the Directors will use their best efforts to ensure that a sufficient number of Shares remain in public hands so that the Share Buybacks will not adversely affect the listing status of the Shares on the SGX-ST, cause market illiquidity or adversely affect the orderly trading of the Shares.

## 2.5 **Take-over Implications arising from Share Buyback**

### **Requirement to make a general offer**

Under Rule 14 of the Take-over Code, a person, together with persons acting in concert with him, will be required to make a general offer for a public company if:

- (a) they acquire 30 per cent. or more of the voting rights of the company; or
- (b) they hold between 30 per cent. and 50 per cent. of the voting rights of the company and they increase their voting rights in the company by more than one (1) per cent. in any six (6) month period.

Under Appendix 2 of the Take-over Code, if the proportionate shareholding in the voting capital of the company of a shareholder and persons acting in concert with him increases as a result of the company buying back its shares, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. If such increase results in the shareholder and persons acting in concert with him obtaining or consolidating effective control of the company, they may be obliged to make a take-over offer under Rule 14 of the Take-over Code.

Under the Take-over Code, the following persons are presumed to be acting in concert unless the contrary is established:

- (i) a company with its parent company, its subsidiaries, its fellow subsidiaries, any associated companies of the above companies, any company whose associated companies include any of the above companies and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights;
- (ii) a company with any of its directors, together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts;
- (iii) a company with any of its pension funds and employee share schemes;
- (iv) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;



- (v) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser;
- (vi) directors of a company, together with their close relatives, related trusts and companies controlled by any of the above, which is subject to an offer or where the directors have reason to believe a bona fide offer for their company may be imminent;
- (vii) partners; and
- (viii) an individual, his close relatives, his related trusts, any person who is accustomed to act according to his instructions, companies controlled by any of the above persons and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

For this purpose, ownership or control of at least 20 per cent. but not more than 50 per cent. of the voting rights of the company will be regarded as the test of associated company status.

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

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, the Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring the Shares, the voting rights of such Directors and their concert parties would increase to 30 per cent. or more, or in the event that such Directors and their concert parties hold between 30 per cent. and 50 per cent. of the Company's voting rights, if the voting rights of such Directors and their concert parties would increase by more than one (1) per cent. in any period of six (6) months.

Under Appendix 2 of the Take-over Code, a Shareholder who is not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company buying back its own Shares, the voting rights of the Shareholder will increase to 30 per cent. or more, or, if he holds between 30 per cent. and 50 per cent. of the Company's voting rights, his voting rights increase by more than one (1) per cent. in any period of six (6) months as a result of the Company buying back its Shares. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Buyback Mandate, unless so required under the Companies Act.

Based on the disclosure of interests notifications received by the Company as at the Latest Practicable Date from the Substantial Shareholders as set out in paragraph 3 below, none of the Substantial Shareholders would become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code as a result of any purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate of the maximum limit of 10 per cent. of the total number of issued Shares as at the Latest Practicable Date.

**Shareholders who are in any doubt as to whether they would incur any obligations to make a take-over offer as a result of any purchase of Shares by the Company pursuant to the proposed Share Buyback Mandate are advised to consult their professional advisors and/or the Securities Industry Council of Singapore before they acquire any Shares during the period when the proposed Share Buyback Mandate is in force.**

- 2.6 **Details of previous Share Buybacks.** As at the Latest Practicable Date, the Company had purchased or acquired an aggregate of 2,137,400 Shares by way of Market Purchases pursuant to the 2024 Share Buyback Mandate in the last 12 months immediately preceding the Latest Practicable Date. The highest and lowest prices paid were S\$0.62 and S\$0.43 per Share respectively. The total consideration paid (excluding stamp duties, clearing charges and other related expenses) for all the purchases was S\$1,088,162. The Company had not purchased or acquired any Shares by way of Off-Market Purchases in the last 12 months immediately preceding the Latest Practicable Date.

### **3. THE PROPOSED CHANGE OF AUDITOR OF THE COMPANY**

#### **3.1 Background**

The current auditor of the Company, Ernst & Young LLP ("EY"), was last re-appointed as auditor of the Company at the 32nd AGM, to hold office until the conclusion of the next AGM of the Company. The EY audit partner-in-charge is Mr Ong Beng Lee, Ken. It is proposed by the Company that Deloitte & Touche LLP ("Deloitte") be appointed as auditor of the Company for FY2025 at the 33rd AGM. EY will therefore cease to be the auditor of the Company with effect from the conclusion of the AGM.

#### **3.2 Rationale**

EY has served as auditor of the Company for 33 years, since 1992. As part of the Company's ongoing good corporate governance initiatives, the Directors are of the view that it would be timely to effect a change of auditor of the Company with effect from the financial year ending 31 December 2025.

