

CIRCULAR DATED 14 AUGUST 2025

THIS CIRCULAR IS ISSUED BY PSC CORPORATION LTD. (THE “COMPANY”). THIS CIRCULAR IS IMPORTANT AS IT CONTAINS THE RECOMMENDATION OF THE INDEPENDENT DIRECTORS (AS DEFINED HEREIN) AND THE ADVICE AND RECOMMENDATION OF W CAPITAL MARKETS PTE. LTD., THE INDEPENDENT FINANCIAL ADVISER TO THE INDEPENDENT DIRECTORS. THIS CIRCULAR REQUIRES YOUR IMMEDIATE ATTENTION AND YOU SHOULD READ IT CAREFULLY.

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

If you have sold or transferred all your Shares (as defined herein), you should immediately forward this Circular to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

Please note that no printed copies of this Circular will be sent to Shareholders (as defined herein). Only printed copies of the Notice (as defined herein) regarding the electronic dissemination of this Circular will be despatched to Shareholders.

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



(Incorporated in the Republic of Singapore)
(Company Registration No.: 197400888M)

CIRCULAR TO SHAREHOLDERS

in relation to the

MANDATORY UNCONDITIONAL CASH OFFER

by



UOB KAY HIAN PRIVATE LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.: 197000447W)

for and on behalf of

GOI SENG HUI

to acquire all the issued and paid-up ordinary shares in the capital of the Company other than those already owned, controlled or agreed to be acquired by the Offeror and its concert parties

Independent Financial Adviser to the Independent Directors



W CAPITAL MARKETS PTE. LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No.: 201813207E)

SHAREHOLDERS (AS DEFINED HEREIN) SHOULD NOTE THAT THE OFFER DOCUMENT (AS DEFINED HEREIN) STATES THAT ACCEPTANCES SHOULD BE RECEIVED BY THE CLOSE OF THE OFFER (AS DEFINED HEREIN) AT 5.30 P.M. (SINGAPORE TIME) ON 11 SEPTEMBER 2025, OR SUCH LATER DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE OFFEROR.

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DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout this Circular:

"1H2025"	:	The six months ended 30 June 2025
"1H2025 Results"	:	The unaudited condensed interim financial statements of the Group for the six months ended 30 June 2025
"Act"	:	The Companies Act 1967 of Singapore
"Acquisition"	:	Shall have the meaning ascribed to it in paragraph 1.1 of the Letter to Shareholders in this Circular
"Annual Report"	:	The annual report of the Group
"Auditors"	:	KPMG LLP, the auditors of the Company
"Board"	:	The board of Directors
"CDP"	:	The Central Depository (Pte) Limited
"Circular"	:	This circular to Shareholders dated 14 August 2025 from the Company containing, <i>inter alia</i> , the advice and recommendation of the IFA to the Independent Directors and the recommendation of the Independent Directors in relation to the Offer
"Closing Date"	:	5.30 p.m. (Singapore time) on 11 September 2025, or such later date(s) as may be announced from time to time by or on behalf of the Offeror, being the last day for the lodgement of acceptances of the Offer
"Code"	:	The Singapore Code on Take-overs and Mergers
"Company"	:	PSC Corporation Ltd. (Company Registration Number: 197400888M), a public limited company incorporated in Singapore
"Company Securities"	:	(i) Shares; (ii) securities which carry voting rights in the Company; or (iii) convertible securities, warrants, options or Derivatives in respect of the Shares or securities which carry voting rights in the Company
"Constitution"	:	The constitution of the Company
"CPF"	:	The Central Provident Fund of Singapore

DEFINITIONS

“Derivative”	:	Includes any financial product whose value in whole or in part is determined directly or indirectly by reference to the price of an underlying security or securities
“Directors”	:	The directors of the Company as at the Latest Practicable Date
“Distributions”	:	Shall have the meaning ascribed to it in paragraph 2.3(iii) of the Letter to Shareholders in this Circular
“Divested Shares”	:	Shall have the meaning ascribed to it in paragraph 4 of the Letter to Shareholders in this Circular
“Encumbrances”	:	Shall have the meaning ascribed to it in paragraph 2.3(ii) of the Letter to Shareholders in this Circular
“Entitled Shareholders”	:	Shall have the meaning ascribed to it in paragraph 4 of the Letter to Shareholders in this Circular
“Entitled Shares”	:	Shall have the meaning ascribed to it in paragraph 4 of the Letter to Shareholders in this Circular
“FAA”	:	Form of Acceptance and Authorisation for Offer Shares which is issued to Shareholders whose Offer Shares are deposited with CDP and which forms part of the Offer Document
“FAT”	:	Form of Acceptance and Transfer for Offer Shares which is issued to Shareholders whose Offer Shares are not deposited with CDP and which forms part of the Offer Document
“FY”	:	The financial year ended or ending, as the case may be, on 31 December of the relevant year
“FY2024 Final Dividend”	:	Shall have the meaning ascribed to it in paragraph 2.3 of the Letter to Shareholders in this Circular
“FY2024 Results”	:	The audited consolidated financial statements of the Group for FY2024
“Group”	:	The Company and its subsidiaries, and “Group Company” means any one of them
“IFA” or “W Capital”	:	W Capital Markets Pte. Ltd., the independent financial adviser to the Independent Directors in respect of the Offer

DEFINITIONS

“IFA Letter”	:	The letter dated 14 August 2025 from the IFA addressed to the Independent Directors in respect of the Offer as set out in Appendix A to this Circular
“Independent Directors”	:	Yui Vivien, Tan Lye Heng Paul and Tan Kian Chew, being the Directors who are considered to be independent for the purposes of the Offer
“Initial Purchase Date”	:	Shall have the meaning ascribed to it in paragraph 1.1 of the Letter to Shareholders in this Circular
“Interested Person”	:	As defined in the Note on Rule 24.6 of the Code and read with Note 1 on Rule 23.12 of the Code, an interested person is: (i) a director, chief executive officer, or substantial shareholder of the company; (ii) the immediate family of a director, the chief executive officer, or a substantial shareholder (being an individual) of the company; (iii) the trustees, acting in their capacity as such trustees, of any trust of which a director, the chief executive officer or a substantial shareholder (being an individual) and his immediate family is a beneficiary; (iv) any company in which a director, the chief executive officer or a substantial shareholder (being an individual) together and his immediate family together (directly or indirectly) have an interest of 30 per cent. or more; (v) any company that is the subsidiary, holding company or fellow subsidiary of the substantial shareholder (being a company); or (vi) any company in which a substantial shareholder (being a company) and any of the companies listed in (v) above together (directly or indirectly) have an interest of 30 per cent. or more
“Latest Practicable Date”	:	7 August 2025, being the latest practicable date prior to the dissemination of this Circular
“Listing Manual”	:	The listing manual of the Main Board of the SGX-ST in force as at the Latest Practicable Date

DEFINITIONS

“Minimum Acceptance Condition”	:	Shall have the meaning ascribed to it in paragraph 2.5 of the Letter to Shareholders in this Circular
“Notice”	:	The written notice dated 14 August 2025 issued by the Company informing Shareholders of, <i>inter alia</i> , the electronic dissemination of this Circular
“Offer”	:	The mandatory unconditional cash offer made by UOBKH, for and on behalf of the Offeror, to acquire all the Offer Shares on the terms and subject to the conditions set out in the Offer Document, the FAA and the FAT
“Offer Announcement”	:	The announcement issued by UOBKH on the Offer Announcement Date, for and on behalf of the Offeror, in relation to the Offer
“Offer Announcement Date”	:	10 July 2025, being the date of the Offer Announcement
“Offer Document”	:	The document dated 31 July 2025 issued by UOBKH, for and on behalf of the Offeror, in respect of the Offer
“Offer Price”	:	S\$0.40 in cash for each Offer Share
“Offer Settlement Date”	:	Shall have the meaning ascribed to it in paragraph 2.4 of the Letter to Shareholders in this Circular
“Offer Shares”	:	Shall have the meaning ascribed to it in paragraph 2.2 of the Letter to Shareholders in this Circular
“Offer Unconditional Announcement”	:	Shall have the meaning ascribed to it in paragraph 1.3 of the Letter to Shareholders in this Circular
“Offeror”	:	Dr. Goi Seng Hui
“Offeror Concert Party Group”	:	The Offeror and its concert parties
“Overseas Shareholders”	:	The Shareholders whose addresses are outside of Singapore, as shown on the Register or in the records of CDP (as the case may be)
“Post Share Buy-Back Purchases”	:	Shall have the meaning ascribed to it in paragraph 1.1(c) of the Letter to Shareholders in this Circular
“Record Date”	:	means, in relation to any Distributions, the date on which Shareholders must be registered with the Company or with CDP, as the case may be, in order to participate in such Distributions

DEFINITIONS

“Register”	:	The register of members of the Company, as maintained by the Share Registrar
“Relevant Directors”	:	Shall have the meaning ascribed to it in paragraph 9.1 of the Letter to Shareholders in this Circular
“Securities and Futures Act”	:	The Securities and Futures Act 2001 of Singapore
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Share Registrar”	:	B.A.C.S. Private Limited, the share registrar of the Company
“Shareholders”	:	Persons who are registered as holders of Shares as indicated on the Register and Depositors who have Shares entered against their names in the Depository Register
“Shares”	:	Issued and fully paid-up ordinary shares in the capital of the Company
“Share Buy-Back Guidance Note”	:	The Share Buy-back Guidance Note at Appendix 2 to the Code
“SIC”	:	The Securities Industry Council of Singapore
“Sin Huat”	:	Sin Huat Company Limited
“Sin Huat SPA”	:	Shall have the meaning ascribed to it in paragraph 1.1 of the Letter to Shareholders in this Circular
“Subject Properties”	:	means the properties of the Group which are the subject of the Valuation Reports, namely, (a) 348 Jalan Boon Lay, Singapore 619529; (b) 28 Senoko Drive, Singapore 758214; (c) H.S. (M) 4187, PTD 32624, Mukim Bukit Batu, Daerah Kulaijaya, Johor, Malaysia; (d) H.S. (M) 4272, PTD 32702, Mukim Bukit Batu, Daerah Kulaijaya, Johor, Malaysia; (e) Lot 168710, GM 1904, (formerly H.S. (M) 4188, PTD 193211) Mukim of Tebrau, District of Johor Bahru, Johor, Malaysia;

DEFINITIONS

- (f) Jiangsu Province, Suzhou City, Xiangcheng District, Wanting Town, Wendu Road, No. 88, The People's Republic of China;
- (g) Anhui Province, HeFei Eco-Tech Development Zone, Zipeng Road, No. 105, The People's Republic of China;
- (h) Jiangsu Province, Nantong City, Tongzhou District, Xiting Town, Ting Nan Heng Road, The People's Republic of China;
- (i) Tianjin City, Airport Economic Zone, Dongle District, Jingyi Road, No. 257, The People's Republic of China; and
- (j) Jiangsu Province, Nantong City, Tongzhou District, Xiting Town, The People's Republic of China

"UOBKH" : UOB Kay Hian Private Limited

"Valuation Reports" : the valuation reports or certificates (as the case may be) issued by the Valuers in relation to the Subject Properties as set out in **Appendix F** to this Circular

"Valuers" : Knight Frank Pte Ltd, Colliers International Consultancy & Valuation (Singapore) Pte Ltd, Jiangsu Suxin Real Estate Appraisal & Consulting Co., Ltd. and Burgenns Valuation Sdn. Bhd., being the independent valuers who prepared the Valuation Reports

"S\$" and "cents" : Singapore dollars and cents, respectively, being the lawful currency for the time being of Singapore

"%" or "per cent." : Per centum or percentage

Acting in Concert. Unless otherwise defined, the term **"acting in concert"** shall have the meaning ascribed to it in the Code.

Depositor and Depository Register. The terms **"Depositor"** and **"Depository Register"** shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act.

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

Offer Document. References to **"Offer Document"** shall include the FAA and the FAT, unless the context otherwise requires.

DEFINITIONS

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

Related Corporation. The term “**related corporation**” shall have meaning ascribed to it in Section 6 of the Act.

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

Shareholders. References to “**you**”, “**your**” and “**yours**” in this Circular are, as the context so determines, to Shareholders (including persons whose Offer Shares are deposited with CDP or who have purchased Offer Shares on the SGX-ST).

Statutes. 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 Securities and Futures Act, the Code, the Listing Manual or any statutory modification thereof and not otherwise defined in this Circular shall, where applicable, have the same meaning assigned to it under the Act, the Securities and Futures Act, the Code, the Listing Manual or any statutory modification thereof, as the case may be, unless the context otherwise requires.

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

Total number of issued Shares. In this Circular, any reference to the total number of issued Shares is a reference to 545,296,946 Shares in issue as at the Latest Practicable Date, excluding 25,699,800 treasury shares as at the Latest Practicable Date. All percentages calculated with reference to the issued Shares are rounded to the nearest two decimal places.

Time and Date. Any reference to a time of day and date in this Circular is made by reference to Singapore time and date, respectively, unless otherwise stated.

Statements which are reproduced in their entirety from the Offer Document, the IFA Letter, the Valuation Reports, the FY2024 Results and related releases, the Annual Report for FY2024, the 1H2025 Results, and the Constitution are set out in this Circular within quotes and in italics, and capitalised terms used within these reproduced statements bear the meanings ascribed to them in the Offer Document, the IFA Letter, the Valuation Reports, the FY2024 Results and related releases, the Annual Report for FY2024, the 1H2025 Results, and the Constitution respectively.

CAUTIONARY NOTE

Cautionary Note on Forward-Looking Statements

All statements other than statements of historical facts included in this Circular are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “aim”, “seek”, “expect”, “anticipate”, “believe”, “estimate”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “if”, “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Company’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of information available as at the Latest Practicable Date. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results or outcomes may differ materially from those described in such forward-looking statements. Shareholders should not place undue reliance on such forward-looking statements, and neither the Company nor the IFA guarantees any future performance or event or undertakes any obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations and/or the rules of the SGX-ST and/or any other regulatory or supervisory body or agency.

LETTER TO SHAREHOLDERS

PSC CORPORATION LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No.: 197400888M)

Board of Directors:

Goi Seng Hui (*Executive Chairman*)
Yui Vivien (*Non-Executive and Independent Director*)
Tan Lye Heng Paul (*Non-Executive and Independent Director*)
Tan Kian Chew (*Non-Executive and Independent Director*)
Goi Kok Ming (Wei Guoming) (*Non-Executive and Non-Independent Director*)

Registered Office:

348 Jalan Boon Lay
Singapore 619529

14 August 2025

To: The Shareholders of PSC Corporation Ltd.

Dear Sir/Madam

MANDATORY UNCONDITIONAL CASH OFFER BY UOB KAY HIAN PRIVATE LIMITED, FOR AND ON BEHALF OF THE OFFEROR, FOR THE OFFER SHARES

1. INTRODUCTION

1.1 Offer Announcement. On the Offer Announcement Date, UOBKH announced, for and on behalf of the Offeror that:

- (a) the Offeror had entered into a sale and purchase agreement with Sin Huat ("**Sin Huat SPA**") pursuant to which the Offeror had purchased 63,000,000 Shares from Sin Huat, representing approximately 11.55% of the total number of Shares, at a price of S\$0.40 per Share (the "**Acquisition**");
- (b) prior to the Acquisition, the Offeror owned or controlled 173,529,804 Shares, representing approximately 31.82% of the total number of Shares. As a result of the Acquisition, the Offeror has increased his shareholding in the Company to 236,529,804 Shares, representing approximately 43.38% of the total number of Shares;
- (c) pursuant to certain acquisitions of Shares conducted by the Offeror during the period from 4 December 2023 (the "**Initial Purchase Date**") to 14 November 2024, the Offeror's shareholding in the Company increased from 30.22% to 31.82% (the "**Post Share Buy-Back Purchases**"). As a result of the Post Share Buy-Back Purchases, the Offeror had incurred a bid obligation under the Share Buy-Back Guidance Note and the Code, but had not made an offer under Rule 14 of the Code when he conducted the Post Share Buy-Back Purchases;

LETTER TO SHAREHOLDERS

- (d) under Rule 14.1 of the Code, where any person who, together with persons acting in concert with that person, holds not less than 30% but not more than 50% of the voting rights of a company and such person, or any person acting in concert with him, acquires, in any period of six (6) months, additional shares carrying more than 1% of the voting rights of the company, such person is required to make a mandatory general offer for all the shares in the company which the person and/or persons acting in concert with him do not already own or control; and
- (e) as the Offeror holds not less than 30% but not more than 50% of the voting rights in the Company, and the Offeror has acquired additional Shares carrying more than 1% of the voting rights of the Company as a result of the Acquisition, the Offeror has incurred an obligation under Rule 14.1 of the Code to make a mandatory general offer for all the shares in the Company which the Offeror does not already own or control.

1.2 Offer Document. Shareholders should by now have received a copy of the Offer Document issued by UOBKH, for and on behalf of the Offeror, on 31 July 2025. The Offer Document sets out the formal offer by UOBKH, for and on behalf of the Offeror, to acquire all the Offer Shares, subject to the terms and conditions set out therein. **Shareholders are advised to read the terms and conditions of the Offer set out in the Offer Document carefully.**

1.3 Offer Unconditional. On 7 August 2025, UOBKH announced, for and on behalf of the Offeror, that as at 6.00 p.m. (Singapore time) on 7 August 2025, the Offeror had received valid acceptances of the Offer in respect of such number of Offer Shares which, when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with him (whether before or during the Offer and pursuant to the Offer or otherwise), result in the Offeror and parties acting in concert with him holding such number of Shares carrying more than 50% of the voting rights attributable to the total number of Shares (the “**Offer Unconditional Announcement**”).

Accordingly, the Minimum Acceptance Condition of the Offer has been satisfied, and the Offer is unconditional in all respects on the date of the Offer Unconditional Announcement.

Copies of the Offer Announcement, the Offer Document and the Offer Unconditional Announcement are available on the website of the SGX-ST at www.sgx.com.

1.4 Independent Financial Adviser. The Company has appointed W Capital as the independent financial adviser to advise the Independent Directors in respect of the Offer.

1.5 Purpose of this Circular. The purpose of this Circular is to provide Shareholders with relevant information pertaining to the Offer and to set out the recommendation of the Independent Directors and the advice and recommendation of the IFA to the Independent Directors with regard to the Offer.

Shareholders should read the Offer Document, this Circular and the IFA Letter set out in Appendix A to this Circular carefully and consider the recommendation of the Independent Directors and the advice and recommendation of the IFA to the Independent Directors before deciding whether or not to accept the Offer.

If you are in any doubt about the Offer, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

LETTER TO SHAREHOLDERS

2. THE OFFER

2.1 Offer Price. As stated in the Offer Document, the Offer Price for each Offer Share is as follows:

For each Offer Share: S\$0.40 in cash.

In compliance with Rule 14.3 of the Code, the Offer Price is not less than the highest price at which the Offeror and parties acting in concert with him had acquired Shares in the period commencing six (6) months immediately preceding or on the Offer Announcement Date, which includes the price paid by the Offeror for the Shares acquired pursuant to the Acquisition.

2.2 Offer Shares. As stated in the Offer Document, the Offer will be extended to all the Shares other than Shares held in treasury and those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with him (the “**Offer Shares**” and each, an “**Offer Share**”).

2.3 No Encumbrances. As stated in the Offer Document, the Offer Shares will be acquired:

- (i) fully paid;
- (ii) free from all charges, claims, hypothecations, liens, caveats, debentures, pledges, mortgages, power of sale, retention of title or security interest of any kind over and in respect of the Offer Shares and any right of pre-emption, first offer, first refusal, tag-along or drag-along of any kind to which the Offer Shares are subject or any right or option for the sale or purchase of such Offer Shares, and any other third party rights and inserts of any nature whatsoever or an agreement, arrangement or obligation to create any of the foregoing (“**Encumbrances**”); and
- (iii) together with all rights, benefits and entitlements attaching thereto as at the Offer Announcement Date, and thereafter attaching thereto, including but not limited to the right to receive and retain all dividends, rights or other distributions declared, made or paid by the Company (collectively, the “**Distributions**”) (if any), the Record Date for which falls on or after the Offer Announcement Date.

For the avoidance of doubt, **the Offer Price will not be reduced or otherwise adjusted for the final dividend (tax-exempt one tier) of S\$0.013 per Share for the financial year ended 31 December 2024 duly approved by the Shareholders at the Annual General Meeting of the Company held on 25 April 2025 which should have been paid to Shareholders on 18 June 2025 (“FY2024 Final Dividend”).**

Shareholders will be entitled to retain the FY2024 Final Dividend, and the Offeror will not make any deductions from the Offer Price for the FY2024 Final Dividend.

LETTER TO SHAREHOLDERS

2.4 Adjustment for Distributions. As stated in the Offer Document, without prejudice to the foregoing, the Offer Price has been determined on the basis that the Offer Shares will be acquired with the right to receive any Distributions, the Record Date for which falls on or after the Offer Announcement Date. In the event of any such Distribution, the Offer Price payable to a Shareholder who validly accepts or has validly accepted the Offer shall be reduced by an amount which is equal to the amount of such Distribution, depending on when the settlement date in respect of the Offer Shares tendered in acceptance of the Offer (the “**Offer Settlement Date**”) falls:

- (i) if the Offer Settlement Date falls on or before the Record Date, the Offeror will pay the relevant accepting Shareholders the unadjusted Offer Price for each Offer Share, as the Offeror will receive the Distribution in respect of such Offer Shares from the Company; and
- (ii) if the Offer Settlement Date falls after the Record Date, the Offer Price payable for such Offer Shares tendered in acceptance shall be reduced by an amount which is equal to the Distribution in respect of such Offer Shares, as the Offeror will not receive such Distribution from the Company.

