

CIRCULAR DATED 10 APRIL 2025

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

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

If you have sold or transferred all your shares in the capital of Oiltek International Limited (the “**Company**”) represented by physical share certificate(s), you should immediately forward this Circular together with the notice of annual general meeting (“**Notice of AGM**”) and the accompanying Proxy Form to the purchaser or transferee or to the stockbroker, or other agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee. If you have sold or transferred all your shares in the capital of the Company held through The Central Depository (Pte) Limited (“**CDP**”), you do not need to forward this Circular, together with the Notice of AGM and the accompanying Proxy Form to the purchaser or transferee as arrangements will be made by CDP for a separate Circular, together with the Notice of AGM and the accompanying Proxy Form, to be sent to the purchaser or transferee.

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

The contact person for the Sponsor is Ms. Audrey Mok (Telephone: +65 6232 3210) at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.

The Company has engaged Rubicon Law LLC as its legal adviser for the proposed transaction described in this Circular.



OILTEK INTERNATIONAL LIMITED

(Company Registration No. 202109778W)
(Incorporated in the Republic of Singapore)

CIRCULAR TO SHAREHOLDERS

in relation to

THE PROPOSED BONUS ISSUE OF UP TO 286,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (“BONUS SHARES”) ON THE BASIS OF TWO (2) BONUS SHARES FOR EVERY ONE (1) EXISTING ORDINARY SHARE IN THE CAPITAL OF THE COMPANY HELD BY SHAREHOLDERS OF THE COMPANY AS AT THE RECORD DATE (AS DEFINED HEREIN)

IMPORTANT DATES AND TIMES:

Last date and time for lodgement of Proxy Form : Tuesday, 22 April 2025 at 2.00 p.m.

Date and time of Annual General Meeting : Friday, 25 April 2025 at 2.00 p.m.

Place of Annual General Meeting : Rose Room I & II
Level 1, York Hotel Singapore
21 Mount Elizabeth
Singapore 228516

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DEFINITIONS

The following definitions shall apply throughout unless otherwise stated in this Circular:

“Act”	:	The Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time
“AGM”	:	The forthcoming annual general meeting of the Company to be held on 25 April 2025
“Annual Report”	:	Annual report of the Company for FY2024
“Board”	:	The board of Directors of the Company for the time being
“Bonus Shares”	:	New Shares to be issued by the Company pursuant to the Proposed Bonus Issue
“Catalist”	:	Catalist board of the SGX-ST
“Catalist Rules”	:	SGX-ST Listing Manual (Section B: Rules of Catalist), as amended, modified or supplemented from time to time
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Shareholders dated 10 April 2025
“Company”	:	Oiltek International Limited
“Constitution”	:	Constitution of the Company, as amended, modified, or supplemented from time to time
“Director”	:	The director(s) of the Company for the time being
“EPS”	:	Earnings per Share
“FY”	:	Financial year ended or ending 31 December, as the case may be
“Group”	:	The Company and its subsidiaries
“Latest Practicable Date”	:	28 March 2025, being the latest practicable date prior to the printing of this Circular
“Notice of AGM”	:	Notice of AGM
“NTA”	:	Net tangible assets
“Proposed Bonus Issue”	:	The proposed bonus issue of up to 286,000,000 new Shares on the basis of two (2) new Shares to be credited as fully paid for every one (1) existing Share held by Shareholders as at the Record Date, fractional entitlements to be disregarded