Deloitte was selected for the proposed appointment after the Audit Committee invited and evaluated competitive proposals from various audit firms. The Audit Committee reviewed and deliberated on the proposals received from each of the audit firms, taking into consideration the audit quality indicators listed in the Audit Quality Indicators Disclosure Framework introduced by ACRA and factors such as the adequacy of the resources and experience of the audit firm to be selected, including the number, composition and experience of supervisory and professional staff to be assigned to the audit of the Company, the size and complexity of the Company and the experience of the incoming audit partner-in-charge.

In selecting Deloitte as the proposed new auditor, the Company has also considered the international network and resources, recognition and global presence of Deloitte, their audit approach and methodology, as well as their internal governance processes, key personnel and fees. Please refer to the Annex to this Letter for a copy of the letter from a member of the Company nominating Deloitte as the proposed new auditor in place of EY, in line with Section 205(11) of the Companies Act.

Pursuant to Rule 712(3) of the Listing Manual, the appointment of Deloitte as auditor of the Company in place of EY must be specifically approved by Shareholders in a general meeting. The appointment of Deloitte will therefore take effect upon receipt of Shareholders' approval, and if appointed, Deloitte will hold office until the conclusion of the next AGM of the Company.

The Board wishes to take this opportunity to express their appreciation for the past services rendered by EY.

#### **3.3 Information on Deloitte & Touche LLP and the Audit Partner-in-Charge**

*The information on Deloitte and the audit engagement below was provided by Deloitte and their representatives. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.*

Deloitte is a leading global provider of Audit & Assurance, Strategy, Risk & Transactions, Technology & Transformation and Tax & Legal, and related services. With more than 180 years of resolve and commitment to making a real difference, the Deloitte network has grown over the years in scale and diversity to its present size – approximately 460,000 people in 150 countries and territories, providing these services – yet its shared culture remains the same. Deloitte serves four (4) out of five (5) Fortune Global 500® companies.

In Singapore, services are provided by Deloitte and other related entities, which are affiliates of Deloitte Southeast Asia Ltd. Deloitte Southeast Asia Ltd is a member of Deloitte Asia Pacific Limited and of the Deloitte network. The audit practice of Deloitte in Singapore comprises over 1,000 partners and professional staff.

Deloitte is registered with ACRA. It is one of the largest professional services firms in Singapore today, and has a wide-ranging client base consisting of multinational companies, listed companies, private businesses and public sector organisations.

The audit partner of Deloitte who will be in charge of the audit is Ms Ang Poh Choo, who is a member of the Institute of Singapore Chartered Accountants, as well as a public accountant registered with ACRA. She has more than 26 years of professional experience in providing audit and assurance services to a variety of clients, including public companies listed on the SGX-ST. She also has relevant experience in the industrial product and construction sector.

Deloitte's audit practice is subject to external inspections by ACRA where the system of quality management and the performance of audits engagements are inspected. Ms Ang Poh Choo passed her ACRA review in the year that she was selected. She also received a compliant rating in Deloitte's internal inspections in the year she was selected.

For more information about Deloitte, please visit [www.deloitte.com/about](http://www.deloitte.com/about).

### 3.4 Requirements under Rule 712 of the Listing Manual

The Company, having taken into account the Audit Committee's recommendation, and various factors, including, among others, the following:

- (a) the fee structure, the adequacy of the resources and experience of Deloitte;
- (b) the audit partner-in-charge assigned to the audit;
- (c) Deloitte's other audit engagements;
- (d) the size and complexity of the Group's operations; and
- (e) the number and experience of supervisory and professional staff assigned to the audit of the Group,

is of the opinion that Deloitte will be able to meet the audit requirements of the Group and that Rule 712 of the Listing Manual has been complied with.

### 3.5 Requirements under Rules 715 and 716 of the Listing Manual

The Company confirms that subject to receipt of Shareholders' approval at the AGM, Deloitte will become the auditor of the Company.

In compliance with Rule 715(1) of the Listing Manual, Deloitte will also be appointed as the auditor of all the Singapore-incorporated subsidiaries. Further, in compliance with Rule 715(2) of the Listing Manual, the Company will also engage a suitable auditing firm for its significant foreign-incorporated subsidiaries. In this regard, a member firm of Deloitte will audit the significant foreign-incorporated subsidiaries of the Company. The Company does not have any significant associated companies.

The Company confirms that there will be no change to the scope of work to be undertaken by Deloitte as auditor of the Company compared to that of EY.

### 3.6 Requirements under Rule 1203(5) of the Listing Manual

In accordance with the requirements of Rule 1203(5) of the Listing Manual:

- (a) the Company has received a copy of EY's professional clearance letter dated 2 April 2025 to Deloitte, confirming that they are not aware of any professional reasons why Deloitte should not accept the appointment as auditor of the Company;
- (b) the Company confirms that there were no disagreements with EY on accounting treatments within the last 12 months;
- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditor that should be brought to the attention of the Shareholders which has not been disclosed in this Letter;
- (d) the specific reasons for the Proposed Change of Auditor are disclosed in paragraph 3.2 of this Letter; and
- (e) the Company confirms that it is in compliance with Rules 712 and 715 of the Listing Manual in relation to the proposed appointment of Deloitte as the new auditor of the Company.