2.5 Minimum Acceptance Condition. Pursuant to Rule 14.2 of the Code, if the Offeror Concert Party Group does not hold more than 50% of the Shares when the Offer is made, the Offer is required to be made conditional upon the Offeror receiving such number of acceptances which would result in the Offeror Concert Party Group holding in aggregate more than 50% of the voting rights attributable to the total Shares (excluding treasury shares of the Company).

Accordingly, the Offer was conditional upon the Offeror having received, by the close of the Offer, valid acceptances in respect of such number of Offer Shares which, when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror Concert Party Group (either before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror Concert Party Group holding such number of Shares carrying more than 50% of the total voting rights attributable to the total Shares (excluding treasury shares of the Company) as at the close of the Offer (the “**Minimum Acceptance Condition**”). Save for the Minimum Acceptance Condition, the Offer was unconditional in all other respects.

On 7 August 2025, UOBKH announced, for and on behalf of the Offeror, that as at 6.00 p.m. (Singapore time) on 7 August 2025, the Offeror had received valid acceptances of the Offer in respect of such number of Offer Shares which, when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with him (whether before or during the Offer and pursuant to the Offer or otherwise), result in the Offeror and parties acting in concert with him holding such number of Shares carrying more than 50% of the voting rights attributable to the total number of Shares.

Accordingly, the Minimum Acceptance Condition of the Offer has been satisfied, and the Offer is unconditional in all respects on the date of the Offer Unconditional Announcement.

2.6 Revision of Terms of the Offer. The Offeror reserves the right to revise the terms of the Offer in accordance with the Code.

2.7 Duration of the Offer. As stated in the Offer Document, except insofar as the Offer may be withdrawn with the consent of the SIC and every person released from any obligation

LETTER TO SHAREHOLDERS

incurred thereunder, the Offer will remain open for acceptances by Shareholders for a period of 28 days from the date of posting of the Offer Document.

As stated in the Offer Unconditional Announcement, in accordance with Rule 22.6 of the Code, as the Offer has become unconditional as to acceptances, the Offer will remain open for acceptance for not less than 14 days after the date on which it would otherwise have closed.

Accordingly, the Offer will close at 5:30 p.m. on 11 September 2025 or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

2.8 Warranty. As stated in the Offer Document, a Shareholder who tenders his/her/its Offer Shares in acceptance of the Offer will be deemed to unconditionally and irrevocably represent, warrant and undertake to the Offeror that he/she/it sells such Offer Shares as or on behalf of the beneficial owner(s) thereof, (a) fully paid, (b) free from all Encumbrances, and (c) together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date and thereafter attaching thereto, including but not limited to the right to receive and retain all Distributions (if any), the Record Date for which falls on or after the Offer Announcement Date.

2.9 Further Details of the Offer. Further details of the Offer are set out on pages 14 to 16 and Appendices 1 and 2 to the Offer Document including details on (a) the duration of the Offer; (b) the settlement of the consideration for the Offer, (c) the requirements relating to the announcement(s) of the level of acceptances of the Offer, (d) the right of withdrawal of acceptances of the Offer; and (e) the procedures for acceptance of the Offer.

3. INFORMATION ON THE OFFEROR

3.1 Information on the Offeror. The Offer Document sets out information on the Offeror, which has been extracted therefrom and is reproduced in italics below. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document. Shareholders are advised to read the extract below carefully.

“5. INFORMATION ON THE OFFEROR

5.1 The Offeror.

- (a) The Offeror is the Executive Chairman of the Company.*
- (b) The Offeror is also the Executive Chairman of Tee Yih Jia Food Manufacturing Pte. Ltd., SGX-ST Main Board-listed GSH Corporation Limited and Tat Seng Packaging Group Ltd. He is also the Vice Chairman of SGX-ST Main Board-listed JB Foods Ltd and a Non-Executive and Non-Independent Director of SGX-ST Catalist-listed Tung Lok Group Restaurants (2000) Ltd.*
- (c) As at the Latest Practicable Date, the Offeror and the parties acting in concert with him have an interest in 236,679,804 Shares, representing approximately 43.40% of the total number of Shares.”*

3.2 Further Information on the Offeror. Further information on the Offeror is set out in **Appendix C** to this Circular.

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4. POST SHARE BUY-BACK PURCHASES PRIOR TO THE OFFER

The Offer Document sets out information on the Post Share Buy-Back Purchases and the entitlements of persons who held Shares as at the close of trading on the Initial Purchase Date, which has been extracted therefrom and is reproduced in italics below. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document. Shareholders are advised to read the extract below carefully.

“7. POST SHARE BUY-BACK PURCHASES PRIOR TO THE OFFER

7.1 Post Share Buy-Back Purchases.

- (a) *In connection with the Company undertaking buy-backs of its Shares (the “Share Buy-Backs”) between 2 May 2023 to 16 October 2023 pursuant to a share buy-back mandate (the “Mandate”) approved by Shareholders at an Extraordinary General Meeting of the Company held on 28 April 2023, the Offeror’s shareholding in the Company had increased from 29.97%³ prior to the Share Buy-Backs to 30.22%.⁴ Under paragraph 1 of the Share Buy-Back Guidance Note, when a company buys back its shares, any resulting increase in the percentage of voting rights held by a shareholder and persons acting in concert with him will be treated as an acquisition for the purpose of Rule 14 of the Code. Rule 14.1 of the Code provides that when any person acquires shares which (taken together with shares held or acquired by persons acting in concert with him) carry 30% or more of the voting rights of a company, such person and persons acting in concert with him must extend offers immediately, on the basis set out in Rule 14, to the holders of any class of share capital of the company which carries votes and in which such person, or persons acting in concert with him, hold shares.*
- (b) *However, for a market acquisition under Section 76E of the Companies Act or an off-market acquisition on an equal access scheme under Section 76C of the Companies Act by a listed company, directors and persons acting in concert with them will be exempted from the requirement to make an offer under Rule 14 of the Code if the conditions set out in paragraph 3(a) of the Share Buy-Back Guidance Note are met.*

Such conditions include, directors and/or persons acting in concert with them not to have acquired and not to acquire any shares between the date on which they know that the announcement of the share buy-back proposal is imminent and the earlier of:

- (i) the date on which the authority of the share buy-back expires; and*
- (ii) the date on which the company announces it has bought back such number of shares as authorised by shareholders at the latest general meeting or it has decided to cease buying back its shares, as the case may be,*

if such acquisitions, taken together with the buy-back would cause their aggregate voting rights to increase to 30% or more.

³ Based on the Offeror holding 164,802,904 Shares and the total number of issued Shares (excluding treasury shares) prior to the commencement of the Share Buy-Backs being 549,981,046 Shares.

⁴ Based on the Offeror holding 164,802,904 Shares and the total number of issued Shares (excluding treasury shares) after the Share Buy-Backs being 545,296,946 Shares.

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- (c) On 4 December 2023 (the “**Initial Purchase Date**”), the Offeror, being a Director of the Company, had acquired additional Shares in the Company notwithstanding that (i) the authority of the Mandate had not expired; and (ii) the Company had not announced that it has bought back such number of Shares as authorised by Shareholders pursuant to the Mandate or the Company has decided to cease buying back its Shares.⁵
- (d) In connection with the Post Share Buy-Back Purchases, the Offeror had also acquired additional Shares in the Company from 5 December 2023 to 14 November 2024, with the highest purchase price paid for such Shares being S\$0.36 per Share (the “**Highest Purchase Price**”). As a result of the Post Share Buy-Back Purchases, the Offeror’s shareholding in the Company increased from 30.22% to 31.82%.

Pursuant to the Share Buy-Back Guidance Note, as the Post Share Buy-Back Purchases, taken together with the Share Buy-Backs, have caused the Offeror’s aggregate voting rights to increase to more than 30%, the exception to the making of an offer under Rule 14 of the Code arising from the increase in the Offeror’s shareholding following the Share Buy-Backs would not apply.

- (e) The Offeror had therefore incurred a bid obligation on the Initial Purchase Date under the Share Buy-Back Guidance Note and the Code at S\$0.36 (being the Highest Purchase Price), but had not made an offer under Rule 14 of the Code when he conducted the Post Share Buy-Back Purchases.

7.2 Restoration of Positions of Entitled Shareholders.

As the Offeror did not make an offer under Rule 14 of the Code when he made the Post Share Buy-Back Purchases, persons who held Shares as at the close of trading on the Initial Purchase Date (i.e. 4 December 2023) (“**Entitled Shareholders**”) were not given the opportunity to accept an offer, and sell their Shares pursuant to such offer.

Accordingly, the Offeror is now making the Offer to all Shareholders, including Entitled Shareholders still holding Offer Shares. In addition, following consultations with the SIC, the Offeror has agreed to take remedial actions set out in Paragraphs 7.3 and 7.4 below to put Entitled Shareholders in the same position as if the Offer had been made to them. Notwithstanding that the bid obligation is incurred at the Highest Purchase Price of S\$0.36, the Offeror has agreed to use the higher Offer Price of S\$0.40 for these remedial actions.

7.3 Divested Shares Payment to Entitled Shareholders.

- (a) In respect of Entitled Shareholders that have sold their Entitled Shares (as defined below), the Offeror has agreed to pay to Entitled Shareholders the differential amount (such amount, the “**Divested Shares Payment**”) for any Entitled Shares sold in the market by Entitled Shareholders at less than the Offer Price from the period of 5 December 2023 (being the day after the Initial Purchase Date) to the Offer Announcement Date (both dates inclusive) (the “**Entitled Period**”).

⁵ For the avoidance of doubt, the Offeror did not acquire any Shares in the period commencing six (6) months immediately preceding 4 December 2023.

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- (b) *In this Offer Document, “**Entitled Shares**” refers to Shares held by Entitled Shareholders as at the close of trading on the Initial Purchase Date (i.e. 4 December 2023).*

For avoidance of doubt, Shares acquired by any person (including Entitled Shareholders) after the Initial Purchase Date will not be entitled to the Divested Shares Payment.

- (c) *The Divested Shares Payment to each Entitled Shareholder for his/her/its Entitled Shares sold during the Entitled Period (such Entitled Shares, the “**Divested Shares**”) will be calculated in accordance with the following formula:*

$$\begin{array}{lcl} \text{Divested Shares} & & (\text{Offer Price} - \\ \text{Payment amount} & = & \text{sale price per} \quad \times \quad \text{Total number of} \\ & & \text{Divested Share)} \quad \text{Divested Shares} \end{array}$$

- (d) *The terms (including the mechanics) of the Divested Shares Payment will be proposed and are subject to the approval of the SIC, and further details on the Divested Shares Payment will be notified to Entitled Shareholders in due course.*

7.4 Offer Shares tendered by Entitled Shareholders.

- (a) ***For the avoidance of doubt, the Offer shall be open to all Shareholders, including in respect of Offer Shares held by any Entitled Shareholder.***
- (b) *In the event the Minimum Acceptance Condition is not met by the Closing Date, the Offer will not become or be capable of being declared unconditional in all respects and will accordingly lapse. In such event, the SIC has confirmed and has required that notwithstanding any lapse of the Offer, any acceptances of Offer Shares (up to the number of Entitled Shares and less the number of Divested Shares (if any)) tendered by Entitled Shareholders shall remain valid, and the Offer Shares (up to the number of Entitled Shares and less the number of Divested Shares (if any)) represented by acceptances from Entitled Shareholders shall be acquired by the Offeror on the terms of the Offer as soon as practicable after the Closing Date.*

For the avoidance of doubt, any Offer Shares tendered by Entitled Shareholders in excess of the number of their Entitled Shares (and less the number of Divested Shares (if any)) will not be acquired by the Offeror.

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7.5 Illustrations.

The following examples illustrate the various alternatives and positions of a Shareholder (including an Entitled Shareholder) who chooses to **ACCEPT** the Offer.

FOR ILLUSTRATIVE PURPOSES ONLY:

For the purposes of these illustrations, assume that each of Shareholders A, B, C and D each hold 10,000 Offer Shares:

Each Shareholder holds 10,000 Offer Shares	Shareholder A	Entitled Shares: As at the close of trading on the Initial Purchase Date, Shareholder A had <u>5,000 Shares</u> (being Shareholder A's Entitled Shares). Divested Shares: During the Entitled Period, Shareholder A had sold <u>2,000 Shares</u> (being Shareholder A's Divested Shares). Shareholder A subsequently purchased 7,000 Shares and so holds 10,000 Offer Shares prior to his acceptance of the Offer.
	Shareholder B	Entitled Shares: As at the close of trading on the Initial Purchase Date, Shareholder B had <u>7,000 Shares</u> (being Shareholder B's Entitled Shares). Divested Shares: During the Entitled Period, Shareholder B had sold <u>7,000 Shares</u> (being Shareholder B's Divested Shares). Shareholder B subsequently purchased 10,000 Shares and so holds 10,000 Offer Shares prior to his acceptance of the Offer.
	Shareholder C	Entitled Shares: As at the close of trading on the Initial Purchase Date, Shareholder C held <u>10,000 Shares</u> (being Shareholder C's Entitled Shares). Divested Shares: During the Entitled Period, Shareholder C <u>did not sell any Shares</u>.
	Shareholder D	Entitled Shares: As at the close of trading on the Initial Purchase Date, Shareholder D <u>did not hold any Shares</u>. During the Entitled Period, Shareholder D purchased 11,000 Shares, and subsequently sold 1,000 Shares.

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OUTCOME (A): THE OFFER BECOMES OR IS DECLARED UNCONDITIONAL IN ALL RESPECTS BY THE CLOSING DATE

The Offeror will acquire ALL Offer Shares validly tendered in acceptance of the Offer in accordance with the procedures set out in this Offer Document and the relevant Acceptance Forms.

OUTCOME (B): THE OFFER FAILS TO BECOME OR IS NOT DECLARED UNCONDITIONAL IN ALL RESPECTS BY THE CLOSING DATE

In the scenario where each of Shareholder A, B, C and D tender ALL of their Offer Shares in acceptance of the Offer:

Each Shareholder tenders 10,000 Offer Shares in acceptance of the Offer	Shareholder A	<u>3,000 Offer Shares (being the 5,000 Entitled Shares less the 2,000 Divested Shares) will be acquired by the Offeror as soon as practicable after the Closing Date.</u>
	Shareholder B	<u>No Offer Shares will be acquired by the Offeror after the Closing Date, as the 7,000 Entitled Shares held by Shareholder B are equivalent to the 7,000 Divested Shares.</u>
	Shareholder C	<u>All 10,000 Offer Shares will be acquired by the Offeror as soon as practicable after the Closing Date, as Shareholder C held 10,000 Entitled Shares and did not sell any Shares during the Entitled Period.</u>
	Shareholder D	<u>No Offer Shares will be acquired by the Offeror after the Closing Date.</u> As Shareholder D did not hold any Shares as at the close of trading on the Initial Purchase Date, Shareholder D is not an Entitled Shareholder. Accordingly, the Offeror is not required to acquire any Offer Shares tendered by Shareholder D in acceptance of the Offer if the Offer fails to become or is not declared unconditional in all respects by the Closing Date.

The illustrations set out above are provided strictly for illustrative purposes only and are not intended to be binding. Subject to consultation with the SIC, the Offeror reserves the right to revise the terms of any acquisition of Offer Shares from Entitled Shareholders in the event the Offer fails to become or is not declared unconditional by the Closing Date. Accordingly, the Offeror will announce further details on the acquisition of the relevant Offer Shares (being an Entitled Shareholder's Entitled Shares less his/her/its Divested Shares (if any)) tendered in acceptance of the Offer by Entitled Shareholders, including the procedures for acquisition of the relevant Offer Shares and settlement of the consideration payable to the relevant Entitled Shareholders in connection therewith.

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SHAREHOLDERS (INCLUDING ENTITLED SHAREHOLDERS) WHO ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE SHOULD SEEK INDEPENDENT PROFESSIONAL ADVICE.”

5. RATIONALE FOR THE OFFER AND OFFEROR’S INTENTIONS FOR THE COMPANY

The full text of the rationale for the Offer and the Offeror’s intentions relating to the Company has been extracted from the Offer Document and is reproduced in italics below. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document. Shareholders are advised to read the extract below carefully.

“8. RATIONALE FOR THE OFFER

8.1 Acquisition.

- (a) *As set out in Paragraph 1.2 (Acquisition) of this Letter to Shareholders, the Offeror is also making the Offer as the Offeror had on 10 July 2025 entered into a sale and purchase agreement with the Seller, pursuant to which the Offeror had purchased the Sale Shares from the Seller, which represents approximately 11.55% of the total number of Shares. The aggregate cash consideration paid to the Seller for the Sale Shares is S\$25,200,000, being S\$0.40 per Sale Share. Completion of the Acquisition took place on 11 July 2025 by way of a married deal.*
- (b) *Prior to the Acquisition, the Offeror owned or controlled 173,529,804 Shares, representing approximately 31.82% of the total number of Shares. As a result of the Acquisition, the Offeror’s shareholding in the Company has increased to 236,529,804 Shares, representing approximately 43.38% of the total number of Shares.*
- (c) *Under Rule 14.1 of the Code, where any person who, together with persons acting in concert with that person, holds not less than 30% but not more than 50% of the voting rights of a company and such person, or any person acting in concert with him, acquires, in any period of six (6) months, additional shares carrying more than 1% of the voting rights of the company, such person is required to make a mandatory general offer for all the shares in the company which the person and/or persons acting in concert with him do not already own or control.*
- (d) *As the Offeror holds not less than 30% but not more than 50% of the voting rights in the Company, and the Offeror has acquired additional Shares carrying more than 1% of the voting rights of the Company as a result of the Acquisition, the Offeror has incurred an obligation under Rule 14.1 of the Code to make a mandatory general offer for all the shares in the Company which the Offeror does not already own or control.*

8.2 Opportunity for Shareholders to Realise Their Investments Without Incurring Brokerage Costs.

The Offer presents Shareholders with a clean cash exit opportunity to realise their entire investment in the Shares without incurring brokerage fees and other trading costs.

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Please refer to Paragraph 9 (Financial Aspects of the Offer) of this Letter to Shareholders for further details on the financial aspects of the Offer.

8.3 Opportunity for Shareholders Who May Find It Difficult to Exit Their Investments Due to Low Trading Liquidity.

The trading volume of the Shares has been generally low, with an average daily trading volume of approximately 183,790 Shares, 119,385 Shares, 108,720 Shares and 76,287 Shares during the respective one (1)-month, three (3)-month, six (6)-month periods and 12-month periods, respectively, up to and including the Last Trading Day. Each of these represents approximately 0.03%, 0.02%, 0.02% and 0.01% of the total number of Shares for the aforementioned relevant periods, respectively.

The Offer therefore provides Shareholders who find it difficult to exit their investment as a result of the low trading volume in the Shares with an opportunity to liquidate and realise their investment in the Shares, an option which may not otherwise be readily available due to the low trading liquidity of the Shares.

8.4 Challenging Business Environment in an Uncertain Economic Climate.

The Company's business faces a challenging environment both in Singapore and its other key markets, driven by a myriad of risk factors including:

(a) Tariff Uncertainties

The U.S.-China trade war will likely lead to slower growth and weaker business sentiment in the Company. Additionally, prolonged uncertainty over trade policies and economic conditions may dampen consumer confidence, leading to more cautious spending.

(b) Geopolitical Tensions and Market Uncertainty

Adverse weather conditions and ongoing geopolitical tensions has impacted commodity prices and are affecting production costs for the Group. Further, the geopolitical tensions has also increased market volatility and diminished investor confidence. The uncertainty stemming from evolving regulatory frameworks, sanctions, and retaliatory economic measures has the potential to disrupt business operations and adversely affect financial performance, prompting companies to reassess their strategic priorities.

For example, escalating tensions between major economies have resulted in trade restrictions and heightened regulatory scrutiny, thereby impacting cross-border investments and undermining the reliability of global supply chains. This may contribute to the volatility of foreign exchange rates and further impact the Group's operating costs. Furthermore, escalating tensions in the South China Sea and the continued uncertainty surrounding U.S.-China relations may adversely affect regional stability and dampen investor sentiment in key markets.

In view of the above, the Offeror believes that the Offer presents an opportunity for Shareholders who do not want to be subject to such market risks and uncertainties to exit their investment and redeploy their capital.

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11. THE OFFEROR'S INTENTIONS RELATING TO THE COMPANY

It is the current intention of the Offeror to increase his shareholding in the Company and that the Company continues with its existing activities. The Offeror has no current intention to make material changes to the existing businesses of the Group, re-deploy the Group's fixed assets, or discontinue the employment of the existing employees of the Group, in each case, other than in the ordinary course of business.

The Offeror however retains the discretion and flexibility to conduct a review of his options relating to the operations of the Company and to consider any options or opportunities which may present themselves and which the Offeror regards to be in the interests of the Company and its Shareholders."

6. LISTING STATUS AND COMPULSORY ACQUISITION

The Offer Document sets out the intentions of the Offeror relating to the listing status of the Company and its rights of compulsory acquisition in respect of the Company. The relevant paragraphs have been extracted from the Offer Document and are reproduced in italics below. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document. Shareholders are advised to read the extract below carefully.