“Record Date”	:	Subject to Shareholders’ approval for the Proposed Bonus Issue being obtained at the AGM, 5.00 p.m. on 9 May 2025 (or such other time and date as may be determined by the Directors), being the time and date, at and on which the Share Transfer Books and the Register of Members of the Company will be closed for the purpose of determining entitlements of Shareholders under the Proposed Bonus Issue
“Register of Members”	:	Register of members of the Company
“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”	:	Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Registered holders of Shares in the Register of Members except that where the registered holder is CDP, the term “ Shareholders ” shall, in relation to such Shares and where the context admits, mean Depositors whose Securities Accounts are credited with such Shares; and where the registered holder is a Depository Agent, the term “ Shareholders ” shall, in relation to such Shares, mean Depositors whose securities sub-accounts are maintained by the Depository Agent
“Shares”	:	Ordinary shares in the capital of the Company and “ Share ” shall be construed accordingly
“Share Transfer Books”	:	Share transfer books of the Company
“Substantial Shareholder”	:	A person (including a corporation) who has an interest or interests in one or more voting Shares in the Company, and the votes attached to that Share, or those Shares, is not less than 5% of the total votes attached to all the voting Shares in the Company
“RM” and “sen”	:	Malaysian ringgit and sen respectively, being the lawful currency of Malaysia
“S\$” and “cents”	:	Singapore dollars and cents respectively, being the lawful currency of the Republic of Singapore
“%”	:	Percentage or per centum

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

The term “**subsidiary**” shall have the meaning ascribed to it in Section 5 of the Act. The term “**treasury shares**” shall have the meaning ascribed to it in Section 4 of the Act. The term “**subsidiary holdings**” shall mean the Shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Act.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act, the SFA, or the Catalist Rules, or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Act, the SFA, or the Catalist Rules, or any statutory modification thereof, as the case may be, unless the context requires otherwise.

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

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

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

Any discrepancies in the tables in this Circular between the listed amounts and the totals thereof and/or the respective percentages are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

OILTEK INTERNATIONAL LIMITED

(Incorporated in Singapore)

(Company Registration No. 202109778W)

LETTER TO SHAREHOLDERS

Board of Directors:

Hew Koon Chan	<i>Non-Executive Chairman and Independent Director</i>
Henry Yong Khai Weng	<i>Executive Director and Chief Executive Officer</i>
Koh Keng Siang	<i>Non-Executive Director</i>
Bernard Wong Ee Yu	<i>Non-Executive Director</i>
Lai Wai Kit Andrew	<i>Independent Director</i>
Tan Yee Peng	<i>Independent Director</i>
Tay Tze Wen	<i>Alternate Director to Koh Keng Siang</i>

Registered Office:

15 Genting Road
Singapore 349493

10 April 2025

To: The Shareholders of the Company

Dear Sir/Madam

THE PROPOSED BONUS ISSUE

1. INTRODUCTION

On 3 March 2025, the Company announced that it is proposing to undertake the Proposed Bonus Issue, on the basis of two (2) Bonus Shares to be credited as fully paid for every one (1) existing Share held by Shareholders as at Record Date, fractional entitlements to be disregarded.

The purpose of this Circular is to provide Shareholders with information relating to the Proposed Bonus Issue and to seek Shareholders' approval for the Proposed Bonus Issue at the AGM.

2. PROPOSED BONUS ISSUE

2.1 Details

As at the Latest Practicable Date, the Company has an issued and paid-up share capital comprising 143,000,000 Shares. The Company does not have any treasury shares or subsidiary holdings as at the Latest Practicable Date. In addition, as at the Latest Practicable Date, the Company does not have any existing warrants or other convertibles. Purely for illustration purposes, if the Proposed Bonus Issue is approved by Shareholders at the AGM and assuming there is no change in the number of issued Shares from the Latest Practicable Date up to the Record Date, up to 286,000,000 Bonus Shares will be issued pursuant to the Proposed Bonus Issue and the Company's enlarged share capital will increase up to 429,000,000 Shares after the completion of the Proposed Bonus Issue. The actual number of Bonus Shares to be issued by the Company will depend on the total number of issued Shares as at the Record Date.

The Bonus Shares will be allotted and issued as fully paid at nil consideration to entitled Shareholders without capitalisation of the Company's reserves. The Bonus Shares, when allotted and issued, will rank *pari passu* in all respects with the existing Shares, except that the Bonus Shares will not be entitled to any dividends, rights, allotments or other distributions, the Record Date of which falls on a date before the date on which the Bonus Shares are allotted and issued.