### 3.7 Recommendation of the Audit Committee

The Audit Committee has reviewed and deliberated on the Proposed Change of Auditor, and after taking into consideration the suitability of Deloitte in accordance with the factors set out in paragraphs 3.2 and 3.4 of this Letter, recommends the Proposed Change of Auditor.

## 4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The Directors who have an interest in Shares and in Options as at the Latest Practicable Date are as follows:

Directors	Direct		Deemed		Number of outstanding Options
	Number of Shares	% of total issued Shares <sup>(1)</sup>	Number of Shares	% of total issued Shares <sup>(1)</sup>	
Ng Bee Bee <sup>(2)</sup>	–	–	408,375,002	58.44	–
Patrick Ng Bee Soon <sup>(3)</sup>	34,962,037	5.00	135,000	0.02	–
Fong Yue Kwong	210,000	0.03	–	–	–
Soh Ee Beng	210,000	0.03	–	–	150,000
Chan Wan Hong	–	–	–	–	–

#### Notes:

- (1) Based on the total number of issued Shares (excluding treasury shares) of 698,757,725 Shares. The Company does not have any subsidiary holdings.
- (2) The deemed interests of Ms Ng Bee Bee comprise the Shares in the joint names of Mr Ng Han Whatt, Ms Jane Kimberly Ng Bee Kiok and Ms Ng Bee Bee (398,250,000 Shares) and Shares held by her nominees (10,125,002 Shares).
- (3) Mr Patrick Ng Bee Soon has a deemed interest in the 135,000 Shares held by his spouse.

The interests of the Company's Substantial Shareholders (who are not also Directors) in Shares and Options as at the Latest Practicable Date are as follows:

Substantial Shareholders	Direct		Deemed		Number of outstanding Options
	Number of Shares	% of total issued Shares <sup>(1)</sup>	Number of Shares	% of total issued Shares <sup>(1)</sup>	
Ng Han Whatt <sup>(2)</sup>	6,750,000	0.97	420,700,037	60.21	–
Jane Kimberly Ng Bee Kiok <sup>(3)</sup>	–	–	408,809,502	58.51	–

**Notes:**

- (1) Based on the total number of issued Shares (excluding treasury shares) of 698,757,725 Shares. The Company does not have any subsidiary holdings.
- (2) The deemed interests of Mr Ng Han Whatt comprise the Shares in the joint names of Mr Ng Han Whatt, Ms Jane Kimberly Ng Bee Kiok and Ms Ng Bee Bee (398,250,000 Shares) and Shares held by his nominees (22,450,037 Shares).
- (3) The deemed interests of Ms Jane Kimberly Ng Bee Kiok comprise the Shares in the joint names of Mr Ng Han Whatt, Ms Jane Kimberly Ng Bee Kiok and Ms Ng Bee Bee (398,250,000 Shares) and Shares held by her nominees (10,559,502 Shares).

## 5. ANNUAL GENERAL MEETING

The 33rd AGM will be held on Thursday, 24 April 2025 at Suntec Singapore Convention & Exhibition Centre, Meeting Room 331, Level 3, 1 Raffles Boulevard, Suntec City, Singapore 039593 at 10.00 a.m. for the purpose of, among others, considering and if thought fit, passing with or without modifications, the resolutions on the Proposals as set out in the Notice of AGM.

## 6. DIRECTORS' RECOMMENDATION

### 6.1 Proposed Renewal of the Share Buyback Mandate

The Directors are of the opinion that the proposed renewal of the Share Buyback Mandate is in the best interests of the Company and accordingly, recommend that Shareholders vote in favour of the Ordinary Resolution No. 8 as set out in the Notice of AGM.

### 6.2 Proposed Change of Auditor of the Company

The Directors, after having considered, among others, the Audit Committee's recommendation, are of the opinion that the Proposed Change of Auditor is in the best interests of the Company and accordingly, recommend that Shareholders vote in favour of the Ordinary Resolution No. 10 as set out in the Notice of AGM.

## **7. RESPONSIBILITY STATEMENT**

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

## **8. DOCUMENTS FOR INSPECTION**

The following documents may be inspected at the registered office of the Company during normal business hours from the date hereof up to and including the date of the AGM:

- (a) the Constitution of the Company;
- (b) the letter of consent to act as the auditor of the Company from Deloitte; and
- (c) EY's professional clearance letter issued to Deloitte.