"12. LISTING STATUS AND COMPULSORY ACQUISITION

12.1 Listing Status.

- (a) *Pursuant to Rule 1105 of the Listing Manual, upon an announcement by the Offeror that valid acceptances have been received pursuant to the Offer that brings the holdings owned by the Offeror and parties acting in concert with him to above 90% of the total number of Shares (excluding treasury shares of the Company), the SGX-ST may suspend the trading of the Shares on the SGX-ST until such time it is satisfied that at least 10% of the total number of Shares (excluding treasury shares of the Company) are held by at least 500 Shareholders who are members of the public. Rule 1303(1) of the Listing Manual provides that if the Offeror succeeds in garnering acceptances exceeding 90% of the total number of Shares (excluding treasury shares of the Company), thus causing the percentage of the total number of Shares (excluding treasury shares of the Company) held in public hands to fall below 10%, the SGX-ST will suspend trading of the Shares only at the close of the Offer.*
- (b) *Rule 723 of the Listing Manual requires the Company to ensure that at least 10% of the total number of Shares (excluding treasury shares of the Company) is at all times held by the public (the "**Free Float Requirement**"). In addition, under Rule 724(1) of the Listing Manual, if the Free Float Requirement is not met, the Company must, as soon as practicable, announce that fact and the SGX-ST may suspend the trading of all the Shares on the SGX-ST. Rule 724(2) of the Listing Manual states that the SGX-ST may allow the Company a period of three (3) months, or such longer period as the SGX-ST may agree, to raise the percentage of Shares in public hands to at least 10%, failing which the Company may be delisted from the SGX-ST.*

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- (c) *The Offeror does not have any present intention to actively pursue the delisting of the Company from the Main Board of the SGX-ST.*

In the event that the Free Float Requirement is not satisfied at the close of the Offer, and the trading of the Shares on the SGX-ST is suspended pursuant to Rule 724, Rule 1105 or Rule 1303(1) of the Listing Manual, the Offeror reserves the right and discretion to assess the options available to himself at such time.

12.2 Compulsory Acquisition.

- (a) *Pursuant to Section 215(1) of the Companies Act, if the Offeror receives valid acceptances pursuant to the Offer or otherwise acquires Shares during the period when the Offer is open for acceptance in respect of not less than 90% of the total number of Shares (other than those already held, or treated as held, by the Offeror as at the date of the Offer and excluding treasury shares of the Company), the Offeror would be entitled to exercise the right to compulsorily acquire all the Shares held by Shareholders who have not accepted the Offer at a price equal to the Offer Price.*

In addition, pursuant to Section 215(3) of the Companies Act, if the Offeror acquires such number of Shares which, together with the Shares held or treated as held by him, comprise 90% or more of the total number of Shares as at the close of the Offer, Shareholders who have not accepted the Offer have a right to require the Offeror to acquire their Shares at the Offer Price. Shareholders who wish to exercise such rights are advised to seek their own independent legal advice.

- (b) ***In such event, the Offeror intends to exercise his right to compulsorily acquire all the Offer Shares not acquired under the Offer. The Offeror will then proceed to delist the Company from the SGX-ST. The Offeror reserves the right and discretion, if such event arises, to assess the options available and there is no assurance that the current intention will be carried into effect.***

7. DIRECTORS' INTERESTS

Details of the Directors including, *inter alia*, the Directors' direct and deemed interests in the Company Securities as at the Latest Practicable Date are set out in **Appendix B** to this Circular.

8. ADVICE OF THE IFA

- 8.1 IFA.** W Capital has been appointed as the independent financial adviser to advise the Independent Directors in respect of the Offer. The IFA Letter, setting out its opinion and advice in full, is set out in **Appendix A** to this Circular. Shareholders are advised to read the IFA Letter carefully.

- 8.2 The IFA's Advice to the Independent Directors.** After having regard to the considerations set out in the IFA Letter, and based on the information available to the IFA as at the Latest Practicable Date and subject to the qualifications and assumptions as set out in the IFA Letter, the IFA has given its advice (an extract of which is set out below in italics). Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the IFA Letter.

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Shareholders should read the following extract in conjunction with, and in the context of, the full text of the IFA Letter which is set out in **Appendix A** to this Circular.

“8. OUR OPINION AND RECOMMENDATION IN RESPECT OF THE OFFER

In arriving at our opinion in respect of the Offer, we have taken into account a range of factors which we consider, based on available information as at the Latest Practicable Date, to be pertinent and have significant bearing on our assessment of the Offer. Accordingly, it is important that this IFA Letter, in particular, all the considerations and information we have taken into account, be read in its entirety.

In determining the fairness of the financial terms of the Offer, we have considered, inter alia, the following pertinent factors pertaining to the value of the Shares:

- (a) while the Offer Price represents a P/NAV ratio of approximately 0.649 times or a discount of approximately 35.1% to the NAV per Share, the Shares had consistently traded at a discount to its NAV per Share with an average P/NAV of 0.580 times for the 3-year period prior to and including the Last Trading Day. The P/NAV (as implied by the Offer Price) of 0.649 times is above the average P/NAV of the Shares of 0.563 times, 0.560 times, 0.562 times, 0.570 times and 0.579 times for the 2-year, 12-month, 6-month, 3-month and 1-month periods respectively, prior to and including the Last Trading Day;*
- (b) the P/NAV (as implied by the Offer Price) of 0.649 times represents a marginal premium to the average P/NAV of the Shares of 0.643 times for the period after the Offer Announcement Date to the Latest Practicable Date;*
- (c) in respect of the Comparable Companies, the P/NAV of the Group (as implied by the Offer Price) of 0.649 times is within the range of P/NAV of the Comparable Consumer FMCG Companies and the Comparable Packaging Business Companies, below the mean and median P/NAV ratios of the Comparable Consumer FMCG Companies but above the mean and median P/NAV of the Comparable Packaging Business Companies;*
- (d) in terms of the earning-based valuation multiples in respect of the Comparable Companies, the EV/TTM EBITDA of the Group (as implied by the Offer Price) of 4.4 times is below the range of EV/TTM EBITDA ratios of the Comparable Consumer FMCG Companies, but within the range of EV/TTM EBITDA ratios of the Comparable Packaging Business Companies and above the mean and median of the EV/TTM EBITDA ratios of the Comparable Packaging Business Companies, while the TTM P/E of the Group (as implied by the Offer Price) of 10.5 times is within the range of the TTM P/E ratios of both the Comparable Consumer FMCG Companies and Comparable Packaging Business Companies, above the mean and median TTM P/E ratios of the Comparable Consumer FMCG Companies but below the mean and median TTM P/E ratios of the Comparable Packaging Business Companies;*
- (e) in respect of the Precedent Non-Privatisation Offers, the P/NAV as implied by the Offer Price of approximately 0.65 times is below the range of the Offer Price/NAV (or Offer Price/RNAV) of the Precedent Non-Privatisation Offers that were opined by the respective IFA to be fair and reasonable;*

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- (f) *in respect of the Precedent Non-Privatisation Offers, the P/RNAV as implied by the Offer Price of approximately 0.56 times is below the range of the Offer Price/NAV (or Offer Price/RNAV) of the Precedent Non-Privatisation Offers that were opined by the respective IFA to be fair and reasonable;*
- (g) *the Offer Price of S\$0.40 is **below** our estimated range of values of the Shares of **S\$0.438 to S\$0.474** per Share.*

*After having carefully considered the pertinent factors above, we are of the opinion that the Offer is **NOT FAIR**.*

In determining the reasonableness of the Offer Price, apart from the above assessment that the Offer is NOT FAIR, we have also considered, inter alia, the following factors:

- (h) *the trading of the Shares is extremely illiquid. During the Period Under Review, the Shares were traded on 687 market days out of a total of 752 market days. During this period, the average daily trading volume of the Shares was approximately 69,083 Shares, representing approximately only 0.04% of the free float of the Company. Accordingly, the Offer represents an exit opportunity for Shareholders, given the **extremely low trading liquidity**, to dispose of their Shares for cash without incurring any transaction costs as opposed to the sale of the Shares in the open market which will incur expenses such as brokerage commission and/or other trading costs;*
- (i) *the Offeror has incurred the obligation to make the Offer, following his purchase of the Sale Shares (which represents approximately 11.55% of the total number of Shares) from the Seller by way of a married trade at S\$0.40 per Sale Share, which took place on 11 July 2025;*
- (j) *the Offer Price of S\$0.40 is at a premium of approximately 16.3%, 17.3%, 14.9%, 13.3%, 10.8% and 7.8% to the VWAP of the Shares for the 3-year, 2-year, 12-month, 6-month, 3-month and 1-month periods prior to and including the Last Trading Day respectively. During the Period Under Review, there were only 2 days on which the closing price of the Shares was above the Offer Price;*
- (k) *the Offer Price of S\$0.40 is at a slight premium of approximately 0.3% above the VWAP of the Shares of S\$0.399 for the period after the Offer Announcement to the Latest Practicable Date, and is the same as the closing price of the Shares of S\$0.40 as at the Latest Practicable Date;*
- (l) *in respect of the Precedent Non-Privatisation Offers, the parity of the Offer Price with the last transacted price of the Shares on the Last Trading Day, and the premia implied by the Offer Price of 7.8%, 10.8% and 13.3% over the last transacted price on the Last Trading Day and over the 1-month, 3-month and 6-month VWAP of the Shares prior to and including the Last Trading Day respectively is within the range of the corresponding premium of the Precedent Non-Privatisation Offers that were opined by the respective IFA to be fair and reasonable;*

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- (m) *as at the Latest Practicable Date, apart from the Offer being made by the Offeror, no alternative offer or proposal has been received by the Company. We also note that there is no publicly available evidence of any alternative offer for the Shares from any third party;*
- (n) *as at the Latest Practicable Date, the Offer is unconditional in all respects; and*
- (o) *the Offeror does not have any present intention to actively pursue the delisting of the Company from the Main Board of the SGX-ST. However, in the event that the Offeror is entitled to exercise any rights of compulsory acquisition that may arise under Section 215(1) of the Companies Act, the Offeror intends to exercise his right to compulsorily acquire all the Offer Shares not acquired under the Offer. The Offeror will then proceed to delist the Company from the SGX-ST. The Offeror reserves the right and discretion, if such event arises, to assess the options available and there is no assurance that the current intention will be carried into effect.*

*After having carefully considered the factors above, we are of the opinion that the Offer is **REASONABLE**.*

Having regard to the foregoing considerations set out in this IFA Letter and information available to us as at the Latest Practicable Date, we are of the opinion that, on balance, the financial terms of the Offer are NOT FAIR BUT REASONABLE. Accordingly, we advise the Independent Directors to recommend Shareholders to ACCEPT the Offer.

Shareholders who wish to realise their investment in the Company can choose to sell their Shares in the open market if they can obtain a price higher than the Offer Price, after taking into account all transaction costs in connection with open market transactions."

9. RECOMMENDATION OF THE INDEPENDENT DIRECTORS

9.1 Independent Directors. Ms. Yui Vivien, Mr. Tan Lye Heng Paul and Mr. Tan Kian Chew are considered to be independent for the purposes of the Offer and are required to make a recommendation in respect of the Offer.

Dr. Goi Seng Hui is the Executive Chairman of the Company and Mr. Goi Kok Ming (Wei Guoming) is a Non-Executive Non-Independent Director of the Company. Dr. Goi is the Offeror and Mr. Goi is the son of Dr. Goi. Accordingly, both Dr. Goi and Mr. Goi may face conflicts of interest in making recommendations on the Offer in their capacity as Directors of the Company.

The SIC has ruled that Dr. Goi and Mr. Goi will be exempted from making a recommendation to Shareholders in respect of the Offer. Nevertheless, Dr. Goi and Mr. Goi will remain responsible for the accuracy of the facts stated or opinions expressed in documents and advertisements issued by, or on behalf of, the Company in connection with the Offer.

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- 9.2 Recommendation of the Independent Directors.** The Independent Directors, having considered carefully the terms of the Offer and the advice and recommendation of the IFA in the IFA Letter, concur with the advice and recommendation of the IFA in respect of the Offer. Accordingly, the Independent Directors recommend that Shareholders **ACCEPT** the Offer.

SHAREHOLDERS ARE ADVISED TO READ THE IFA LETTER SET OUT IN APPENDIX A TO THIS CIRCULAR CAREFULLY.

- 9.3 No Regard to Specific Objectives.** In rendering the above advice and making the above recommendation, the IFA and the Independent Directors have not had regard to the specific objectives, financial situation, tax status, risk profiles or unique needs and constraints of any individual Shareholder. As different Shareholders would have different investment objectives and profiles, the Independent Directors recommend that any individual Shareholder who may require advice in the context of his specific investment portfolio should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

10. ELECTRONIC DISSEMINATION OF THIS CIRCULAR

Pursuant to the public statement issued by the SIC dated 29 June 2021¹ on the dissemination of take-over documents under the Code, no printed copies of this Circular will be despatched to Shareholders.

Instead, this Circular has been electronically disseminated to Shareholders through publication on the respective websites of the SGX-ST and the Company. The Notice containing instructions on how Shareholders can locate this Circular electronically has been despatched to Shareholders.

Electronic copies of this Circular and the Notice are available on the website of the SGX-ST at www.sgx.com and on the website of the Company at <https://www.psccorporation.com/company-news/>.

11. OVERSEAS SHAREHOLDERS

The Offer Document sets out information in relation to Overseas Shareholders, which has been extracted therefrom and is reproduced in italics below. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document.

“16. OVERSEAS SHAREHOLDERS

- 16.1 Overseas Jurisdictions.** *This Offer Document does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this Offer Document in any jurisdiction, in contravention of applicable laws.*

¹ Please refer to: <https://www.mas.gov.sg/news/media-releases/2021/further-extension-of-temporary-measure-to-allow-for-electronic-dissemination-of--rights-issue-and-take-over-documents>

LETTER TO SHAREHOLDERS

*The release, publication or distribution of this Offer Document, the Notification Letter, the relevant Acceptance Forms and any other formal documentation in relation to the Offer (the “**Offer Documentation**”) in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this Offer Documentation is released, published or distributed should inform themselves about and observe such restrictions.*

*Copies of the Offer Documentation are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer will violate the laws of that jurisdiction (“**Restricted Jurisdiction**”) and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.*

The Offer (unless otherwise determined by the Offeror and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

16.2 Overseas Shareholders. *The availability of the Offer to Overseas Shareholders may be affected by the laws of the relevant overseas jurisdictions in which they are located. Accordingly, Overseas Shareholders should inform themselves of, and observe, any applicable requirements in the relevant overseas jurisdictions.*

For the avoidance of doubt, the Offer will be open to all Shareholders, including those to whom the Offer Documentation may not be sent.

It is the responsibility of Overseas Shareholders who wish to (a) request for any of the Offer Documentation in accordance with Paragraph 16.3 below and/or (b) accept the Offer, to satisfy themselves as to the full observance of the laws of the relevant overseas jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, or compliance with other necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholders shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Offeror, UOBKH, CDP, the Share Registrar and any person acting on their behalf shall be fully indemnified and held harmless by such Overseas Shareholders for any such taxes, imposts, duties or other requisite payments as the Offeror, UOBKH, CDP, the Share Registrar and/or any person acting on their behalf may be required to pay. In (a) requesting for any of the Offer Documentation in accordance with Paragraph 16.3 below and/or (b) accepting the Offer, each Overseas Shareholder represents and warrants to the Offeror and UOBKH that he/she/it is in full observance of the laws of the relevant jurisdiction in that connection and that he/she/it is in full compliance with all necessary formalities or legal requirements.

Any Overseas Shareholder who is in doubt about his/her/its position, including (without limitation) the ability to accept the Offer, should consult his professional adviser in the relevant jurisdiction.

LETTER TO SHAREHOLDERS

16.3 Copies of the Notification Letter and the relevant Acceptance Forms. *Where there are potential restrictions on sending the Notification Letter (containing the address and instructions for the electronic retrieval of this Offer Document and its related documents), the relevant Acceptance Forms and/or any other Offer Documentation to any overseas jurisdiction, the Offeror and UOBKH each reserves the right not to send these documents to Overseas Shareholders in such overseas jurisdictions. Subject to compliance with applicable laws, any affected Overseas Shareholder may, nonetheless, attend in person and obtain a copy of the Notification Letter (containing the address and instructions for the electronic retrieval of this Offer Document and its related documents), the relevant Acceptance Forms and/or any other Offer Documentation during normal business hours and up to the Closing Date, from:*

- (a) CDP (in respect of Shareholders whose Offer Shares are deposited with CDP) by contacting CDP's Customer Service Hotline at +65 6535 7511 during their operating hours or emailing CDP at asksgx@sgx.com for instructions on how to obtain a copy of such documents; or*
- (b) the Share Registrar, B.A.C.S. Private Limited (in respect of Shareholders whose Offer Shares are not deposited with CDP) at its office located at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896.*

Alternatively, an Overseas Shareholder may, subject to compliance with applicable laws, write to the Offeror through:

- (i) CDP (in respect of Shareholders whose Offer Shares are deposited with CDP), at Privy Box No. 920764, Singapore 929292; or*
- (ii) the Share Registrar, B.A.C.S. Private Limited (in respect of Shareholders whose Offer Shares are not deposited with CDP) at its office located at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896,*

to request for the Notification Letter (containing the address and instructions for the electronic retrieval of this Offer Document and its related documents), the relevant Acceptance Forms (with no shareholder details printed on the relevant Acceptance Forms) and/or any other Offer Documentation to be sent to an address in Singapore by ordinary post at his/her/its own risk, up to five (5) Market Days prior to the Closing Date.

16.4 Notice. *The Offeror and UOBKH each reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Shareholders (including Overseas Shareholders) by announcement to the SGX-ST or paid advertisement in a daily newspaper published or circulated in Singapore, in which case, such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder (including Overseas Shareholders) to receive or see such announcement or advertisement."*

12. INFORMATION PERTAINING TO CPFIS INVESTORS AND SRS INVESTORS

The Offer Document sets out information in relation to CPFIS Investors and SRS Investors, which has been extracted therefrom and reproduced in italics below. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document.

LETTER TO SHAREHOLDERS

“17. INFORMATION PERTAINING TO CPFIS INVESTORS AND SRS INVESTORS

CPFIS Investors and SRS Investors will receive further information on how to accept the Offer from their respective CPF Agent Banks and SRS Agent Banks (as the case may be) directly. CPFIS Investors and SRS Investors are advised to consult their respective CPF Agent Banks and SRS Agent Banks (as the case may be) should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors and SRS Investors should seek independent professional advice.

CPFIS Investors and SRS Investors who wish to accept the Offer are to reply to their respective CPF Agent Banks and SRS Agent Banks (as the case may be) accordingly by the deadline stated in the letter from their respective CPF Agent Banks and SRS Agent Banks (as the case may be). Subject to the Offer becoming or being declared unconditional in all respects, CPFIS Investors and SRS Investors who accept the Offer will receive the Offer Price in respect of their Offer Shares validly tendered in acceptance of the Offer, in their respective CPF investment accounts and SRS investment accounts.”

13. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who wish to accept the Offer must do so not later than **5.30 p.m. (Singapore time) on the Closing Date**. The Directors would like to draw the attention of Shareholders who wish to accept the Offer to the “Procedures for Acceptance” as set out in **Appendix 2** to the Offer Document, the FAA and/or the FAT.

Shareholders who wish to accept the Offer should complete and return their respective acceptance forms as soon as possible and, in any event, so as to be received, on behalf of the Offeror, by CDP (in respect of the FAA) or the Share Registrar (in respect of the FAT), as the case may be, not later than **5.30 p.m. (Singapore time) on the Closing Date**.

Shareholders who do not wish to accept the Offer need not take any further action in respect of the Offer Document, the FAA and/or the FAT which have been sent to them.

14. RESPONSIBILITY STATEMENT

The Directors (including any who may have delegated detailed supervision of the preparation of this Circular) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Circular (other than those relating to the Offeror, parties acting in concert or deemed to be acting in concert with the Offeror, the Offer, the IFA Letter and the Valuation Reports) are fair and accurate and that no material facts have been omitted from this Circular, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Offer Announcement, the Offer Document and the Offer Unconditional Announcement), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information has been accurately extracted from such sources or, as the case may be, reflected or reproduced in this Circular.

LETTER TO SHAREHOLDERS

In respect of the IFA Letter and the Valuation Reports the sole responsibility of the Directors has been to ensure that the facts stated with respect to the Group are fair and accurate.

Yours faithfully

For and on behalf of the Board of Directors of

PSC Corporation Ltd.

Tan Kian Chew

Non-Executive and Independent Director

APPENDIX A – LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS OF THE COMPANY IN RESPECT OF THE OFFER



W CAPITAL MARKETS PTE. LTD.
(Incorporated in the Republic of Singapore)
(Company Registration Number: 201813207E)
65 Chulia Street
#43-01 OCBC Centre
Singapore 049513

14 August 2025

The Directors of PSC Corporation Ltd. who are considered independent for the purposes of making a recommendation to the Shareholders in respect of the Offer

Ms. Yui Vivien	Non-Executive and Independent Director
Mr. Tan Lye Heng Paul	Non-Executive and Independent Director
Mr. Tan Kian Chew	Non-Executive and Independent Director

Dear Sirs,

MANDATORY UNCONDITIONAL CASH OFFER BY UOB KAY HIAN PRIVATE LIMITED FOR AND ON BEHALF OF DR. GOI SENG HUI (THE “OFFEROR”) FOR ALL THE SHARES IN THE COMPANY, OTHER THAN SHARES HELD IN TREASURY AND THOSE ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH THE OFFEROR

Unless otherwise defined or the context otherwise requires, all capitalised terms defined in the Circular dated 14 August 2025 (“Circular”) issued by PSC Corporation Ltd. (the “Company”, and together with its subsidiaries (the “Group”) shall have the same meanings herein.