The Bonus Shares represent 200.0% of the existing issued share capital of the Company as at the Latest Practicable Date and approximately 66.7% of the enlarged issued share capital of the Company following the completion of the Proposed Bonus Issue, assuming there is no change to the total issued share capital of the Company as at the Record Date.

For the avoidance of doubt, the Bonus Shares when allotted and issued shall not be entitled to the proposed final (tax-exempt one-tier) dividend of S\$0.018 per Share, as announced by the Company on 12 February 2025, subject to the approval by the Shareholders at the AGM.

The Bonus Shares will be issued to the Shareholders whose names appear in the Register of Members of the Company or the records of CDP, as the case may be, as at the Record Date for the purpose of determining the entitlements of the Shareholders.

2.2 Rationale

The Company is considering the Proposed Bonus Issue to increase the issued share capital base of the Company to reflect the growth and expansion of its business and to reward and give due recognition to Shareholders for their loyalty and continuing support for the Company. The Proposed Bonus Issue, if carried out, will also increase the accessibility of investing in the Company to more investors, thereby encouraging trading liquidity and greater participation by investors and broadening the shareholder base of the Company.

2.3 Compliance with Catalist Rules

Pursuant to Rule 838 of the Catalist Rules, an issuer must satisfy the SGX-ST that the daily weighted average price of its shares, adjusted for the bonus issue, will not be less than S\$0.20 ("**Minimum Price**"). In compliance with Rule 838 of the Catalist Rules, the issuer should compute the adjusted price based on the proposed bonus issue ratio and the issuer's lowest daily weighted share price of the shares for a month preceding the issuer's proposed bonus issue application.

For illustration purposes only, the lowest daily weighted average price of the Shares in the month preceding 3 March 2025, being the date of application to SGX-ST for the listing and quotation of the Bonus Shares on the Catalist is S\$1.1323 and accordingly, the theoretical ex-bonus price ("**TEBP**") would be calculated as follows:

$$\begin{aligned} \text{TEBP} &= \frac{\text{S\$1.1323}}{3} \times 1 \\ &= \text{S\$0.3774} \end{aligned}$$

Accordingly, the TEBP will be above the Minimum Price. Further, the Company confirms that there is no reason to believe that the TEBP is likely to fall below S\$0.20 for the month preceding the date of the application for the listing and quotation of the Bonus Shares on the Catalist.

2.4 Approvals

On 4 March 2025, the Company received the listing and quotation notice from the SGX-ST for the listing and quotation of the Bonus Shares on the Catalist subject to the following conditions:

- (a) compliance with the SGX-ST's listing requirements; and
- (b) Shareholders' approval being obtained at the AGM for the Proposed Bonus Issue.

Such listing and quotation notice from the SGX-ST is not to be taken as an indication of the merits of the Proposed Bonus Issue, the Bonus Shares, the Company, its subsidiaries and their securities.

3. FINANCIAL EFFECTS OF PROPOSED BONUS ISSUE

The following *pro forma* financial effects of the Proposed Bonus Issue are for illustrative purposes only and do not reflect the actual future financial performance or financial situation of the Company or the Group after the completion of the Proposed Bonus Issue. These *pro forma* financial effects have been prepared based on the audited consolidated financial statements of the Group for FY2024, on the following bases and assumptions:

- (a) there is no change in the total number of issued Shares from the Latest Practicable Date up to the Record Date;
- (b) for the purposes of illustrating the effect of the Proposed Bonus Issue on the NTA per Share, it is assumed that the Proposed Bonus Issue had been completed on 31 December 2024; and
- (c) for the purposes of illustrating the effect of the Proposed Bonus Issue on the EPS, it is assumed that the Proposed Bonus Issue had been completed on 1 January 2024.