Please contact [info@panunited.com.sg](mailto:info@panunited.com.sg) and telephone number: +65 6305 7373 to make an appointment.

Yours faithfully  
For and on behalf of the Board of Directors of  
PAN-UNITED CORPORATION LTD

Ng Bee Bee  
Executive Chairman

## SCHEDULE – DEFINITIONS

In this Letter, the following definitions apply throughout unless the context otherwise requires:

“ACRA”	: The Accounting and Corporate Regulatory Authority of Singapore
“AGM”	: The annual general meeting of the Company
“Audit Committee”	: The audit committee of the Company as at the date of this Letter
“Board”	: The board of directors of the Company as at the date of this Letter
“CDP”	: The Central Depository (Pte) Limited
“Companies Act”	: The Companies Act 1967 of Singapore, as amended or modified from time to time
“Company”	: Pan-United Corporation Ltd
“Deloitte”	: Deloitte & Touche LLP
“Director”	: A director of the Company for the time being
“EGM”	: The extraordinary general meeting of the Company
“EPS”	: Earnings per Share
“EY”	: Ernst & Young LLP
“Group”	: The Company and its Subsidiaries
“Latest Practicable Date”	: 26 March 2025, being the latest practicable date prior to the finalisation of this Letter
“Listing Manual”	: The Listing Manual of the SGX-ST, as amended and modified from time to time
“Listing Rules”	: The listing rules of the SGX-ST as set out in the Listing Manual
“NAV”	: Net asset value
“Option”	: A share option to subscribe for new Shares granted pursuant to the Scheme 2002
“PATMI”	: Profit after tax and non-controlling interests
“Proposed Change of Auditor”	: The proposed change of auditor of the Company from EY to Deloitte
“Registrar”	: The Registrar of Companies
“Relevant Period”	: The period commencing from the date of the AGM being the date on which the Share Buyback Mandate is passed, if approved by the Shareholders and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier
“Scheme 2002”	: The Pan-United Share Option Scheme which was adopted by Shareholders on 19 April 2002, as amended and extended on 19 April 2012, and which has since expired on 18 April 2022
“SFA”	: The Securities and Futures Act 2001 of Singapore, as amended or modified from time to time
“SGX-ST”	: Singapore Exchange Securities Trading Limited
“Share Buyback”	: Buyback of Shares by the Company pursuant to the Share Buyback Mandate
“Share Buyback Mandate”	: A general mandate given by Shareholders to authorise the Directors to purchase, on behalf of the Company, Shares in accordance with the terms set out in this Letter as well as the rules and regulations set forth in the Companies Act and the Listing Rules
“Shareholders”	: Registered holders for the time being of the Shares (other than the CDP), or in the case of depositors, depositors who have Shares entered against their name in the Depository Register
“Shares”	: Ordinary shares in the share capital of the Company
“Subsidiary”	: A company which is for the time being a subsidiary of the Company as defined by Section 5 of the Companies Act
“Substantial Shareholder”	: A Shareholder who has an interest in one or more voting Shares in the Company, and the total votes attached to that Share, or those Shares, is not less than five (5) per cent. of the total votes attached to all the voting shares in the Company
“Take-over Code”	: The Singapore Code on Take-overs and Mergers, as amended or modified from time to time
“Trading Day”	: A day on which the Shares are traded on the SGX-ST
“S\$” and “cents”	: Singapore dollars and cents, respectively
“%” or “per cent.”	: Percentage or per centum

The terms “depositor” and “Depository Register” shall have the meanings ascribed to them respectively in Part 3AA of the SFA.

The term “Constitution” shall have the meaning ascribed to it in the Companies Act.

The term “controlling shareholder” shall have the meaning ascribed to it in the Listing Manual.

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

Any reference in this Letter to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the SFA or any statutory modification thereof and used in this Letter shall have the meaning assigned to it under the Companies Act, the SFA or any statutory modification thereof, as the case may be.

Any reference to a time of a day in this Letter shall be a reference to Singapore time unless otherwise stated.



**ANNEX**

**NOMINATION LETTER FOR THE APPOINTMENT OF NEW AUDITOR OF THE COMPANY**

Date: 21 March 2025

To: The Board of Directors  
Pan-United Corporation Ltd  
7 Temasek Boulevard  
#16-01 Suntec Tower One  
Singapore 038987

**Notice of Nomination of Deloitte & Touche LLP**

Pursuant to Section 205(11) of the Companies Act 1967 of Singapore, I, Loh Kah Soon, hereby give notice of my nomination of Deloitte & Touche LLP of 6 Shenton Way, #33-00 OUE Downtown 2, Singapore 068809 for appointment as the auditor of Pan-United Corporation Ltd. (the "Company") in place of Ernst & Young LLP, subject to the approval of the shareholders of the Company at the next Annual General Meeting.



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Loh Kah Soon  
Member, Pan-United Corporation Ltd