1. INTRODUCTION

On 10 July 2025 (“**Offer Announcement Date**”), UOB Kay Hian Private Limited (“**UOBKH**”) announced, for and on behalf of the Offeror that the Offeror intends to make a mandatory conditional cash offer (the “**Offer**”) for all the Shares in the Company, other than Shares held in treasury and those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with the Offeror (the “**Offer Shares**” and each, an “**Offer Share**”).

On 31 July 2025, UOBKH announced the notification of electronic dissemination of the Offer Document dated 31 July 2025 containing the terms and conditions of the Offer and its related documents.

On 7 August 2025, UOBKH announced, for and on behalf of the Offeror, that the total number of Shares that the Offeror and parties acting in concert with him owned, controlled or have agreed to acquire (including by way of valid acceptances of the Offer) amount to an aggregate of 381,899,141 Shares, representing 70.04% of the total number of Shares and that the Offer has been declared unconditional.

In connection with the Offer, W Capital Markets Pte. Ltd. (“**W Capital Markets**”) has been appointed by the Company as the Independent Financial Adviser (“**IFA**”) to advise the directors of the Company who are considered to be independent for the purposes of making the recommendation to the Shareholders in respect of the Offer (“**Independent Directors**”). This

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APPENDIX A – LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS OF THE COMPANY IN RESPECT OF THE OFFER

letter sets out, *inter alia*, our views and assessment on the financial terms of the Offer and our opinion thereon, and forms part of the Circular to be despatched to Shareholders in relation to the Offer.

2. TERMS OF REFERENCE

We have been appointed to advise the Independent Directors on the financial terms of the Offer in compliance with the provisions of the Code. We have confined our evaluation to the financial terms of the Offer and we are not required to evaluate or comment on the commercial risks and/or merits (if any) of the Offer or the future prospects of the Company, and we have not made such evaluations or comments. Such evaluations or comments, if any, remain the responsibility of the Directors and management (“**Management**”) of the Company although we may draw upon their views or make such comments in respect thereof (to the extent deemed necessary or appropriate by us) in arriving at our opinion as set out in this letter (“**IFA Letter**”).

We have not been instructed or authorised to solicit, and we have not solicited, any indication of interest from any third party with respect to any other proposals for transactions similar to or in lieu of the Offer. In this regard, we are not addressing the relative merits of the Offer as compared to any alternative transaction previously considered by the Company or which otherwise may have been available to the Company currently or in the future.

In the course of our evaluation, we have held discussions with the Management and have examined and relied to a considerable extent on publicly available information collated by us as well as information provided and representations made to us, both written and verbal, by the Directors, the Management and/or the professional advisers of the Company, including information contained in the Circular. We have not independently verified such information or representations, whether written or verbal, and accordingly cannot and do not make any representation or warranty, express or implied, in respect of, and do not accept any responsibility for the accuracy, completeness or adequacy of such information or representations. We have relied on the assurance of the Directors (including any Director who may have delegated detailed supervision of the preparation of the Circular) who jointly and severally accept responsibility for the accuracy of the information given in the Circular (save for (a) this IFA Letter; (b) the information relating to the IFA, the Offeror, the Offer, the Offer Announcement, the Offer Document and any other announcements made by or on behalf of the Offeror) and had confirmed that they have taken all reasonable care to ensure that the facts stated and opinions expressed in the Circular are fair and accurate and that no material facts have been omitted from the Circular. Whilst care has been exercised in reviewing the information on which we have relied on, we have not independently verified the information but nevertheless have made such reasonable enquiries and exercised our judgment on the reasonable use of such information, and have found no reason to doubt the reliability of the information.

The scope of our appointment does not require us to perform any independent appraisal of the assets and liabilities of the Group. As such, we have relied on the disclosures and representations made by the Company on the values of the assets and liabilities and profitability of the Group and no representation or warranty, expressed or implied, is made and no responsibility is accepted by us concerning the accuracy, completeness or adequacy of such information. For the purposes of the Offer, the Company has commissioned Knight Frank Pte Ltd, Colliers International Consultancy & Valuation (Singapore) Pte Ltd, Burgenns Valuation Sdn. Bhd. and Jiangsu Suxin Real Estate Appraisal & Consulting Co., Ltd. (collectively, the “**Independent Valuers**”) to conduct independent valuations of selected material leasehold and freehold properties held by the Group in Singapore, Malaysia and China (collectively, the “**Revalued Assets**”) under its property, plant and equipment (collectively, “**Valuation Reports**”). Copies of the Valuation Reports are set out in Appendix F of the Circular. Copies of the Valuation Reports are also available for inspection at the registered office of the Company. As we are not experts in the evaluation or appraisal of the assets set out in the Valuation Reports, we have placed sole reliance on the independent valuations in relation to the aforementioned assets and have not made any independent verification of the contents thereof. In addition, we do not assume any responsibility to enquire

APPENDIX A – LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS OF THE COMPANY IN RESPECT OF THE OFFER

about the basis of the valuation in the Valuation Reports or if the contents in the Valuation Reports have been prepared in accordance with all applicable regulatory requirements.

Our opinion and advice as set out in this IFA Letter are based upon the prevailing market, economic, industry and other conditions (if applicable) as well as information and representations provided to us by the Company and its representatives, as at 7 August 2025 (the “**Latest Practicable Date** or **LPD**”). Such conditions may change significantly over a relatively short period of time. We assume no responsibility to update, revise or reaffirm our opinion in light of any subsequent development after the Latest Practicable Date that may affect our opinion contained herein. Shareholders should take note of any announcement relevant to their consideration of the Offer, which may be released or published by or on behalf of the Company or the Offeror after the Latest Practicable Date.

Our opinion is limited to the fairness and reasonableness, from a financial point of view, of the Offer and our terms of reference do not require us to evaluate or comment on the commercial rationale for the Offer, and/or its associated risks and merits. We have not received or relied on any financial projections or forecasts in respect of the Company, the Group, or any part or division of any of the foregoing and our terms of reference do not require us to comment or express an opinion on the financial impact or potential impact on current or future financial performance or prospects or earnings potential of the Company and/or the Group arising from the Offer or otherwise.

In rendering our opinion, we have not had regard to any general or specific investment objectives, financial situation, tax position, risk profile, tax status or positions or particular needs and constraints or other particular circumstances of any Shareholder and do not assume any responsibility for, nor hold ourselves out as advisers to, any person other than the Independent Directors. As each Shareholder would have different investment objectives and profiles, the Independent Directors may wish to advise any Shareholder who may require specific advice in relation to his/her specific investment portfolio to consult his/her stockbroker, bank manager, solicitor, accountant, tax adviser or other appropriate professional advisers.

The Company has been separately advised by its own professional advisers in the preparation of the Circular (other than this IFA Letter). We have had no role or involvement, and do not provide any advice (financial or otherwise), in the preparation, review and verification of the Circular (other than this IFA Letter). Accordingly, we take no responsibility for and expressed no views, whether expressed or implied, on the contents of the Circular (other than this IFA Letter).

We have prepared this IFA Letter for the use by the Independent Directors in connection with their consideration of the Offer and their advice and recommendation to the Shareholders in respect thereof. The recommendations made to the Shareholders in relation to the Offer remain the responsibility of the Independent Directors.

Our opinion in relation to the Offer should be considered in the context of the entirety of this IFA Letter and the Circular.

3. THE OFFER

The information on the Offer as set out below in italics has been extracted from paragraph 2 of the Offer Document. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document.

“2. THE OFFER

- 2.1 ***Offer.** UOBKH, for and on behalf of the Offeror, hereby makes the Offer to acquire all the Offer Shares in accordance with Rule 14 of the Code and on the terms and subject to the conditions set out in this Offer Document and the Acceptance Forms.*

APPENDIX A – LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS OF THE COMPANY IN RESPECT OF THE OFFER

2.2 **Offer Shares.** *The Offer will be extended to all the Shares other than Shares held in treasury and those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with him (the “Offer Shares” and each, an “Offer Share”).*

2.3 **Offer Price.** *The consideration for each Offer Share is S\$0.40 in cash (the “Offer Price”).*

In compliance with Rule 14.3 of the Code, the Offer Price is not less than the highest price at which the Offeror and parties acting in concert with him had acquired Shares in the period commencing six (6) months immediately preceding or on the Offer Announcement Date, which includes the price paid by the Offeror for the Shares acquired pursuant to the Acquisition.

2.4 **No Encumbrances.** *The Offer Shares will be acquired:*

- (a) fully paid;*
- (b) free from all charges, claims, hypothecations, liens, caveats, debentures, pledges, mortgages, power of sale, retention of title or security interest of any kind over and in respect of the Offer Shares and any right of pre-emption, first offer, first refusal, tag-along or drag-along of any kind to which the Offer Shares are subject or any right or option for the sale or purchase of such Offer Shares, and any other third party rights and inserts of any nature whatsoever or an agreement, arrangement or obligation to create any of the foregoing (“Encumbrances”); and*
- (c) together with all rights, benefits and entitlements attaching thereto as at the Offer Announcement Date and thereafter attaching thereto, including but not limited to the right to receive and retain all dividends, rights or other distributions declared, made or paid by the Company (collectively, the “Distributions”) (if any), the Record Date for which falls on or after the Offer Announcement Date.*

For the avoidance of doubt, the Offer Price will not be reduced or otherwise adjusted for the final dividend (tax-exempt one tier) of S\$0.013 per Share for the financial year ended 31 December 2024 duly approved by the Shareholders at the Annual General Meeting of the Company held on 25 April 2025 which should have been paid to Shareholders on 18 June 2025 (“FY2024 Final Dividend”).

Shareholders will be entitled to retain the FY2024 Final Dividend, and the Offeror will not make any deductions from the Offer Price for the FY2024 Final Dividend.

2.5 **Adjustments for Distributions.** *Without prejudice to the foregoing, the Offer Price has been determined on the basis that the Offer Shares will be acquired with the right to receive any Distributions, the Record Date for which falls on or after the Offer Announcement Date. In the event of any such Distribution, the Offer Price payable to a Shareholder who validly accepts or has validly accepted the Offer shall be reduced by an amount which is equal to the amount of such Distribution, depending on when the settlement date in respect of the Offer Shares tendered in acceptance of the Offer (the “Offer Settlement Date”) falls:*

- (a) if the Offer Settlement Date falls on or before the Record Date, the Offeror will pay the relevant accepting Shareholders the unadjusted Offer Price for each Offer Share, as the Offeror will receive the Distribution in respect of such Offer Shares from the Company; and*
- (b) if the Offer Settlement Date falls after the Record Date, the Offer Price payable for such Offer Shares tendered in acceptance shall be reduced by an amount which is*

APPENDIX A – LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS OF THE COMPANY IN RESPECT OF THE OFFER

equal to the Distribution in respect of such Offer Shares, as the Offeror will not receive such Distribution from the Company.

- 2.6 **Minimum Acceptance Condition.** Pursuant to Rule 14.2 of the Code, if the Offeror and parties acting in concert with him do not hold in aggregate more than 50% of the Shares when the Offer is made, the Offer is required to be made conditional upon the Offeror receiving such number of acceptances which would result in the Offeror and parties acting in concert with him holding in aggregate more than 50% of the voting rights attributable to the total Shares (excluding treasury shares of the Company).

Accordingly, the Offer will be conditional upon the Offeror having received, by the close of the Offer, valid acceptances in respect of such number of Offer Shares which, when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror and the parties acting in concert with him (either before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror and the parties acting in concert with him holding such number of Shares carrying more than 50% of the voting rights attributable to the total Shares (excluding treasury shares of the Company) as at the close of the Offer (the “**Minimum Acceptance Condition**”).

The Offer will not become or be capable of being declared unconditional as to acceptances until the close of the Offer unless, at any time prior to the close of the Offer, the Offeror has received valid acceptances in respect of such number of Offer Shares which, when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with him before or during the Offer, will result in the Offeror and parties acting in concert with him holding in aggregate more than 50% of the total number of Shares (excluding treasury shares of the Company), and therefore meeting the Minimum Acceptance Condition, as at the close of the Offer.

Save for the Minimum Acceptance Condition, the Offer is unconditional in all other respects.

- 2.7 **Revision of Terms of the Offer.** The Offeror reserves the right to revise the terms of the Offer in accordance with the Code.
- 2.8 **Duration of the Offer.** The Offer is open for acceptance by Shareholders for the period commencing on the Despatch Date and ending on the Closing Date, being the day falling 28 days after the Despatch Date.² **Accordingly, the Offer will close at 5.30 p.m. (Singapore time) on 28 August 2025, or such later date(s) as may be announced from time to time by or on behalf of the Offeror.**

Please refer to Appendix 1 (Details of the Offer) to this Offer Document for further details on the duration of the Offer.

- 2.9 **Warranty.** A Shareholder who tenders his/her/its Offer Shares in acceptance of the Offer will be deemed to unconditionally and irrevocably represent, warrant and undertake to the Offeror that he/she/it sells such Offer Shares as or on behalf of the beneficial owner(s) thereof, (a) fully paid, (b) free from all Encumbrances, and (c) together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date and thereafter attaching thereto, including but not limited to the right to receive and retain all Distributions (if any), the Record Date for which falls on or after the Offer Announcement Date.”

² The Offer will remain open for acceptance for such period unless the Offer is withdrawn with the consent of the SIC and every person is released from any obligation incurred thereunder.

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4. INFORMATION ON THE OFFEROR

The information on the Offeror is set out in paragraph 5 of the Offer Document. Shareholders are advised to read the information carefully.

5. INFORMATION ON THE COMPANY

The information on the Company is set out in paragraph 6 of the Offer Document. Shareholders are advised to read the information carefully.

6. RATIONALE FOR THE OFFER

The Offeror's rationale for the Offer is as set out in paragraph 8 of the Offer Document. Shareholders are advised to read the information carefully.

7. FINANCIAL ASSESSMENT OF THE OFFER

In the course of our evaluation of the financial terms of the Offer, we have given due consideration to, *inter alia*, the following key factors which we consider to have a significant bearing on our assessment:

- 7.1 Historical share price performance and trading liquidity of the Shares;
- 7.2 Historical trailing price-to-NAV ("**P/NAV**") ratios of the Shares;
- 7.3 Historical financial performance and position of the Group;
- 7.4 Analysis of the Group's net asset value ("**NAV**") per Share and revalued net asset value ("**RNAV**") per Share;
- 7.5 Valuation statistics of listed companies broadly comparable to the Group;
- 7.6 Comparison with recent non-privatisations and successful privatisation transactions of companies listed on the SGX-ST;
- 7.7 Estimated range of values of the Shares; and
- 7.8 Other relevant considerations.

7.1 Historical share price performance and trading liquidity of the Shares

On 11 July 2025, the Company released a holding announcement in relation to the Offer Announcement dated 10 July 2025. Accordingly, 10 July 2025 was the last full trading day on the SGX-ST prior to the Offer Announcement (the "**Last Trading Day**"). For the purpose of our analysis of the trading performance of the Shares in respect of the Offer, we have compared the Offer Price against the historical market price performance of the Shares and considered the historical trading volume of the Shares for a 3-year period up to and including the Last Trading Day, and up to the Latest Practicable Date (the "**Period Under Review**").

We set out below a chart showing the daily closing prices of the Shares and the daily trading volume of the Shares for the Period Under Review.

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Source: Bloomberg L.P.

In addition to the above chart, we have tabulated below selected statistics on the Share price and trading liquidity of the Shares for the Period Under Review:

Reference Period	Volume Weighted Average Price ("VWAP") (\$\$) ⁽¹⁾⁽⁷⁾	Premium of Offer Price to VWAP (%) ⁽²⁾	Highest closing price (\$\$) ⁽¹⁾	Lowest closing price (\$\$) ⁽¹⁾	Average daily trading volume ('000) ⁽²⁾⁽³⁾	Average daily trading volume as a percentage of free float (%) ⁽⁴⁾⁽⁵⁾
<u>Periods prior to and including the Last Trading Day</u>						
Last 3 years	0.344	16.3%	0.410	0.300	69.1	0.04
Last 2 years	0.341	17.3%	0.410	0.300	70.3	0.04
Last 12 months	0.348	14.9%	0.410	0.320	91.3	0.05
Last 6 months	0.353	13.3%	0.410	0.330	106.1	0.06
Last 3 months	0.361	10.8%	0.410	0.335	117.5	0.07
Last 1 month	0.371	7.8%	0.410	0.335	183.8	0.11
On 10 July 2025, being the Last Trading Day	0.400 ⁽⁶⁾	-	0.400	0.400	251.1	0.15
<u>Periods after the Offer Announcement to the Latest Practicable Date</u>						
Period after the Offer Announcement Date to the Latest Practicable Date	0.399	0.3	0.405	0.395	285.4 ⁽⁸⁾	0.17
Latest Practicable Date	0.400 ⁽⁶⁾	-	0.400	0.400	339.0	0.20

Source: Bloomberg L.P.

Notes:

- (1) Rounded to the nearest three (3) decimal places.
- (2) Rounded to the nearest one (1) decimal place.
- (3) The average daily trading volume of the Shares is calculated based on the total volume of Shares traded during the period divided by the number of market days during that period.
- (4) Rounded to the nearest two (2) decimal places.
- (5) The free float refers to approximately 171.8 million Shares based on the free float of approximately 31.5% as disclosed in the annual report of the Company for FY2024.
- (6) Refers to the closing price of the Shares on the respective days.

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- (7) *VWAP is computed based on the total value of Shares traded during the period divided by the total volume of Shares traded during the period.*
- (8) *Excluding the 63,000,000 Shares (the “Sale Shares”) acquired by the Offeror from Sin Huat Company Limited (the “Seller”) on 11 July 2025 by way of a married deal.*

Based on the above, we note the following:

- (a) the Offer Price of S\$0.40 is at a premium of approximately 16.3%, 17.3%, 14.9%, 13.3%, 10.8% and 7.8% to the VWAP of the Shares for the 3-year, 2-year, 12-month, 6-month, 3-month and 1-month periods prior to and including the Last Trading Day respectively;
- (b) the Offer Price of S\$0.40 is the same as the last closing price of the Shares as at the Last Trading Day;
- (c) for the Period Under Review, the highest closing price of the Share was S\$0.410 on 9 July 2025. The Offer Price of S\$0.40 represents a discount of approximately 2.4% to this highest closing price. We noted that during the Period Under Review, there were only 2 days on which the closing price of the Shares was above the Offer Price;
- (d) the Offer Price of S\$0.40 is within the range of the daily closing prices of the Shares for the period after the Offer Announcement to the Latest Practicable Date of between S\$0.395 to S\$0.405; and
- (e) the Offer Price of S\$0.40 is slightly higher than the VWAP of the Shares of S\$0.399 for the period after the Offer Announcement to the Latest Practicable Date, and is the same as the closing price of the Shares of S\$0.400 as at the Latest Practicable Date.

With regard to the trading liquidity of the Shares, we note the following:

- (f) the trading of the Shares was extremely illiquid during the period up to the Last Trading Day. For the 3-year period prior to and including the Last Trading Day, the Shares were traded on 687 market days out of a total of 752 market days. During this period, the average daily trading volume of the Shares was approximately 69,083 Shares, representing approximately only 0.04% of the free float of the Company;
- (g) the average daily trading volume of the Shares for the 2-year, 12-month, 6-month and 3-month and 1-month periods up to and including the Last Trading Day was approximately 70,337 Shares, 91,345 Shares, 106,069 Shares, 117,459 Shares and 183,701 Shares, representing approximately 0.04%, 0.05%, 0.06%, 0.07% and 0.11% of the free float of the Company respectively; and
- (h) for the period after the Offer Announcement to the Latest Practicable Date, trading volume of the Shares increased and amounted to an average daily trading volume of approximately 285,400 Shares, representing approximately 0.17% of the free float of the Company.

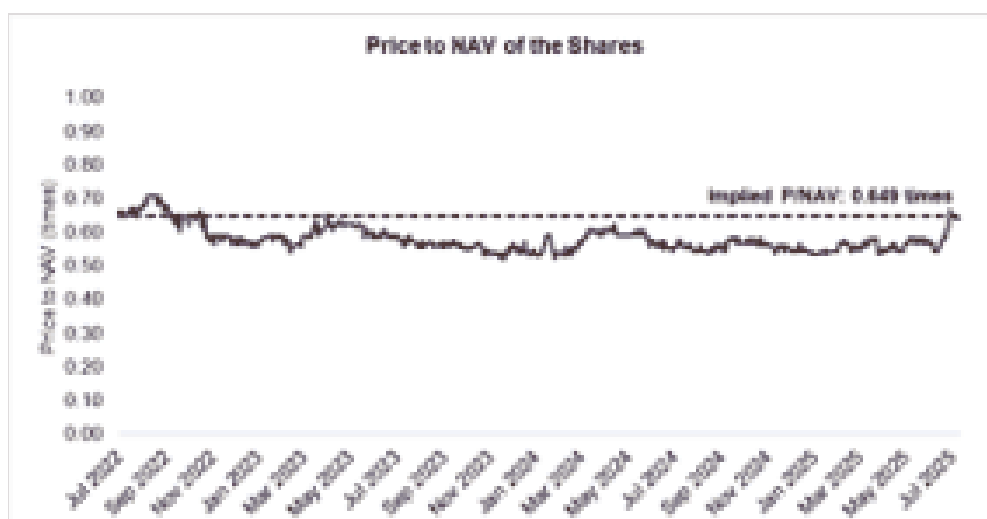
Based on the above observations, we note that the trading of the Shares has been extremely illiquid during the Period Under Review. For the 12-month period prior to and including the Last Trading Day, although the Shares were traded on 235 market days out of a total of 251 market days, the average daily trading volume of the Shares was approximately 91,345 Shares, representing approximately only 0.05% of the free float of the Company. It also appears likely that the market price of the Shares subsequent to the Offer Announcement have been supported by the Offer. Accordingly, the Offer represents an exit opportunity for Shareholders, given the low trading liquidity, to dispose of their Shares for cash without incurring any transaction costs as opposed to the sale of the Shares in the open market which will incur expenses such as brokerage commission and/or other trading costs.