3.1 Share Capital

The financial effect of the Proposed Bonus Issue on the share capital of the Company is illustrated as follows:

	As at the Latest Practicable Date	Immediately after the Proposed Bonus Issue
Share capital (RM'000)	98,566	98,566
Number of issued Shares excluding treasury shares ('000)	143,000	429,000
Number of treasury shares	0	0

3.2 Net Tangible Assets Per Share

The financial effect of the Proposed Bonus Issue on the NTA per Share is illustrated as follows:

As at 31 December 2024	Before the Proposed Bonus Issue	Immediately after the Proposed Bonus Issue
NTA (RM'000)	84,287	84,287
Number of issued Shares excluding treasury shares ('000)	143,000	429,000
NTA per Share (sen)	58.94	19.65

3.3 Earnings Per Share

The financial effect of the Proposed Bonus Issue on the EPS is illustrated as follows:

FY2024	Before the Proposed Bonus Issue	Immediately after the Proposed Bonus Issue
Profits attributable to Shareholders (RM'000)	29,643	29,643
Number of issued Shares excluding treasury shares ('000)	143,000	429,000
EPS (sen)	20.73	6.91

3.4 Gearing

The Group does not have any gearing as at the Latest Practicable Date. The Proposed Bonus Issue will not have any effect on the gearing of the Group.

3.5 Dividend

The Company's dividend record for the last three financial years is as follows:

In respect of	Gross Dividend Amount		
	Interim	Final	Total
FY2022	–	S\$0.012	S\$0.012
FY2023	–	S\$0.016	S\$0.016
FY2024	S\$0.009	S\$0.018 ⁽¹⁾	S\$0.027

Note:

- (1) The Company has proposed a final (tax-exempt one-tier) dividend of S\$0.018 per Share, as announced by the Company on 12 February 2025, subject to the approval of the Shareholders at the AGM.

Barring any unforeseen circumstances, the Directors are of the opinion that following the Proposed Bonus Issue, there will not be any significant difference in the total quantum of dividend payment. The Company expects to be able to maintain the total quantum of dividend paid in respect of FY2024 for FY2025. However, any recommendation for and the quantum of future dividends will nevertheless be subject to various factors such as financial performance, cash flows, financial position, expansion requirements, working capital requirements and future prospects of the Group.

4. NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN that, subject to Shareholders' approval for the Proposed Bonus Issue being obtained at the AGM, the Share Transfer Books and the Register of Members of the Company will be closed at 5.00 p.m. on 9 May 2025, being the Record Date for the purpose of determining entitlements of Shareholders under the Proposed Bonus Issue.

Shareholders (whose Shares are deposited with CDP) whose Securities Accounts maintained with CDP are credited with Shares as at the Record Date will, subject to the aforesaid Shareholders' approval being obtained at the AGM, be allotted and issued Bonus Shares on the basis of the number of Shares standing to the credit of their Securities Accounts with CDP as at 5.00 p.m. on 9 May 2025, being the Record Date.

Duly completed and stamped transfers in respect of Shares not registered in the name of CDP together with all relevant documents of title thereto received by the Company's Share Registrar, B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896 at 5.00 p.m. on 9 May 2025, being the Record Date will, subject to the aforesaid Shareholders' approval being obtained at the AGM, be registered to determine entitlements of Shareholders under the Proposed Bonus Issue.

Subject to the aforesaid Shareholders' approval being obtained at the AGM, the Bonus Shares are expected to be allotted and issued on or around 15 May 2025 and listed and quoted on the SGX-ST from 9.00 a.m. on or around 19 May 2025.

5. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

Based on the Register of Directors' Shareholdings and the Register of Substantial Shareholders of the Company, the interests of the Directors and the Substantial Shareholders in the Shares as at the Latest Practicable Date are set out below:

Directors	Direct Interest		Deemed Interest	
	No. of shares	% ⁽¹⁾	No. of shares	% ⁽¹⁾
Hew Koon Chan	–	–	–	–
Henry Yong Khai Weng	9,020,323 ⁽²⁾	6.31	–	–
Koh Keng Siang	–	–	97,445,805 ⁽³⁾	68.14
Bernard Wong Ee Yu	–	–	–	–
Lai Wai Kit Andrew	–	–	–	–
Tan Yee Peng	–	–	–	–
Tay Tze Wen (Alternate Director to Koh Keng Siang)	25,000	0.02	–	–
Substantial Shareholders (other than Directors)				
Koh Brothers Eco Engineering Limited ⁽⁴⁾	97,445,805	68.14	–	–
Koh Brothers Group Limited ⁽⁴⁾	–	–	97,445,805	68.14
Penta-Ocean Construction Co., Ltd.	–	–	97,445,805	68.14

Notes:

- (1) Based on 143,000,000 issued Shares (excluding treasury shares) as at the Latest Practicable Date.
- (2) Henry Yong Khai Weng holds 9,020,323 ordinary shares of the Company through a nominee account of DBS Nominees Pte. Ltd.
- (3) Koh Keng Siang has direct and deemed interest in Koh Brothers Eco Engineering Limited of approximately 0.54% and 54.81% respectively. His deemed interest in Koh Brothers Eco Engineering Limited is by virtue of shares held by his spouse and by Koh Brothers Group Limited. Accordingly, Koh Keng Siang is deemed to have interest in all shares held by Koh Brothers Eco Engineering Limited by virtue of Section 4 of the SFA.
- (4) Koh Brothers Group Limited and Penta-Ocean Construction Co., Ltd. are controlling shareholders of Koh Brothers Eco Engineering Limited holding 54.81% and 28.74% respectively and are deemed interested in shares held by Koh Brothers Eco Engineering Limited by virtue of Section 4 of the SFA.

Save as set out above, and to the best of the Directors' knowledge, none of the Directors, Substantial Shareholders and their associates have any interest, direct or indirect, in the Proposed Bonus Issue, other than through their respective shareholdings in the Company.

6. DIRECTORS' RECOMMENDATION

The Directors, having considered the rationale of the Proposed Bonus Issue, are of the opinion that the Proposed Bonus Issue is in the interest of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the ordinary resolution in respect of the Proposed Bonus Issue to be proposed at the AGM as set out in the Notice of AGM.

7. ANNUAL GENERAL MEETING

The AGM, notice of which is set out in the Annual Report, will be held on 25 April 2025 at 2.00 p.m., at Rose Room I & II, Level 1, York Hotel Singapore, 21 Mount Elizabeth, Singapore 228516 for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions set out in the Notice of AGM.

8. ACTIONS TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the AGM and wish to appoint a proxy (including appointing the Chairman as the proxy) to attend and vote at the AGM on their behalf, should complete, sign and return the proxy form in accordance with the instructions printed thereon as soon as possible and, in any event:

- (1) if submitted by post, to be delivered to the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
- (2) if submitted by way of electronic means, to be submitted via email to the Company's Share Register at main@zicoholdings.com,

in either case, not less than seventy-two (72) hours before the time fixed for the AGM, failing which, the proxy form shall be treated as invalid.

The completion and return of a proxy form by a Shareholder does not preclude him/her from attending and voting in person at the AGM if he/she so wishes, although the appointment of the proxy shall be deemed to be revoked by such attendance.

A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the AGM and to speak and vote thereat unless his/her name appears on the Depository Register maintained by CDP at least seventy-two (72) hours before the time fixed for the AGM or any adjournment thereof.

9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Bonus 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 Circular misleading. Where information in this Circular 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 Circular in its proper form and context.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company during normal business hours from the date of this Circular up to the date of the AGM:

- (a) The Constitution of the Company; and
- (b) The Annual Report for FY2024.

Shareholders who wish to inspect these documents at the registered office of the Company are required to send an email request to terencegoh@oiltek.com.my to make an appointment in advance. The Company will arrange a date when each Shareholder can come to the registered office to inspect accordingly.

Yours faithfully

For and on behalf of the Board of Directors of
OILTEK INTERNATIONAL LIMITED

Henry Yong Khai Weng
Executive Director and Chief Executive Officer