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Shareholders should note that there is no assurance that the market price and trading volume of the Shares will be maintained at the level prevailing as at the Latest Practicable Date after the close of the Offer. Shareholders should also note that the past trading performance of the Shares should not, in any way, be relied upon as an indication or promise of its future trading performance.

7.2 Historical trailing P/NAV ratios of the Shares

We have compared the P/NAV of the Shares as implied by the Offer Price of 0.649 times against the historical P/NAV of the Shares. The chart below shows the historical P/NAV ratios of the Shares for the Period Under Review.



Source: Bloomberg L.P.

The average, minimum and maximum of the historical P/NAV of the Shares are set out below:

Reference Period	Average P/NAV ⁽¹⁾ (times)	Maximum P/NAV ⁽¹⁾ (times)	Minimum P/NAV ⁽¹⁾ (times)
<u>Periods prior to and including the Last Trading Day</u>			
Last 3 years	0.580	0.708	0.523
Last 2 years	0.563	0.665	0.523
Last 12 months	0.560	0.665	0.535
Last 6 months	0.562	0.665	0.535
Last 3 months	0.570	0.665	0.543
Last 1 month	0.579	0.665	0.543
<u>Periods after the Offer Announcement to the Latest Practicable Date</u>			
Period after the Offer Announcement Date to the Latest Practicable Date	0.643	0.657	0.641
Latest Practicable Date	0.649 ⁽²⁾	0.649	0.649

Source: Bloomberg L.P.

Notes:

- (1) Rounded to the nearest three (3) decimal places.
(2) P/NAV of the Shares is based on the closing price of the Shares as at the LPD.

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We note from the chart and table above that:

- (a) over the last 3-year period prior to and including the Last Trading Day and for the period up to the Latest Practicable Date, the Shares have consistently traded at a discount to its NAV per Share, with a P/NAV ratio of below 1.0 time;
- (b) the P/NAV (as implied by the Offer Price) of 0.649 times is above the average P/NAV of the Shares for the respective periods prior to and including the Last Trading Day, which ranged from 0.560 times to 0.580 times; and
- (c) the P/NAV (as implied by the Offer Price) of 0.649 times represents a marginal premium to the average P/NAV of the Shares of 0.643 times for the period after the Offer Announcement Date to the Latest Practicable Date.

7.3 Historical financial performance and position of the Group

A summary of the consolidated statement of profit or loss of the Group for financial year ended 31 December (“FY”) 2022, FY2023 and FY2024, as well as the financial results for the 6-month financial periods ended 30 June 2024 (“1H2024”) and 30 June 2025 (“1H2025”) and the statement of financial position of the Group as at 30 June 2025 are set out below. The following summary financial information should be read in conjunction with Company’s annual reports for FY2022, FY2023 and FY2024, and the Company’s announced unaudited 1H2024 and 1H2025 financial results, including the notes and commentaries thereto.

Consolidated statement of profit or loss

(\$'000)	<u>FY2022</u> <u>Audited</u>	<u>FY2023</u> <u>Audited</u>	<u>FY2024</u> <u>Audited</u>	<u>1H2024</u> <u>Unaudited</u>	<u>1H2025</u> <u>Unaudited</u>
Revenue	553,044	482,140	488,649	243,286	235,274
Cost of sales	(437,890)	(368,387)	(371,568)	(185,352)	(180,696)
Gross profit	115,154	113,753	117,081	57,934	54,578
Other income	3,054	2,122	6,082	1,248	2,000
Distribution expenses	(48,157)	(47,766)	(48,665)	(23,900)	(24,893)
Administrative expenses	(36,386)	(33,322)	(36,583)	(18,227)	(17,757)
(Impairment losses) / write back of trade and other receivables (net)	(521)	(279)	(342)	6	168
Other expenses	(475)	(825)	(4,200)	(240)	(55)
Results from operating activities	32,669	33,683	33,373	16,821	14,041
Finance income	2,186	6,492	7,350	3,588	3,177
Finance costs	(2,098)	(2,154)	(2,508)	(1,138)	(1,641)
Net finance income	88	4,338	4,842	2,450	1,536
Profit before tax	32,757	38,021	38,215	19,271	15,577
Tax expense	(5,022)	(8,179)	(7,895)	(3,933)	(2,715)
Profit for the year	27,735	29,842	30,320	15,338	12,862
Profit attributable to:					
Owners of the Company	19,489	21,797	22,753	11,151	9,778
Non-controlling interests	8,246	8,045	7,567	4,187	3,084
	27,735	29,842	30,320	15,338	12,862

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Source: The Company's annual reports for FY2024, FY2023 and FY2022 and its unaudited financial results for the 1H2025 and 1H2024.

Review of operating results

FY2022 vs FY2023

The Group recorded a decrease in revenue of approximately S\$70.9 million or 12.8% from approximately S\$553.0 million in FY2022 to approximately S\$482.1 million in FY2023. The decrease is mainly due to lower sales contributions from its packaging business, which was partially offset by the stronger demand by its consumer business in Malaysia. Despite the decrease in revenue, the gross profit margin improved by 2.8% from 20.8% in FY2022 to 23.6% in FY2023, driven by lower material costs in the packaging business.

Other income decreased by approximately S\$1.0 million or 30.5% from approximately S\$3.1 million in FY2022 to approximately S\$2.1 million in FY2023. The decrease was primarily due to the absence of one-off gains from de-consolidation of subsidiaries of approximately S\$0.7 million recognised in FY2022.

Administrative expenses decreased by approximately S\$3.1 million or 8.4% from approximately S\$36.4 million in FY2022 to approximately S\$33.3 million in FY2023. This decrease was mainly due to reduction of staff costs and reversal of prior year's excess bonus provision.

The Group recorded lower impairment losses of trade and other receivables (net) of approximately S\$0.3 million in FY2023, compared to approximately S\$0.5 million in FY2022.

Other expenses increased by approximately S\$0.4 million or 73.7% from approximately S\$0.5 million in FY2022 to approximately S\$0.8 million in FY2023. This was mainly due to higher losses arising from the disposal and write-off of property, plant and equipment.

Finance income increased by approximately S\$4.3 million or 197.0% from approximately S\$2.2 million in FY2022 to approximately S\$6.5 million in FY2023. This was mainly due to higher interest income from fixed deposits, as a result of higher fixed deposit rates during the year.

Finance costs for FY2023 remained relatively stable, with no major fluctuations compared to FY2022.

Income tax expense increased by approximately S\$3.2 million or 62.9% from approximately S\$5.0 million in FY2022 to approximately S\$8.2 million in FY2023. The increase was mainly due to higher deferred tax and withholding tax incurred for dividend received from the Group's subsidiary in China during the year.

As a result of the above, the net profit for the year increased by approximately S\$2.1 million or 7.6% from approximately S\$27.7 million in FY2022 to approximately S\$29.8 million in FY2023.

FY2023 vs FY2024

The Group recorded an increase in revenue of approximately S\$6.5 million or 1.4% from approximately S\$482.1 million in FY2023 to approximately S\$488.6 million in FY2024. The increase was primarily driven by stronger consumer business performance in both Singapore and Malaysia, partially offset by a decline in revenue from the packaging business, mainly from the Group's operations in China. The operations in China were affected by competitive pricing and a weaker Renminbi against Singapore Dollar. The gross profit margin remained relatively stable at 24.0% in FY2024.

Other income increased by approximately S\$4.0 million or 186.6% from approximately S\$2.1 million in FY2023 to approximately S\$6.1 million in FY2024. The increase was mainly due to the recognition of a S\$2.0 million bargain purchase gain upon the finalising the purchase price

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allocation for the acquisition of Kim Guan Guan Coffee Trading Pte Ltd and its wholly-owned subsidiary Kim Guan Guan Coffee Roaster Pte Ltd (“KGG Group”), along with foreign exchange gains and higher grant income.

Administrative expenses increased by approximately S\$3.3 million or 9.8% from approximately S\$33.3 million in FY2023 to approximately S\$36.6 million in FY2024. This increase was mainly due to consolidation of the KGG Group during the year.

The impairment losses of trade and other receivables (net) remained relatively stable at approximately S\$0.3 million in FY2024, with no major fluctuations compared to FY2023.

Other expenses increased by approximately S\$3.4 million or 409.1% from approximately S\$0.8 million in FY2023 to approximately S\$4.2 million in FY2024. The increase was mainly due to an impairment of goodwill of approximately S\$1.3 million related to C.K.H Food Trading Pte Ltd, and a provision of approximately S\$2.7 million made in relation to an ongoing dispute between a subsidiary and its vendor.

Finance income increased by approximately S\$0.9 million or 13.2% from approximately S\$6.5 million in FY2023 to approximately S\$7.4 million in FY2024. This was mainly due to higher interest income and dividend income from fixed deposits and other financial assets respectively.

Finance costs increased by approximately S\$0.4 million or 16.4% from approximately S\$2.1 million in FY2023 to approximately S\$2.5 million in FY2024. This was mainly due to the consolidation of KGG Group.

Income tax expense decreased by approximately S\$0.3 million or 3.5% from approximately S\$8.2 million in FY2023 to approximately S\$7.9 million in FY2024. The decrease was mainly due to decrease in withholding tax incurred for dividend received from the Group’s subsidiary in China during the year.

As a result of the above, the net profit for the year increased by approximately S\$0.5 million or 1.6% from approximately S\$29.8 million in FY2023 to approximately S\$30.3 million in FY2024.

1H2024 vs 1H2025

The Group recorded a decrease in revenue of approximately S\$8.0 million or 3.3% from approximately S\$243.3 million in 1H2024 to approximately S\$235.3 million in 1H2025. The decrease was mainly due to weaker performance in the packaging business, particularly from the Group’s operations in China. This was mainly due to reduction in sales volume, competitive pricing pressures and the depreciation of the Renminbi against Singapore Dollar. The decline in revenue was partially offset by higher revenue contributions from the consumer business in both Singapore and Malaysia operations. The Group’s gross profit margin declined from 23.8% in 1H2024 to 23.2% in 1H2025, mainly due to reduced selling price in packaging business.

Other income increased by approximately S\$0.8 million or 60.3% from approximately S\$1.2 million in 1H2024 to approximately S\$2.0 million in 1H2025. The increase was mainly due to gain on disposal of an investment property and foreign exchange gain.

Distribution expenses increased by approximately S\$1.0 million or 4.2% from approximately S\$23.9 million in 1H2024 to approximately S\$24.9 million in 1H2025. The increase was mainly due to higher staff costs in line with increased sales at consumer business.

Finance income decreased by approximately S\$0.4 million or 11.5% from approximately S\$3.6 million in 1H2024 to approximately S\$3.2 million in 1H2025. This was mainly due to decline in interest rates.

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Finance costs increased by approximately S\$0.5 million or 44.2% from approximately S\$1.1 million in 1H2024 to approximately S\$1.6 million in 1H2025. This was mainly due to mark-to-market losses on other financial assets.

Income tax expense decreased by approximately S\$1.2 million or 31.0% from approximately S\$3.9 million in 1H2024 to approximately S\$2.7 million in 1H2025. The decrease was mainly due to reversal of an overprovision for deferred tax from the prior year, along with a lower current year provision, in line with the decline in profit for the period.

As a result of the above, the net profit for the period decreased by approximately S\$2.5 million or 16.1% from approximately S\$15.3 million in 1H2024 to approximately S\$12.9 million in 1H2025.

Price-to-earnings ("P/E") ratio

Based on the net profit attributable to owners of the Company ("**PAT**") for the last 12 month period ended 30 June 2025 ("**TTM 30 June 2025**") of approximately S\$21.4 million, the existing share capital comprising 545,296,946 Shares (excluding 25,699,800 treasury shares) and Offer Price of S\$0.40, the TTM P/E ratio of the Group as implied by the Offer Price is approximately 10.2 times. For TTM 30 June 2025, the Group recorded an impairment of goodwill of approximately S\$1.3 million and other income due to bargain purchase arising from acquisition of subsidiaries of approximately S\$2.0 million. Accordingly, the adjusted PAT ("**Adjusted PAT**") of the Group for TTM 30 June 2025 is approximately S\$20.7 million. Based on the Adjusted PAT, the P/E ratio of the Group implied by the Offer Price for TTM 30 June 2025 is approximately 10.5 times.

Enterprise value to EBITDA ("**EV/EBITDA**") ratio

EV is defined as the sum of a company's market capitalisation, preferred equity, non-controlling interests, short-term and long-term debts less its cash and cash equivalents. Based on the adjusted EBITDA (being EBITDA adjusted for impairment of goodwill and bargain purchase income arising from the acquisition of subsidiaries) of the Group for TTM 30 June 2025 of approximately S\$46.9 million, the EV/TTM EBITDA ratio of the Group implied by the Offer Price is approximately 4.4 times.

Consolidated statement of financial position

(S\$'000)	<u>As at 30 June 2025</u>
	<u>Unaudited</u>
<u>Assets</u>	
Property, plant and equipment	154,732
Intangible assets	1,786
Investment properties	2,217
Other financial assets	51,650
Deferred tax assets	2,742
Trade and other receivables	290
Non-current assets	213,417
Other financial assets	6,208
Current tax assets	248
Inventories	45,603
Bills receivable	34,707
Trade and other receivables	87,632
Cash on hand and in banks	180,228
Assets held for sale	653

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(S\$'000)	<u>As at 30 June 2025</u> <u>Unaudited</u>
Current assets	355,279
Total assets	568,696
<u>Equity</u>	
Share capital	177,302
Reserves	158,748
Equity attributable to owners of the Company	336,050
Non-controlling interests	87,101
Total equity	423,151
<u>Liabilities</u>	
Loans and borrowings	22,597
Trade and other payables	800
Deferred income	1,023
Deferred tax liabilities	6,425
Non-current liabilities	30,845
Loans and borrowings	59,111
Current tax liabilities	3,288
Trade and other payables	51,985
Deferred income	316
Current liabilities	114,700
Total liabilities	145,545
Total equity and liabilities	568,696

As at 30 June 2025, the total assets of the Group amounted to approximately S\$568.7 million comprising current assets of approximately S\$355.3 million and non-current assets of S\$213.4 million, representing approximately 62.5% and 37.5% of total assets respectively.

Current assets as at 30 June 2025 comprised mainly (i) cash and bank balances of approximately S\$180.2 million; (ii) trade and other receivables of approximately S\$87.6 million; (iii) inventories of approximately S\$45.6 million; and (iv) bills receivable of approximately S\$34.7 million, representing approximately 31.7%, 15.4%, 8.0% and 6.1% of total assets respectively. Non-current assets as at 30 June 2025 comprised mainly (i) property, plant and equipment of approximately S\$154.7 million; and (ii) other financial assets of approximately S\$51.7 million, representing approximately 27.2% and 9.1% of total assets respectively.

As at 30 June 2025, the total liabilities of the Group amounted to approximately S\$145.5 million comprising current liabilities of approximately S\$114.7 million and non-current liabilities of approximately S\$30.8 million, representing approximately 78.8% and 21.2% of total liabilities respectively.

Current liabilities as at 30 June 2025 comprised mainly (i) loans and borrowings of approximately S\$59.1 million; and (ii) trade and other payables of approximately S\$52.0 million, representing

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approximately 40.6% and 35.7% of total liabilities respectively. Non-current liabilities as at 30 June 2025 comprised mainly (i) loans and borrowings of approximately S\$22.6 million; and (ii) deferred tax liabilities of S\$6.4 million, representing approximately 15.5% and 4.4% of total liabilities.

As at 30 June 2025, the Group has positive net working capital of approximately S\$240.6 million, net assets attributable to owners of the Company of approximately S\$336.1 million and is in a net cash position (cash net of total borrowings) of approximately S\$98.5 million.

7.4 Analysis of the Group's NAV per Share and RNAV per Share

- 7.4.1 The NAV based approach of valuing a company or group is based on the aggregate value of all the assets of the company in their existing condition, after deducting the sum of all liabilities of the company and non-controlling interests. The NAV based approach is meaningful from the perspective that it shows the extent to which the value of each share is backed by both tangible and intangible assets and would be relevant in the event that the company or group decides to realise or convert the use of all or most of its assets. Notwithstanding the foregoing, Shareholders should note that analyses based on the NAV of the Group only provides an estimate of the value of the Group based on a hypothetical scenario of selling of all its assets (including any intangible assets) in an orderly manner or over a reasonable period of time and at the aggregate value of the assets used in the computation of the NAV, the proceeds of which are used to settle the liabilities, non-controlling interests and obligation of the company or group with the balance to be distributed to its shareholders, and such hypothetical scenario is assumed without considering factors such as, *inter alia*, time value of money, market conditions, legal and professional fees, liquidation costs, taxes, contractual obligations and regulatory requirements, which would theoretically lower the NAV that can be realised.

In addition, it should be noted that the NAV approach does not take into account or consideration the hypothetical sale of assets in a non-orderly manner or over a short period of time and the NAV does not illustrate the values at which assets may actually be realised or disposed of, given that the market values of assets may vary depending on, amongst others, the prevailing market and economic conditions. Further, the NAV-based approach does not reflect the value of the company or the group as a going concern as it ignores the future economic benefits of the business as a whole.

Based on the existing share capital of the Company comprising 545,296,946 Shares (excluding 25,699,800 treasury Shares) as at the Latest Practicable Date and the unaudited NAV attributable to Shareholders of approximately S\$336.1 million as at 30 June 2025, the NAV per Share is approximately S\$0.616. The Offer Price represents a P/NAV ratio of approximately 0.65 times or a discount of approximately 35.1% to the NAV per Share.

7.4.2 RNAV of the Group

In our evaluation of the NAV of the Group, we have also considered whether there are any assets which may be valued at an amount that is materially different from what was recorded in the balance sheet of the Group as at 30 June 2025.

7.4.2.1 Property, plant and equipment

As at 30 June 2025, the Group has property, plant and equipment of approximately S\$154.7 million which made up approximately 27.2% of the Group's total assets. The Group's property, plant and equipment comprises mainly freehold land and buildings, leasehold land and buildings, leasehold improvements, furniture, fittings and office equipment, motor vehicles and plant and machinery, and includes right-of-use assets which consist mainly of land and buildings.

The Group's property, plant and equipment are measured at cost, which includes capitalized borrowing costs, less accumulated depreciation and accumulated impairment losses. Right-of-use assets are initially measured at cost, less any accumulated depreciation and impairment

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losses and adjusted for any remeasurement of lease liabilities. No material impairment loss was recorded for the Group's property, plant and equipment for the last three financial years.

For the purposes of the Offer, the Company has commissioned the Independent Valuers to conduct independent valuations of selected material leasehold and freehold properties held by the Group in Singapore, Malaysia and China (collectively, the **"Revalued Assets"**) under its property, plant and equipment to arrive at their respective Market Value (as defined herein).

Market Value is defined as 'the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after property marketing and where the parties had each acted knowledgeably, prudently and without compulsion' (the **"Market Value"**).

Based on the net book value of the Revalued Assets as at 30 June 2025 and the corresponding market value based on the Valuation Reports, the revaluation surplus in respect of the Revalued Assets is as follows:

Revalued Assets	Net book value (S\$'000)	Market Value based on the Valuation Reports (S\$'000)	Revaluation surplus attributable to owners of the Company (S\$'000)⁽¹⁾
348 Jalan Boon Lay, Singapore 619529 ⁽²⁾	37,466	73,000	35,534
No. 28 Senoko Drive, Singapore 758214 ⁽²⁾	16,647	18,000	865
Industrial real estate located in No. 88 Wendu Road, Wangting Town, Xiangcheng District, Suzhou City, The People's Republic of China ⁽³⁾	6,205	18,438 ⁽⁷⁾	7,823
Industrial real estates located in 105 Zhipeng Road, east of Fozhang Road and south of Zipeng Road, HeFei Economic and Technological Development Zone, The People's Republic of China ⁽⁴⁾	9,250	17,948 ⁽⁷⁾	5,738
Industrial real estate located in Group 57, Xichan Temple Village, Xiting Town, Tongzhou District, Nantong City, The People's Republic of China ⁽⁴⁾	2,075	5,074 ⁽⁷⁾	2,242
Industrial real estate located at No 257, Jingyi Road, Airport Economic Zone, Dongli District, Tianjin, The People's Republic of China ⁽⁴⁾	5,126	11,664 ⁽⁷⁾	4,959
Industrial real estate located in 1-4 Buildings, Group 14,15 and 25, Xichan Temple Village, Xiting Town, Tongzhou District, Nantong City, The People's Republic of China ⁽⁴⁾	15,450	15,767 ⁽⁷⁾	236
PTD 32624 / HS(M) 4187 Mukim Bukit Batu, Daerah Kulai, Johor Darul Ta'zim, Malaysia ⁽⁵⁾	274	2,686 ⁽⁷⁾	2,412
PTD 32702 / HS(M) 4272 Mukim Bukit Batu, Daerah Kulai, Johor Darul Ta'zim, Malaysia ⁽⁵⁾	4,176	6,700 ⁽⁷⁾	2,524

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Revalued Assets	Net book value (S\$'000)	Market Value based on the Valuation Reports (S\$'000)	Revaluation surplus attributable to owners of the Company (S\$'000) ⁽¹⁾
Lot 168710 / GM 1904 Mukim Tebrau, Daerah Johor Bahru, Johor Darul Ta'zim, Malaysia ⁽⁶⁾	1,210	1,388 ⁽⁷⁾	178
		Total Revaluation surplus	62,511

Source: Valuation Reports, Management

Notes:

- (1) Figures rounded to the nearest thousand. Figures shown as totals in the above table may not be an arithmetic aggregation of the figures that precede them due to rounding.
- (2) Respective Independent Valuers adopted the direct comparison method as its valuation methodology. The property at 348 Jalan Boon Lay, Singapore 619529 has a balance lease term of about 24 years. The property at 28 Senoko Drive, Singapore 758214 has a balance lease term of about 14 years.
- (3) Independent Valuer adopted a combination of cost and income method as its valuation methodology.
- (4) Independent Valuer adopted the cost approach as its valuation methodology.
- (5) Independent Valuer adopted the cost approach as its valuation methodology. The cost approach entails (i) estimating the market value of the land using the direct comparison method (ii) estimating the replacement cost new of the existing improvements and (iii) deducting appropriate allowances for physical depreciation, functional obsolescence, and external obsolescence, where relevant.
- (6) Independent Valuer adopted the comparison method of valuation as its valuation methodology.
- (7) Converted to SGD based on respective exchange rates as at 30 June 2025.

7.4.2.2 Investment properties

As at 30 June 2025, the Group has investment properties of approximately S\$2.2 million which made up approximately 0.4% of the Group's total assets. Investment properties are measured at cost less accumulated depreciation. The investment properties comprise (a) six units of apartments held for rental in Cinta Ayu Resort apartments in Malaysia, and (b) one strata unit in a seven-storey ramp-up food production facility in Singapore at 8A Admiralty Street, Food Xchange@Admiralty. The fair value of the investment properties as reported in the Group's condensed interim financial statements as at 30 June 2025 was approximately S\$2.3 million. The Directors have confirmed that they have exercised their judgement and are satisfied that the valuation methods and estimates used to derive the reported fair value of these investment properties as at 30 June 2025 are reflective of the current market conditions.

7.4.2.3 Potential tax liabilities

Potential tax liabilities are computed by the Management assuming the hypothetical sale of the Revalued Assets at their assessed market values and amounts to approximately S\$7.2 million, resulting in an aggregate net revaluation surplus of approximately S\$55.3 million.

We understand from the Management that the Group's Revalued Assets (a) are held for long-term purposes and/or for internal use, and (b) there are no immediate plans for the Company, and is not aware of any plans to dispose of its interest in these Revalued Assets. Accordingly, the potential tax liabilities stated above are not expected to materialise in the foreseeable future.

7.4.2.4 Other financial assets

As at 30 June 2025, the Group has other financial assets (both current and non-current) of approximately S\$57.9 million which made up approximately 10.2% of the Group's total assets. The other financial assets comprised (i) quoted equity investments at fair value through other

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comprehensive income (“**FVOCI**”) and fair value through profit or loss (“**FVTPL**”), (ii) time deposits, (iii) structured notes at FVTPL, (iv) investment fund at FVTPL, and (v) insurance assets at FVTPL.

7.4.2.5 Trade and other receivables

As at 30 June 2025, the Group has trade and other receivables of approximately S\$87.6 million which made up approximately 15.4% of the Group’s total assets. The trade and other receivables comprise mainly trade receivables. The Group recognised impairment losses in respect of trade receivables of approximately S\$0.9 million, S\$1.1 million, S\$1.0 million and S\$0.7 million for 1H2025, FY2024, FY2023 and FY2022 respectively.

7.4.2.6 Cash on hand and in banks

As at 30 June 2025, the Group’s cash on hand and in bank balances amounted to approximately S\$180.2 million (or approximately 31.7% of total assets) and is higher than the total borrowings (including lease liabilities) of approximately S\$81.7 million, resulting in a net cash position of approximately S\$98.5 million (or net cash per Share of approximately S\$0.181). Excluding the net cash per Share as at 30 June 2025 from the Offer Price and the NAV per Share, the ex-cash P/NAV ratio will be 0.50 times.

7.4.2.7 Save for the revaluation surplus set out above, the Company has confirmed that, to the best of their knowledge, as at the Latest Practicable Date:

- (a) there is no event subsequent to 30 June 2025 which would materially affect the NAV of the Group;
- (b) there are no material differences between the realisable values of the Group’s assets and their respective book values as at the Latest Practicable Date which would have a material impact on the NAV of the Group as at 30 June 2025;
- (c) there are no material contingent liabilities, bad or doubtful debts or impairment losses, unrecorded earnings or expenses or assets or liabilities that may have a material impact on the NAV of the Group as at 30 June 2025;
- (d) There is no litigation, claim or proceeding pending or threatened against the Group likely to give rise to any proceeding which might materially and adversely affect the financial position of the Group; and
- (e) there is no material change to the accounting policies and methods of computation which may materially affect the NAV of the Group as at 30 June 2025.

7.4.2.8 RNAV of the Group

Based on the above, we set out below the adjustments which are made to the unaudited NAV as at 30 June 2025 to arrive at the RNAV:

	S\$’000⁽¹⁾
NAV attributable to owners of the Company	336,050
Add: Net revaluation surplus arising from the Revalued Assets	55,278
RNAV of the Group	391,328

Note:

(1) Figures rounded to the nearest thousand.

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Based on the existing share capital of the Company comprising 545,296,946 Shares (excluding 25,699,800 treasury shares) as at the Latest Practicable Date and the RNAV of approximately S\$391.3 million as set out above, the RNAV per Share is approximately S\$0.718. The Offer Price represents a P/RNAV ratio of approximately 0.56 times or a discount of approximately 44.3% to the RNAV per Share.

Shareholders should note that the analysis on RNAV provides an estimate of the value of the Group assuming a hypothetical sale of assets of the Group as at the Latest Practicable Date obtained by application of 'as is' valuation estimates. This approach implicitly assumes that the properties may be disposed of by the Company at a price determined by the independent valuations, on a willing buyer and a willing seller basis in an arms-length transaction with a third party.

However, it should be noted that such RNAV may not be a realisable value as the disposal values of such assets are likely to vary depending on the prevailing market and economic conditions. There is no assurance that the revaluation surplus (net) on the revalued properties will be the same as the RNAV computation set out above and that the Group will be able to dispose the remaining assets at their respective carrying values. The above RNAV computation also does not take into account factors such as, *inter alia*, time value of money, legal and professional fees, liquidation costs, other potential duties, contractual obligations, regulatory requirements and availability of potential buyers, which would theoretically lower the RNAV that can be realised.

7.5 Valuation statistics of listed companies broadly comparable to the Group

We note that the Group operates under two main segments, (1) supply of provisions and household consumer products (FMCG operations) ("**FMCG Business**") and (2) manufacture and sale of corrugated paper products and other packaging products which is operated primarily via its subsidiary, Tat Seng Packaging Group Ltd. ("**Packaging Business**") which the Group holds approximately 64% equity interest.

Hence, for the purpose of our evaluation of the fairness of the Offer Price, we have considered the valuation ratios of the Group implied by the Offer Price as compared with selected companies which we consider to have business activities broadly comparable with those of the Group in the two segments mentioned in the paragraph above, "**Comparable Consumer FMCG Companies**" and "**Comparable Packaging Business Companies**", collectively "**Comparable Companies**". For the selection of the Comparable Consumer FMCG Companies, we have considered companies listed on the SGX-ST where the Company is listed. For the selection of the Comparable Packaging Business Companies, as there is only one comparable company listed on the SGX-ST, we have extended the selection of comparable companies to include companies listed on the Tokyo and Korea Stock Exchange. For a more meaningful comparison, we have included companies with a market capitalisation of between S\$100 million to S\$1 billion.

We wish to highlight that the Comparable Companies are not exhaustive and we recognise that there may not be any listed company or group which may be considered identical to the Group in terms of, *inter alia*, composition of business, business activities, size and scale of operations, risk profile, geographical spread of business, operating and financial leverage, accounting policies, track record, financial performance and future prospects, liquidity and market capitalisation. As such, any comparison made herein is necessarily limited and serves only as an illustrative guide and any conclusion drawn from the comparison may not necessarily reflect the perceived or implied fair market valuation (as the case may be) of the Group as at the Latest Practicable Date.

Company	Stock Exchange	Business Description
Comparable Consumer FMCG Companies		
QAF Limited (" QAF ")	Singapore	QAF manufactures and distributes bakery and confectionery products. The company also operates cold storage warehousing. QAF trades and

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Company	Stock Exchange	Business Description
		distributes food, beverages, food related ingredients and commodities. QAF operates in Asia-Pacific region, including Singapore, Malaysia, the Philippines, Australia, Myanmar, Cambodia, Hong Kong, Taiwan, Macau, and Brunei.
Mewah International Inc (“ Mewah ”)	Singapore	Mewah International, Inc. produces vegetable oils. The company produces palm, lauric, coconut, soybean, canola, sunflower, and corn oil. Mewah markets its oils to refiners, processors, wholesalers and retailers, and packs and sells edible oils and fats and specialized bakery and confectionery oils and fats to consumers.
Yeo Hiap Seng Limited (“ Yeo Hiap Seng ”)	Singapore	Yeo Hiap Seng manufactures, distributes, and exports canned food, sauces, and non-alcoholic beverages. Through its subsidiaries, the company also rents beverage vending machines. Yeo Hiap Seng develops and invests in properties.
Envictus International Holdings Limited (“ Envictus ”)	Singapore	Envictus manufactures and distributes sweetened condensed milk and evaporated milk. The company also repacks and distributes complementary products such as full cream and instant high calcium non-fat milk powder, instant coffee powder, and tea dust.
Comparable Packaging Business Companies		
The Pack Corporation (“ Pack Corporation ”)	Tokyo	Pack Corporation manufactures and distributes paper products. The company produces paper bags, corrugated cardboard boxes, and other paper products. Pack Corporation also manufactures plastic bags, tailor bags, price tags, advertising supplies, and other products.
Asia Paper Manufacturing Co Ltd (“ Asia Paper ”)	Korea SE	Asia Paper manufactures packaging materials. The company produces corrugated and liner board, gypsum board, and kraft paper that are used to pack a variety of goods such as cement, animal feed, sugar, and other agricultural products.
Sambo Corrugated Board Co Ltd (“ Sambo ”)	KOSDAQ	Sambo manufactures and markets corrugated cardboards and boxes. The company's products have applications for packaging various products such as textiles, electrics, electronics, food, pharmaceuticals, and agricultural products.
New Toyo International Holdings Limited (“ New Toyo ”)	Singapore	New Toyo manufactures laminated paper products and non-carbon paper. The company's products include laminated aluminum paper for packaging consumer products, tipping paper for filter tips of cigarettes, non-carbon paper for multiple copies of documents, corrugated carton boxes for packaging, and tissue paper.

Source: Bloomberg L.P.

In our evaluation, we have considered the following widely used valuation measures for our analysis:

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Valuation Ratio	Description
Price-to-earnings ratio (“P/E”)	The P/E, or earnings multiple, illustrates the ratio of a company's market capitalisation relative to its historical consolidated net profit attributable to shareholders. The P/E is an earnings-based valuation methodology. The P/E is affected by, <i>inter alia</i>, the capital structure of a company, its tax position as well as its accounting policies relating to depreciation and amortisation of intangible assets. We have considered the historical P/Es of the Comparable Companies based on their respective last transacted prices as at the Latest Practicable Date and trailing twelve months (TTM) earnings vis-à-vis the corresponding historical P/E of the Group based on the Offer Price and the earnings of the Group.
Enterprise value to EBITDA (“EV/EBITDA”) ratio	EV refers to enterprise value which is the sum of a company's market capitalisation, preferred equity, non-controlling interests, short-term and long-term debts (inclusive of finance leases), less its cash and cash equivalents. EBITDA refers to the consolidated earnings before interest, taxes, depreciation and amortisation expenses. The EV/EBITDA ratio illustrates the ratio of the market value of an entity relative to its pre-tax operating cashflow, without regard to its capital structure and provides an indication of current market valuation relative to operating performance. We have considered the historical EV/EBITDA ratios of the Comparable Companies based on their respective last transacted prices as at the Latest Practicable Date, latest available balance sheet values and trailing twelve months (TTM) EBITDA vis-à-vis the corresponding historical EV/EBITDA ratio of the Group based on the Offer Price and the EBITDA of the Group.
Price-to-NAV (“P/NAV”)	An NAV-based approach is useful to illustrate the extent that the value of each share is backed by assets. The NAV-based valuation approach may provide an estimate of the value of a company or group assuming the hypothetical sale of all its assets over a reasonable period of time at the aggregate value of the assets used in the computation of the NAV with the balance to be distributed to its shareholders after the settlement of all the liabilities and obligations of the company or group.

The valuation ratios of the Comparable Consumer FMCG Companies as at the Latest Practicable Date are set out below:

Company	Market Capitalisation as at LPD ⁽¹⁾⁽²⁾ (S\$m)	EV/TTM EBITDA ⁽²⁾ (times)	TTM P/E ⁽¹⁾⁽²⁾ (times)	P/NAV ⁽¹⁾⁽³⁾ (times)
Comparable Consumer FMCG Companies				
QAF	512.0	5.1	14.8	1.02
Mewah	397.7	8.0	7.7	0.35
Yeo Hiap Seng	382.6	12.6	55.6 ⁽⁴⁾	0.64
Envictus	105.0	4.9	7.0	1.71

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Company	Market Capitalisation as at LPD ⁽¹⁾⁽²⁾ (S\$m)	EV/TTM EBITDA ⁽²⁾ (times)	TTM P/E ⁽¹⁾⁽²⁾ (times)	P/NAV ⁽¹⁾⁽³⁾ (times)
Maximum		12.6	55.6	1.71
Mean		7.7	9.8	0.93
Median		6.6	7.7	0.83
Minimum		4.9	7.0	0.35
The Company as implied by the Offer Price	218.2	4.4	10.5	0.65⁽⁵⁾ 0.56⁽⁶⁾

Source: Bloomberg L.P.

Notes:

- (1) Based on the closing price as at the Latest Practicable Date.
- (2) Rounded to the nearest one (1) decimal place.
- (3) Rounded to the nearest two (2) decimal place.
- (4) Excluded from the computation of the mean and median as it is deemed as an outlier.
- (5) Based on the NAV per Share of S\$0.616 as at 30 June 2025.
- (6) Based on the RNAV per Share of S\$0.718 as at 30 June 2025.

The valuation ratios of the Comparable Packaging Business Companies as at the Latest Practicable Date are set out below:

Company	Market Capitalisation as at LPD ⁽¹⁾⁽²⁾ (S\$m)	EV/TTM EBITDA ⁽¹⁾⁽²⁾ (times)	TTM P/E ⁽¹⁾⁽²⁾ (times)	P/NAV ⁽¹⁾⁽³⁾ (times)
Comparable Packaging Business Companies				
Pack Corporation	599.5	4.5	11.7	0.93
Asia Paper	305.8	3.0	14.2	0.40
Sambo	148.1	3.5	5.6	0.28
New Toyo	114.1	4.9	12.2	0.75
Maximum		4.9	14.2	0.93
Mean		4.0	10.9	0.59
Median		4.0	12.0	0.57
Minimum		3.0	5.6	0.28
The Company as implied by the Offer Price	218.2	4.4	10.5	0.65⁽⁵⁾ 0.56⁽⁶⁾

Source: Bloomberg L.P.

Notes:

- (1) Based on the closing price as at the Latest Practicable Date.
- (2) Rounded to the nearest one (1) decimal place.
- (3) Rounded to the nearest two (2) decimal place.
- (4) Excluded as an outlier for the computation of the mean and median multiples.
- (5) Based on the NAV per Share of S\$0.616 as at 30 June 2025.
- (6) Based on the RNAV per Share of S\$0.718 as at 30 June 2025.

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Based on the above, we note the following:

- (a) in respect of the Comparable Consumer FMCG Companies:
 - (i) the EV/TTM EBITDA of the Group (as implied by the Offer Price) of 4.4 times is below the range of EV/TTM EBITDA ratios of the Comparable Consumer FMCG Companies of between 4.9 times and 12.6 times;
 - (ii) the TTM P/E of the Group (as implied by the Offer Price) of 10.5 times is within the range of the TTM P/E ratios of the Comparable Consumer FMCG Companies of between 7.0 times and 55.6 times and above the mean and median TTM P/E ratios of the Comparable Consumer FMCG Companies of 9.8 times and 7.7 times respectively;
 - (iii) the P/NAV of the Group (as implied by the Offer Price) of 0.65 times is within the range of P/NAV of the Comparable Consumer FMCG Companies of between 0.35 times to 1.71 times, but below the mean and median P/NAV ratios of the Comparable Consumer FMCG Companies of 0.93 times and 0.83 times respectively; and
 - (iv) the P/RNAV of the Group (as implied by the Offer Price) of 0.56 times is within the range of P/NAV of the Comparable Consumer FMCG Companies of between 0.35 times to 1.71 times, but below the mean and median P/NAV ratios of the Comparable Consumer FMCG Companies of 0.93 times and 0.83 times respectively;
- (b) in respect of the Comparable Packaging Business Companies:
 - (i) the EV/TTM EBITDA of the Group (as implied by the Offer Price) of 4.4 times is within the range of EV/TTM EBITDA ratios of the Comparable Packaging Business Companies of between 3.0 times and 4.9 times, and above the mean and median EV/TTM EBITDA ratios of the Comparable Packaging Business Companies of 4.0 times and 4.0 times respectively;
 - (ii) the TTM P/E of the Group (as implied by the Offer Price) of 10.5 times is within the range of the TTM P/E ratios of the Comparable Packaging Business Companies of between 5.6 times and 14.2 times but below the mean and median TTM P/E ratios of the Comparable Packaging Business Companies of 10.9 times and 12.0 times respectively;
 - (iii) the P/NAV of the Group (as implied by the Offer Price) of 0.65 times is within the range of P/NAV of the Comparable Packaging Business Companies of between 0.28 times to 0.93 times, and above the mean and median P/NAV of the Comparable Packaging Business Companies of 0.59 times and 0.57 times respectively; and
 - (iv) the P/RNAV of the Group (as implied by the Offer Price) of 0.56 times is within the range of P/NAV of the Comparable Packaging Business Companies of between 0.28 times to 0.93 times and below the mean and median P/NAV ratios of the Comparable Packaging Business Companies of 0.59 times and 0.57 times respectively.

7.6 Comparison with recent non-privatisation and successful privatisation transactions for companies listed on the SGX-ST

As highlighted in the Offer Document, the Offeror does not have any present intention to actively pursue the delisting of the Company from the Main Board of the SGX-ST. In the event that the Free Float Requirement is not satisfied at the close of the Offer, and the trading of the Shares on the SGX-ST is suspended pursuant to Rule 724, Rule 1105 or Rule 1303(1) of the Listing Manual, the Offeror reserves the right and discretion to assess the options available to himself at such time. However, depending on the ultimate level of acceptances received by the Offer, in the event that the Offeror is entitled to the rights of compulsory acquisition (if applicable) under Section 215(1) of the Companies Act, the Offeror intends to exercise his right to compulsorily acquire all

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the Offer Shares not acquired under the Offer and then proceed to delist the Company from the SGX-ST.

Therefore, in our evaluation of the Offer Price, we have compared the valuation statistics of the Company implied by the Offer Price with: (a) non-privatisation offers (the “**Precedent Non-Privatisation Offers**”) which were announced and completed since 1 January 2022 wherein the offerors had indicated their intention to preserve the listing status of the target companies and these companies continued to be listed after the close of their respective offers; and (b) successful privatisation transactions with a fair and reasonable opinion, involving companies listed on the SGX-ST (excluding real estate investment trusts and business trusts) that were announced and completed, since 1 January 2022 (“**Precedent Privatisation Transactions**”).

It should be noted that the companies involved in the Precedent Non-Privatisation Offers and Precedent Privatisation Transactions may not be directly comparable to the Group due to differences in, *inter alia*, business activities, scale of operations, geographical markets, track record, future prospects, asset base, liquidity, market capitalisation, risk profile and other relevant criteria. In addition, economic conditions have changed and may differ over the relevant periods, thus affecting, *inter alia*, the economic terms of the relevant offer considerations. Therefore, it should be noted that the comparison made herein serves only as an illustrative guide of the premium/discount of offer prices over the last transacted prices, VWAPs and NAV (or Revalued NAV (“**RNAV**”)) without having regard to their specific industry characteristics, and the conclusions drawn from such comparisons may not necessarily reflect the perceived or implied market valuation of the Company. Shareholders should also note that the lists of Precedent Non-Privatisation Offers and Precedent Privatisation Transactions are not exhaustive and information relating to the Precedent Non-Privatisation Offers and Precedent Privatisation Transaction was compiled from publicly available information.

7.6.1 Precedent Non-Privatisation Offers

Company Name	Type ⁽¹⁾	Announcement date	Premium/(discount) of offer price over				Offer Price/NAV or Offer Price/RNAV ⁽²⁾ (times)	IFA recommendation
			Last transacted price (%)	1-month VWAP (%)	3-month VWAP (%)	6-month VWAP (%)		
Aoxin Q & M Dental Group Limited	MGO	30 April 2025	0.0	(15.4)	(19.0)	(22.6)	0.33	Reject – Not Fair and Not Reasonable
HG Metal Manufacturing Limited	MGO	16 Dec 2024	(12.8)	(14.7)	(15.0)	(13.4)	0.50	Reject – Not Fair and Not Reasonable
Vibropower Corporation Limited	MGO	21 Nov 2024	0.0	(9.1)	(20.0)	(9.1)	0.13	Reject – Not Fair and Not Reasonable
NSL Ltd	MGO	23 Sep 2024	7.1	10.1	5.3	4.3	0.92	Accept – Not Fair but Reasonable
Nera Telecommunications Ltd	MGO	4 Sep 2024	(6.3)	(5.1)	(3.9)	(6.3)	0.60	Reject – Not Fair and Not Reasonable
No Signboard Holdings Ltd	MGO	28 March 2024	_(3)	_(3)	_(3)	_(3)	_(4)	Reject – Not Fair and Not Reasonable
Datapulse Technology Limited	MGO	11 Aug 2023	(2.2)	0.0	0.0	(1.1)	0.37	Reject – Not Fair and Not Reasonable
ICP Ltd	MGO	11 Jul 2023	(12.5)	(24.7)	(29.3)	(28.6)	0.90	Reject – Not Fair and Not Reasonable
Sunrise Shares Holdings Ltd.	MGO	10 Jul 2023	(37.7)	(36.3)	(40.1)	(41.1)	1.20	Accept – Fair and Reasonable
Halcyon Agri Corporation Limited	MGO	3 Feb 2023	42.4	64.2	68.7	71.0	1.12	Accept – Fair and Reasonable

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Company Name	Type ⁽¹⁾	Announcement date	Premium/(discount) of offer price over				Offer Price/NAV or Offer Price/RNAV ⁽²⁾ (times)	IFA recommendation
			Last transacted price (%)	1-month VWAP (%)	3-month VWAP (%)	6-month VWAP (%)		
Revez Corporation Ltd	MGO	7 Dec 2022	(66.0)	(65.6)	(67.0)	(69.7)	0.83	Reject – Not Fair and Not reasonable
Procurri Corporation Limited	MGO	20 May 2022	0.0	3.3	9.3	17.3	2.19	Accept – Fair and reasonable
Keong Hong Holdings Limited	MGO	21 Jan 2022	3.8	7.9	11.1	11.0	0.50	Reject - Not fair, not reasonable
Maximum			42.4	64.2	68.7	71.0	2.19	
Mean			(7.0)	(7.1)	(8.3)	(7.4)	0.80	
Median			(1.1)	(7.1)	(0.5)	(7.7)	0.72	
Minimum			(66.0)	(65.6)	(67.0)	(69.7)	0.13	
The Company – Implied by the Offer Price	MGO	10 Jul 2025	0.0	7.8	10.8	13.3	0.65⁽⁵⁾ 0.56⁽⁶⁾	

Source: SGX-ST announcements and respective circulars to shareholders in relation to the Precedent Non-Privatisation Offers

Notes:

- (1) MGO – Mandatory General Offer and VGO – Voluntary General Offer.
- (2) Based on the NAV per share or RNAV per share, where available, as published in the respective independent financial adviser's letter.
- (3) The shares in No Signboard Holdings Ltd had been halted and suspended since 19 January 2022 and resumed trading from 15 March 2024. Since the shares in No Signboard Holdings Ltd were traded less than a month prior to the offer announcement date and prior to the offer announcement date, there were no public market for the shares in No Signboard Holdings Ltd for more than two (2) years, any comparison of the market premia to the historical share prices prior to the suspension will not be meaningful.
- (4) Not meaningful given that No Signboard Holdings Ltd recorded unaudited net liabilities and adjusted net liabilities as at 30 September 2023.
- (5) Based on the NAV per Share of S\$0.616 as at 30 June 2025.
- (6) Based on the RNAV per Share of S\$0.718 as at 30 June 2025.

Based on the above, we note the following in respect of the Precedent Non-Privatisation Offers:

- (a) the parity of the Offer Price with the last transacted price of the Shares on the Last Trading Day is:
 - (i) within the range of the corresponding (discount)/premium of the Precedent Non-Privatisation Offers of between (66.0)% and 42.4%;
 - (ii) above the corresponding mean and median discount of the Precedent Non-Privatisation Offers of (7.0)% and (1.1)% respectively; and
 - (iii) within the range of the corresponding (discount)/premium of the Precedent Non-Privatisation Offers that were opined by the respective IFA to be fair and reasonable of between (37.7)% and 42.4%;
- (b) the premia implied by the Offer Price of 7.8% over the 1-month VWAP of the Shares prior to and including the Last Trading Day is:
 - (i) within the range of the corresponding (discount)/premium of the Precedent Non-Privatisation Offers of between (65.6)% and 64.2%;

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- (ii) above the corresponding mean and median discount of the Precedent Non-Privatisation Offers of (7.1)% and (7.1)% respectively; and
 - (iii) within the range of the corresponding (discount)/premium of the Precedent Non-Privatisation Offers that were opined by the respective IFA to be fair and reasonable of between (36.3)% and 64.2%;
- (c) the premia implied by the Offer Price of 10.8% over the 3-month VWAP of the Shares prior to and including the Last Trading Day is:
 - (i) within the range of the corresponding (discount)/premium of the Precedent Non-Privatisation Offers of between (67.0)% and 68.7%;
 - (ii) above the corresponding mean and median discount of the Precedent Non-Privatisation Offers of (8.3)% and (0.5)% respectively; and
 - (iii) within the range of the corresponding (discount)/premium of the Precedent Non-Privatisation Offers that were opined by the respective IFA to be fair and reasonable of between (40.1)% and 68.7%;
- (d) the premia implied by the Offer Price of 13.3% over the 6-month VWAP of the Shares prior to and including the Last Trading Day is:
 - (i) within the range of the corresponding (discount)/premium of the Precedent Non-Privatisation Offers of between (69.7)% and 71.0%;
 - (ii) above the corresponding mean and median discount of the Precedent Non-Privatisation Offers of (7.4)% and (7.7)% respectively; and
 - (iii) within the range of the corresponding (discount)/premium of the Precedent Non-Privatisation Offers that were opined by the respective IFA to be fair and reasonable of between (41.1)% and 71.0%;
- (e) the P/NAV as implied by the Offer Price of 0.65 times is:
 - (i) within the range of the Offer Price/NAV (or Offer Price/RNAV) of the Precedent Non-Privatisation Offers of between 0.13 times and 2.19 times;
 - (ii) below the mean and median Offer Price/NAV (or Offer Price/RNAV) of the Precedent Non-Privatisation Offers of 0.80 times and 0.72 times respectively; and
 - (iii) below the range of the Offer Price/NAV (or Offer Price/RNAV) of the Precedent Non-Privatisation Offers that were opined by the respective IFA to be fair and reasonable of between 1.12 times to 2.19 times;
- (f) the P/RNAV as implied by the Offer Price of 0.56 times is:
 - (i) within the range of the Offer Price/NAV (or Offer Price/RNAV) of the Precedent Non-Privatisation Offers of between 0.13 times and 2.19 times;
 - (ii) below the mean and median Offer Price/NAV (or Offer Price/RNAV) of the Precedent Non-Privatisation Offers of 0.80 times and 0.72 times respectively; and
 - (iii) below the range of the Offer Price/NAV (or Offer Price/RNAV) of the Precedent Non-Privatisation Offers that were opined by the respective IFA to be fair and reasonable of between 1.12 times to 2.19 times.

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7.6.2 Precedent Privatisation Transactions

Company Name	Type ⁽¹⁾	Announcement date	Premium of offer price over				Offer Price/ NAV or Offer Price/RNAV ⁽²⁾ (times)
			Last transacted price (%)	1- month VWAP (%)	3- month VWAP (%)	6- month VWAP (%)	
Amara Holdings Limited	VGO	28 April 25	27.0	42.1	44.8	46.7	0.63
Sinarmas Land Limited	VGO	27 Mar 25	36.4	41.6	27.7	21.6	0.44
PEC Ltd	SOA	17 Feb 25	13.6	23.5	28.6	30.6	0.89
Econ Healthcare (Asia) Limited	SOA	14 Feb 25	29.1	43.7	53.7	59.9	2.09
SLB Development Ltd.	SOA	24 Jan 25	36.1	54.4	62.0	69.1	1.13
Japfa Ltd.	SOA	24 Jan 25	34.8	39.0	51.2	70.3	1.10
5E Resources Limited	SOA	25 Oct 24	22.6	22.2	21.8	26.2	1.61
Dyna-Mac Holdings Ltd.	VGO	11 Sep 24	35.4	18.6	27.4	44.4	5.88
Silverlake Axis Ltd.	VGO	26 Aug 24	20.0	27.7	25.0	31.9	2.77
Second Chance Properties Ltd	VGO	10 Jul 24	39.5	40.8	37.0	33.3	1.01
RE&S Holdings Limited	SOA	19 May 24	56.5	65.1	50.0	45.2	1.93
Isetan (Singapore) Limited	SOA	1 Apr 24	153.5	173.4	171.1	168.9	0.70
Best World International Limited	EO	22 Mar 24	46.3	47.1	46.3	48.4	1.88
Boustead Projects Limited	EO	14 Nov 23	23.6	24.1	25.7	26.6	0.63
Healthway Medical Corporation Limited	VD	3 Jul 23	45.5	45.0	44.1	39.9	1.07
LHN Logistics Limited	VGO	4 Jun 23	34.9	35.7	39.0	44.3	2.01
Challenger Technologies Limited	VGO	30 May 23	9.1	10.5	11.9	14.3	1.46
Global Palm Resources Holdings Limited	VGO	29 Mar 23	93.8	86.6	70.1	70.1	0.78
G.K. Goh Holdings Limited	VGO	28 Feb 23	38.5	38.8	39.2	37.6	0.97
Global Dragon Limited	VGO	10 Feb 23	14.3	15.4	22.4	17.6	0.73
Chip Eng Seng Corporation Ltd	MGO	24 Nov 22	5.6	13.1	26.5	33.7	0.56
Golden Energy and Resources Limited	VD	9 Nov 22	15.8	23.0	44.6	48.3	4.50
Colex Holdings Limited	SOA	17 Oct 22	25.0	13.9	13.3	0.9	1.62
Asian Healthcare Specialists Limited	VGO	6 Oct 22	17.5	18.3	21.3	22.3	2.07
MS Holdings Limited	VGO	3 Oct 22	16.7	Nil	25.2	25.5	0.48
Moya Holdings Asia Limited	VD	14 Sep 22	41.5	43.8	48.4	48.4	1.39
Singapore Medical Group Limited	VGO	13 Sep 22	23.1	28.1	28.9	25.8	1.14
Memories Group Ltd	VD	12 Sep 22	34.3	67.3	72.2	74.7	1.02
SP Corporation Limited	SOA	20 Aug 22	169.5	163.7	162.8	156.9	1.00
Hwa Hong Corporation Limited	VGO	17 May 22	36.5	36.1	32.0	22.0	0.79
Excelpoint Technology Ltd	SOA	13 Apr 22	21.4	36.6	31.3	45.9	1.58
Singapore O&G Ltd	VGO	7 Mar 22	18.0	14.8	12.2	11.3	3.55
Maximum			169.5	173.4	171.1	168.9	5.88
Mean			38.6	43.7	44.3	45.7	1.54
Median			31.7	36.6	34.5	38.8	1.12
Minimum			5.6	10.5	11.9	0.9	0.44
The Company – Implied by the Offer Price	MGO	10 Jul 25	0.0	7.8	10.8	13.3	0.65⁽³⁾ 0.56⁽⁴⁾

Source: SGX-ST announcements and respective circulars to shareholders in relation to the Precedent Privatisation Transactions

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Notes:

- (1) *EO – Exit Offer; MGO – Mandatory General Offer; VD – Voluntary Delisting; VGO – Voluntary General Offer; and SOA – Scheme of Arrangement.*
- (2) *Based on the NAV per share or RNAV per share, where available, as published in the respective independent financial adviser's letter.*
- (3) *Based on the NAV per Share of S\$0.616 as at 30 June 2025.*
- (4) *Based on the RNAV per Share of S\$0.718 as at 30 June 2025.*

Based on the above, we note the following in respect of the Precedent Privatisation Transactions:

- (a) the parity of the Offer Price with the last transacted price of the Shares on the Last Trading Day is below the range of the corresponding premium of the Precedent Privatisation Transactions of between 5.6% and 169.5%;
- (b) the premia implied by the Offer Price of 7.8% over the 1-month VWAP of the Shares prior to and including the Last Trading Day is below the range of the corresponding premium of the Precedent Privatisation Transactions of between 10.5% and 173.4%;
- (c) the premia implied by the Offer Price of 10.8% over the 3-month VWAP of the Shares prior to and including the Last Trading Day is below the range of the corresponding premium of the Precedent Privatisation Transactions of between 11.9% and 171.1%;
- (d) the premia implied by the Offer Price of 13.3% over the 6-month VWAP of the Shares prior to and including the Last Trading Day is:
 - (i) within the range of the corresponding premium of the Precedent Privatisation Transactions of between 0.9% and 168.9%; and
 - (ii) below the corresponding mean and median premium of the Precedent Privatisation Transactions of 45.7% and 38.8% respectively;
- (e) the P/NAV as implied by the Offer Price of 0.65 times is:
 - (i) within the range of the Offer Price/NAV (or Offer Price/RNAV) of the Precedent Privatisation Transactions of between 0.44 times and 5.88 times; and
 - (ii) below the mean and median Offer Price/NAV (or Offer Price/RNAV) of the Precedent Privatisation Transactions of 1.54 times and 1.12 times respectively.
- (f) the P/RNAV as implied by the Offer Price of 0.56 times is:
 - (i) within the range of the Offer Price/NAV (or Offer Price/RNAV) of the Precedent Privatisation Transactions of between 0.44 times and 5.88 times; and
 - (ii) below the mean and median Offer Price/NAV (or Offer Price/RNAV) of the Precedent Privatisation Transactions of 1.54 times and 1.12 times respectively.

7.7 Estimated range of values of the Shares

Although Tat Seng Packaging Group Ltd. ("**Tat Seng**") (in which the Group holds approximately 64% equity interest) is listed on the SGX-ST, we did not adopt a sum-of-the-parts methodology using the market price of Tat Seng to arrive at the estimated range of value for the Shares, in view of the low trading liquidity of the shares of Tat Seng and as the market price of Tat Seng shares may not be a fair reflection of its underlying value due to the low trading illiquidity. In deriving the estimated range of values of the Shares, we have mainly considered the mean and median EV/TTM EBITDA ratios and P/NAV ratios of the Comparable Companies.

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As mentioned in the earlier paragraphs of this IFA Letter, the Group operates under two main segments being the FMCG Business and Packaging Business and we noted that the Group has been consistently recording profits with positive EBITDA for the past three financial years. Based on the unaudited 1H2025 results and the audited results for FY2024, we have computed the TTM 30 June 2025 results from operating activities for the FMCG Business and Packaging Business of the Group to be approximately S\$14.1 million and S\$18.1 million respectively. Accordingly, we considered it appropriate to apply a weightage of 43.8% and 56.2% to the corresponding mean and median EV/TTM EBITDA ratios and P/NAV of the Comparable Consumer FMCG Companies and the Comparable Packaging Business Companies to derive at the implied valuation for the Group.

	Implied Valuation Range	
Valuation parameters	(Low)	(High)
(a) EV/TTM EBITDA (mean and median) of Comparable Companies ⁽¹⁾	S\$251.6 million	S\$265.4 million
Implied Share Price – mid-point (S\$)⁽³⁾	S\$0.474	
(b) P/NAV (mean and median) of Comparable Companies ⁽²⁾	S\$230.1 million	S\$247.8 million
Implied Share Price – mid-point (S\$)⁽³⁾	S\$0.438	

Notes:

- (1) Based on the mean and median EV/TTM EBITDA of 7.7 times and 6.6 times of the Comparable Consumer FMCG Companies respectively and mean and median EV/TTM EBITDA of 4.0 times and 4.0 times of the Comparable Packaging Business Companies respectively.
- (2) Based on the mean and median P/NAV of 0.93 times and 0.83 times of the Comparable Consumer FMCG Companies respectively and mean and median P/NAV of 0.59 times and 0.57 times of the Comparable Packaging Business Companies respectively.
- (3) Based on 545,296,946 Shares (excluding 25,699,800 treasury shares) of the Company as at the Latest Practicable Date.

Based on the above, the estimated value of the Shares would be between S\$0.438 and S\$0.474 per Share. The Offer Price of S\$0.40 is **below** our estimated range of values of the Shares of **S\$0.438 to S\$0.474** per Share.

7.8 Other relevant considerations

7.8.1 Previous acquisitions of Shares by the Offeror

As set out in paragraph 7 of the Offer Document, the Offeror has on various occasions, prior to the Offer, acquired additional Shares in the Company between 4 December 2023 to 14 November 2024. The Highest Purchase Price paid for such Shares is S\$0.36 per Share. We note that the Offer Price represents a premium of approximately 11.1% to this Highest Purchase Price paid in connection with the Post Share Buy-Back Purchases. Shareholders should note that the determination of the transacted price relating to the previous acquisition of the Shares is dependent on the circumstances and market sentiment prevailing at the time of the acquisition. Consequently, the above comparison merely serves as a general guide.

In addition, as set out in paragraph 8 of the Offer Document, the Offeror has incurred the obligation to make the Offer, following his purchase of the Sale Shares (which represents approximately 11.55% of the total number of Shares) from the Seller by way of a married trade at S\$0.40 per Sale Share, which took place on 11 July 2025.

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7.8.2 Absence of alternative takeover offer

The Directors have confirmed that, as at the Latest Practicable Date, apart from the Offer being made by the Offeror, no alternative offer or proposal has been received by the Company. We also note that there is no publicly available evidence of any alternative offer for the Shares from any third party.

We note that as at the Latest Practicable Date, that the total number of Shares that the Offeror and parties acting in concert with him owned, controlled or have agreed to acquire (including by way of valid acceptances of the Offer) amount to an aggregate of 381,899,141 Shares, representing 70.04% of the total number of Shares of the Company. Hence, the likelihood of competing offers is remote.

7.8.3 Statutory control of the Company

As at the Latest Practicable Date, the total number of Shares that the Offeror and parties acting in concert with him owned, controlled or have agreed to acquire (including by way of valid acceptances of the Offer) amount to an aggregate of 381,899,141 Shares, representing 70.04% of the total number of Shares, which means that the Offeror can pass all ordinary resolutions on matters in which they do not have an interest at future general meetings of Shareholders including on dividend payments by the Company.

7.8.4 Dividend track record of the Company

For the purpose of assessing the Offer, we have considered the historical dividend track record of the Shares and compared them with the returns which a Shareholder may potentially obtain by re-investing the proceeds from the Offer in other selected alternative equity investments.

Based on the Company's latest annual report for the financial year ended 31 December 2024, the Company has put in place a written dividend policy. Although declaring and recommending dividend are not fixed, the policy is to recommend dividends consistent with the Company's objective, *inter alia* of maximizing shareholders' value. Dividend payments are affected by internal and external factors such as level of the Company's earnings, results of operations, capital requirements, cash flows, financial conditions, plans for expansion, general political, economic and business conditions including legal or contractual restrictions that may impact the Company from time to time and matters which the board of the Company may act in the best interest of the Company. The board of the Company will carefully consider and evaluate the aforementioned before proposing any dividend.

In this regard, we note that the Company has been paying dividends for the past three financial years. We set out below the information on the dividend per Share declared and paid by the Company for the past three financial years:

	Total dividend per Share (S\$)	Average Share price (S\$) ⁽¹⁾	Dividend yield ⁽²⁾
FY2024	0.018	0.337	5.3%
FY2023	0.018	0.330	5.5%
FY2022	0.0125	0.380	3.3%

Source: Bloomberg L.P. and Company's announcements on SGXNET

Notes:

- (1) Based on the daily closing prices of the Shares for the respective financial year over the number of days on which trades in the Company's Shares were recorded. Rounded to the nearest three (3) decimal places.
- (2) Computed based on the dividend per Share divided by the average Share price for the year. Rounded to the nearest two (2) decimal places.

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Based on the above dividend track record, we calculate the average annualised dividend per Share over the past three financial years to be S\$0.016, which represents a dividend yield of approximately 4.0% based on the Offer Price.

For the purpose of analysing the Offer, we have considered that the Shareholders who realise their investments in the Shares via the Offer may re-invest the proceeds in selected alternative investments such as a broad Singapore market index instrument like the STI Exchange-Traded Fund (“**STI ETF**”) as follows:

	%
Trailing 12-month dividend yield of the STI ETF as at the Latest Practicable Date	4.06

Source: Bloomberg L.P.

This suggests that Shareholders who realise their investments via the Offer may potentially experience a slight increase in dividend income if they reinvest the proceeds in the above-mentioned alternative investment.

We wish to highlight that the above analysis of the Company's dividend track record only serves as an illustrative guide and is not an indication of the Company's future dividend pay-out nor an indication of the prospective performance of STI ETF. **There is no assurance that the Company will continue with such or any dividends pay-outs in the future.**

7.8.5 Outlook of the Group

We note that the Company had, in the 1H2025 results announcement, included a commentary on the competitive conditions of the industry in which the Group operates and any known factors or events that may affect the Group in the next operating period and the next 12 months, which is reproduced in italics below:

“Consumer goods segment continues to face stiff competition from global brands and the growing presence of retailer house brands. Supermarket chains have been expanding their house brand offerings, which are competitively priced. At the same time, geopolitical tensions and rising operational costs including labour, logistics and raw materials, could further impact the Group's performance.

To navigate this challenging environment, the Group will continue to invest in marketing and promotional activities to enhance our brand loyalty amid heightened competitions from house brands. We will also expand our product portfolio by introducing new products that align with evolving consumer preferences while implementing cost control measures to manage operating costs.

The ongoing geopolitical trade conflicts continue to weigh on the global economy and the countries that Packaging Business operates in. Excess capacity continues to dominate the corrugated packaging industry in China, exacerbating the intense price competition situation. These factors, combined with any increase in raw material costs could have a direct impact on our performance or margins. Our Packaging Business will continue to monitor the evolving situation closely. To overcome these challenges, Packaging Business remain vigilant in managing credit exposure and maintaining a healthy financial position. Management will continue to drive business performance by enhancing human capital development and executing improvement strategies in terms of cost management, enhancing operational efficiency and boosting productivity.

The Group is on robust footing with a positive net cash position and strong balance sheet. We will continue to leverage on our existing strengths such as our large stable of consumer brand assets to grow and build resilience in our core businesses. While we remain steadfast in strengthening

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our core businesses, we are also actively exploring new business opportunities to drive sustainable growth.”

7.8.6 Offeror’s intention relating to the listing status of the Company and compulsory acquisition

As set out in paragraph 12 of the Offer Document, the Offeror does not have any present intention to actively pursue the delisting of the Company from the Main Board of the SGX-ST. In the event that the Free Float Requirement is not satisfied at the close of the Offer, and the trading of the Shares on the SGX-ST is suspended pursuant to Rule 724, Rule 1105 or Rule 1303(1) of the Listing Manual, the Offeror reserves the right and discretion to assess the options available to himself at such time.

Pursuant to Section 215(1) of the Companies Act, if the Offeror receives valid acceptances pursuant to the Offer or otherwise acquires Shares during the period when the Offer is open for acceptance in respect of not less than 90% of the total number of Shares (other than those already held, or treated as held, by the Offeror as at the date of the Offer and excluding treasury shares of the Company), the Offeror would be entitled to exercise the right to compulsorily acquire all the Shares held by Shareholders who have not accepted the Offer at a price equal to the Offer Price.

In addition, pursuant to Section 215(3) of the Companies Act, if the Offeror acquires such number of Shares which, together with the Shares held or treated as held by him, comprise 90% or more of the total number of Shares as at the close of the Offer, Shareholders who have not accepted the Offer have a right to require the Offeror to acquire their Shares at the Offer Price. Shareholders who wish to exercise such rights are advised to seek their own independent legal advice.

In such event, the Offeror intends to exercise his right to compulsorily acquire all the Offer Shares not acquired under the Offer. The Offeror will then proceed to delist the Company from the SGX-ST. The Offeror reserves the right and discretion, if such event arises, to assess the options available and there is no assurance that the current intention will be carried into effect.

7.8.7 Offer is unconditional in all respects as at the Latest Practicable Date

Pursuant to Rule 14.2 of the Code, if the Offeror and parties acting in concert with him do not hold in aggregate more than 50% of the Shares when the Offer is made, the Offer is required to be made conditional upon the Offeror receiving such number of acceptances which would result in the Offeror and parties acting in concert with him holding in aggregate more than 50% of the voting rights attributable to the total Shares.

Accordingly, the Offer will be conditional upon the Offeror having received, by the close of the Offer, valid acceptances in respect of such number of Offer Shares which, when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror and the parties acting in concert with him (either before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror and the parties acting in concert with him holding such number of Shares carrying more than 50% of the voting rights attributable to the Shares (excluding any Shares held in treasury) as at the close of the Offer (the **"Minimum Acceptance Condition"**). Save for the Minimum Acceptance Condition, the Offer is unconditional in all other respects.

On 7 August 2025, UOBKH announced, for and on behalf of the Offeror, that the total number of Shares that the Offeror and parties acting in concert with him owned, controlled or have agreed to acquire (including by way of valid acceptances of the Offer) amount to an aggregate of 381,899,141 Shares, representing 70.04% of the total number of Shares, accordingly, the Minimum Acceptance Condition has been satisfied, and that the Offer has been declared unconditional.

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7.8.8 Transaction costs in connection with the disposal of the Shares

The Offer presents an opportunity for Shareholders to dispose of their Shares for cash without incurring any transaction costs as opposed to the sale of the Shares in the open market which will incur expenses such as brokerage commission and/or other trading costs.

8. OUR OPINION AND RECOMMENDATION IN RESPECT OF THE OFFER

In arriving at our opinion in respect of the Offer, we have taken into account a range of factors which we consider, based on available information as at the Latest Practicable Date, to be pertinent and have significant bearing on our assessment of the Offer. Accordingly, it is important that this IFA Letter, in particular, all the considerations and information we have taken into account, be read in its entirety.

In determining the fairness of the financial terms of the Offer, we have considered, *inter alia*, the following pertinent factors pertaining to the value of the Shares:

- (a) while the Offer Price represents a P/NAV ratio of approximately 0.649 times or a discount of approximately 35.1% to the NAV per Share, the Shares had consistently traded at a discount to its NAV per Share with an average P/NAV of 0.580 times for the 3-year period prior to and including the Last Trading Day. The P/NAV (as implied by the Offer Price) of 0.649 times is above the average P/NAV of the Shares of 0.563 times, 0.560 times, 0.562 times, 0.570 times and 0.579 times for the 2-year, 12-month, 6-month, 3-month and 1-month periods respectively, prior to and including the Last Trading Day;
- (b) the P/NAV (as implied by the Offer Price) of 0.649 times represents a marginal premium to the average P/NAV of the Shares of 0.643 times for the period after the Offer Announcement Date to the Latest Practicable Date;
- (c) in respect of the Comparable Companies, the P/NAV of the Group (as implied by the Offer Price) of 0.649 times is within the range of P/NAV of the Comparable Consumer FMCG Companies and the Comparable Packaging Business Companies, below the mean and median P/NAV ratios of the Comparable Consumer FMCG Companies but above the mean and median P/NAV of the Comparable Packaging Business Companies;
- (d) in terms of the earning-based valuation multiples in respect of the Comparable Companies, the EV/TTM EBITDA of the Group (as implied by the Offer Price) of 4.4 times is below the range of EV/TTM EBITDA ratios of the Comparable Consumer FMCG Companies, but within the range of EV/TTM EBITDA ratios of the Comparable Packaging Business Companies and above the mean and median of the EV/TTM EBITDA ratios of the Comparable Packaging Business Companies, while the TTM P/E of the Group (as implied by the Offer Price) of 10.5 times is within the range of the TTM P/E ratios of both the Comparable Consumer FMCG Companies and Comparable Packaging Business Companies, above the mean and median TTM P/E ratios of the Comparable Consumer FMCG Companies but below the mean and median TTM P/E ratios of the Comparable Packaging Business Companies;
- (e) in respect of the Precedent Non-Privatisation Offers, the P/NAV as implied by the Offer Price of approximately 0.65 times is below the range of the Offer Price/NAV (or Offer Price/RNAV) of the Precedent Non-Privatisation Offers that were opined by the respective IFA to be fair and reasonable;
- (f) in respect of the Precedent Non-Privatisation Offers, the P/RNAV as implied by the Offer Price of approximately 0.56 times is below the range of the Offer Price/NAV (or Offer Price/RNAV) of the Precedent Non-Privatisation Offers that were opined by the respective IFA to be fair and reasonable;

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- (g) the Offer Price of S\$0.40 is **below** our estimated range of values of the Shares of **S\$0.438 to S\$0.474** per Share.

After having carefully considered the pertinent factors above, we are of the opinion that the Offer is **NOT FAIR**.

In determining the reasonableness of the Offer Price, apart from the above assessment that the Offer is NOT FAIR, we have also considered, *inter alia*, the following factors:

- (h) the trading of the Shares is extremely illiquid. During the Period Under Review, the Shares were traded on 687 market days out of a total of 752 market days. During this period, the average daily trading volume of the Shares was approximately 69,083 Shares, representing approximately only 0.04% of the free float of the Company. Accordingly, the Offer represents an exit opportunity for Shareholders, given the **extremely low trading liquidity**, to dispose of their Shares for cash without incurring any transaction costs as opposed to the sale of the Shares in the open market which will incur expenses such as brokerage commission and/or other trading costs;
- (i) the Offeror has incurred the obligation to make the Offer, following his purchase of the Sale Shares (which represents approximately 11.55% of the total number of Shares) from the Seller by way of a married trade at S\$0.40 per Sale Share, which took place on 11 July 2025;
- (j) the Offer Price of S\$0.40 is at a premium of approximately 16.3%, 17.3%, 14.9%, 13.3%, 10.8% and 7.8% to the VWAP of the Shares for the 3-year, 2-year, 12-month, 6-month, 3-month and 1-month periods prior to and including the Last Trading Day respectively. During the Period Under Review, there were only 2 days on which the closing price of the Shares was above the Offer Price;
- (k) the Offer Price of S\$0.40 is at a slight premium of approximately 0.3% above the VWAP of the Shares of S\$0.399 for the period after the Offer Announcement to the Latest Practicable Date, and is the same as the closing price of the Shares of S\$0.40 as at the Latest Practicable Date;
- (l) in respect of the Precedent Non-Privatisation Offers, the parity of the Offer Price with the last transacted price of the Shares on the Last Trading Day, and the premia implied by the Offer Price of 7.8%, 10.8% and 13.3% over the last transacted price on the Last Trading Day and over the 1-month, 3-month and 6-month VWAP of the Shares prior to and including the Last Trading Day respectively is within the range of the corresponding premium of the Precedent Non-Privatisation Offers that were opined by the respective IFA to be fair and reasonable;
- (m) as at the Latest Practicable Date, apart from the Offer being made by the Offeror, no alternative offer or proposal has been received by the Company. We also note that there is no publicly available evidence of any alternative offer for the Shares from any third party;
- (n) as at the Latest Practicable Date, the Offer is unconditional in all respects; and
- (o) the Offeror does not have any present intention to actively pursue the delisting of the Company from the Main Board of the SGX-ST. However, in the event that the Offeror is entitled to exercise any rights of compulsory acquisition that may arise under Section 215(1) of the Companies Act, the Offeror intends to exercise his right to compulsorily acquire all the Offer Shares not acquired under the Offer. The Offeror will then proceed to delist the Company from the SGX-ST. The Offeror reserves the right and discretion, if such event arises, to assess the options available and there is no assurance that the current intention will be carried into effect.

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After having carefully considered the factors above, we are of the opinion that the Offer is **REASONABLE**.

Having regard to the foregoing considerations set out in this IFA Letter and information available to us as at the Latest Practicable Date, we are of the opinion that, on balance, the financial terms of the Offer are **NOT FAIR BUT REASONABLE**. Accordingly, we advise the Independent Directors to recommend Shareholders to **ACCEPT** the Offer.

Shareholders who wish to realise their investment in the Company can choose to sell their Shares in the open market if they can obtain a price higher than the Offer Price, after taking into account all transaction costs in connection with open market transactions.

This IFA Letter is addressed to the Independent Directors for their benefit, in connection with and for the purpose of their consideration of the financial terms of the Offer and should not be relied on by any other party. The recommendation made by them to the Shareholders in relation to the Offer shall remain the responsibility of the Independent Directors.

In rendering our opinion and providing our recommendation, we did not have regard to the specific objectives, financial situation, tax position, risk profile or unique needs and constraints of any Shareholder. As different Shareholders would have different investment profiles and objectives, we recommend that any Shareholder who may require specific advice in relation to his/her investment portfolio or objectives should consult his/her stock broker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

Whilst a copy of this IFA Letter may be reproduced in the Circular, neither the Company, the Independent Directors, nor any other persons may reproduce, disseminate or quote this IFA Letter (or any part thereof) for any other purpose at any time and in any manner without our prior written consent in each specific case, except for the purpose of the Offer.

This IFA Letter is governed by, and construed in accordance with, the laws of Singapore, and is strictly limited to the matters stated herein and does not apply by implication to any other matter.

Yours faithfully,

For and on behalf of
W Capital Markets Pte. Ltd.

Sheila Ong
Senior Vice President
Corporate Finance

Alicia Chang
Vice President
Corporate Finance

APPENDIX B – GENERAL INFORMATION

1. DIRECTORS

The names, addresses and designations of the Directors as at the Latest Practicable Date are set out below:

Name	Address	Designation
Goi Seng Hui	c/o 348 Jalan Boon Lay Singapore 619529	Executive Chairman
Yui Vivien	c/o 348 Jalan Boon Lay Singapore 619529	Non-Executive and Independent Director
Tan Lye Heng Paul	c/o 348 Jalan Boon Lay Singapore 619529	Non-Executive and Independent Director
Tan Kian Chew	c/o 348 Jalan Boon Lay Singapore 619529	Non-Executive and Independent Director
Goi Kok Ming (Wei Guoming)	c/o 348 Jalan Boon Lay Singapore 619529	Non-Executive and Non-Independent Director

2. HISTORY

The Company is a company incorporated in Singapore in 1974 and was listed on the Main Board of the SGX-ST on 25 October 1990.

3. PRINCIPAL ACTIVITIES

The principal activities of the Group are manufacturing, brand management, marketing, warehousing and distribution, and provision of essential products and services across various sectors, as well as investments in various enterprises.

4. SHARE CAPITAL

4.1 Issued Share Capital

As at the Latest Practicable Date, the Company has an issued and paid-up share capital of S\$177,302,000 comprising 545,296,946 Shares, excluding 25,699,800 treasury shares. There is only one class of shares in the capital of the Company, comprising the Shares.

As at the Latest Practicable Date, the Company does not have any other outstanding instruments convertible into, rights to subscribe for, and options in respect of, securities which carry voting rights affecting the Shares.

4.2 Restrictions on transfer

There is no restriction in the Constitution on the right to transfer any Shares, which has the effect of requiring the holders of such Shares before transferring them, to first offer them for purchase to Shareholders or any other person.

APPENDIX B – GENERAL INFORMATION

4.3 Rights in Respect of Capital, Dividends and Voting

The rights of Shareholders in respect of capital, dividends and voting are set out in the Constitution. For ease of reference, selected texts of the Constitution relating to the same have been extracted and reproduced in **Appendix G** to this Circular.

4.4 Number of Shares issued since the End of the Last Financial Year

No Shares have been issued by the Company since 31 December 2024, being the end of the last financial year of the Company, up to the Latest Practicable Date.

5. DISCLOSURE OF INTERESTS

5.1 Interests of the Company in Offeror Securities

Not applicable as the Offeror is an individual.

5.2 Dealings of the Company in Offeror Securities

Not applicable as the Offeror is an individual.

5.3 Interests of Directors in Offeror Securities

Not applicable as the Offeror is an individual.

5.4 Dealings of the Directors in Offeror Securities

Not applicable as the Offeror is an individual.

5.5 Interests of Directors in Company Securities

Save as disclosed below, as at the Latest Practicable Date, none of the Directors has an interest, direct or indirect, in the Company Securities.

Director	Direct Interest		Shares Deemed Interest		Total Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Goi Seng Hui	236,529,804	43.38	145,369,337 ⁽³⁾	26.66	381,899,141	70.04
Yui Vivien	—	—	—	—	—	—
Tan Lye Heng Paul	20,000	n.m. ⁽²⁾	—	—	20,000	n.m. ⁽²⁾
Tan Kian Chew	—	—	—	—	—	—
Goi Kok Ming (Wei Guoming)	—	—	—	—	—	—

Notes:

⁽¹⁾ All references to percentage shareholding of the issued Shares are based on 545,296,946 Shares in issue as at the Latest Practicable Date (excluding 25,699,800 treasury shares of the Company).

⁽²⁾ Not meaningful.

⁽³⁾ As stated in the Offer Unconditional Announcement, as at 6.00 p.m. (Singapore time) on 7 August 2025, the Offeror has received valid acceptances of the Offer in respect of an aggregate of 145,369,337 Offer Shares, representing approximately 26.66% of the total number of Shares. Accordingly, Dr. Goi Seng Hui, being the Offeror, has a deemed interest in these 145,369,337 Shares.

APPENDIX B – GENERAL INFORMATION

5.6 Dealings in Company Securities by Directors

Save for the purchase of 63,000,000 Shares by the Offeror pursuant to the Sin Huat SPA and any valid acceptances of the Offer received by the Offeror, none of the Directors has dealt for value in the Company Securities during the period commencing six (6) months prior to the Offer Announcement Date and ending on the Latest Practicable Date.

5.7 Interests of the IFA in Company Securities

As at the Latest Practicable Date, none of W Capital, its related corporations or funds whose investments are managed by W Capital or its related corporations on a discretionary basis, owns or controls any Company Securities.

5.8 Dealings in Company Securities by the IFA

As at the Latest Practicable Date, none of W Capital, its related corporations or funds whose investments are managed by W Capital or its related corporations on a discretionary basis, has dealt for value in the Company Securities during the period commencing six months prior to the Offer Announcement Date and ending on the Latest Practicable Date.

5.9 Directors' Intentions in respect of Accepting or Rejecting the Offer

The following Directors who have direct or deemed interests in the Shares have informed the Company of their intentions in respect of the Offer, as follows:

Name	Accept/Reject
Goi Seng Hui	Not applicable ⁽¹⁾
Tan Lye Heng Paul	Accept

Note:

⁽¹⁾ Dr. Goi Seng Hui is the Offeror and the Offer is not extended to the Shares held by him.

6. ARRANGEMENTS AFFECTING DIRECTORS

6.1 Directors' Service Contracts

As at the Latest Practicable Date:

- 6.1.1** there are no service contracts between any Director or proposed director with the Company or any of its subsidiaries with more than 12 months to run and which cannot be terminated by the employing company within the next 12 months without paying any compensation; and
- 6.1.2** there were no such contracts entered into or amended between any Director or proposed director with the Company or any of its subsidiaries during the period commencing six months prior to the Offer Announcement Date and ending on the Latest Practicable Date.

APPENDIX B – GENERAL INFORMATION

6.2 No Payment or Benefit to Directors

As at the Latest Practicable Date, there is no agreement, arrangement or understanding for any payment or other benefit to be made or given to any Director or to any director of any corporation, which is by virtue of Section 6 of the Act, deemed to be related to the Company, as compensation for loss of office or otherwise in connection with the Offer.

6.3 No Agreement Conditional upon Outcome of Offer

As at the Latest Practicable Date, there is no agreement, arrangement or understanding between (a) the Offeror and (b) any Director or any other person in connection with or conditional upon the outcome of the Offer or otherwise connected with the Offer.

6.4 No Material Contracts entered into by Offeror

Save for the Sin Huat SPA, as at the Latest Practicable Date, there are no material contracts entered into by the Offeror in which any Director has a material personal interest, whether direct or indirect.

7. FINANCIAL INFORMATION ON THE GROUP

Set out below is certain financial information extracted from the Annual Reports for FY2022, FY2023 and FY2024, and the 1H2025 Results respectively. The FY2024 Results and 1H2025 Results are set out in **Appendix D** and **Appendix E** to this Circular respectively. The summary of the financial information set out below should be read in conjunction with the audited consolidated financial statements of the Group and the accompanying notes as set out in the Annual Reports for FY2022, FY2023 and FY2024, and the 1H2025 Results respectively, copies of which are available for inspection at the registered address of the Company at 348 Jalan Boon Lay, Singapore 619529 during normal business hours for the period during which the Offer remains open for acceptance.

7.1 Consolidated Income Statements

	Audited FY2022 S\$'000	Audited FY2023 S\$'000	Audited FY2024 S\$'000	Unaudited 1H2025 S\$'000
Revenue	553,044	482,140	488,649	235,274
Profit before tax	32,757	38,021	38,215	15,577
Profit after tax	27,735	29,842	30,320	12,862
Non-controlling interests	8,246	8,045	7,567	3,084
Basic earnings per Share (cents) ⁽¹⁾⁽²⁾	3.52	3.97	4.17	1.79
Diluted earnings per Share (cents) ⁽¹⁾⁽²⁾	3.52	3.97	4.17	1.79
Dividend per Share (cents)	1.25	1.8	1.8	0.2

Notes:

⁽¹⁾ Net earnings per Share is calculated on the same basis as basic earnings per Share and diluted earnings per Share.

⁽²⁾ Calculated based on the number of Shares outstanding, excluding treasury shares, at the end of each relevant period.

This information was extracted from the Annual Reports for FY2022, FY2023 and FY2024 and the 1H2025 Results.

APPENDIX B – GENERAL INFORMATION

7.2 Consolidated Balance Sheet

	Audited as at 31 December 2024 S\$'000	Unaudited as at 30 June 2025 S\$'000
<u>ASSETS</u>		
Non-current assets		
Property, plant and equipment	162,070	154,732
Intangible assets	1,897	1,786
Investment properties	4,047	2,217
Other financial assets	43,911	51,650
Deferred tax assets	2,817	2,742
Trade and other receivables	304	290
Total non-current assets	215,046	213,417
Current assets		
Other financial assets	6,403	6,208
Current tax assets	209	248
Inventories	54,666	45,603
Bills receivable	34,539	34,707
Trade and other receivables	87,986	87,632
Cash on hand and in banks	200,087	180,228
Assets held for sale	–	653
Total current assets	383,890	355,279
Total assets	598,936	568,696
<u>LIABILITIES</u>		
Current liabilities		
Loans and borrowings	64,752	59,111
Current tax liabilities	5,671	3,288
Trade and other payables	70,991	51,985
Deferred income	333	316
Total current liabilities	141,747	114,700
Net current (liabilities) / assets	242,143	240,579

APPENDIX B – GENERAL INFORMATION

	Audited as at 31 December 2024 S\$'000	Unaudited as at 30 June 2025 S\$'000
Non-current liabilities		
Loans and borrowings	24,201	22,597
Trade and other payables	800	800
Deferred income	1,210	1,023
Deferred tax liabilities	6,847	6,425
Total non-current liabilities	33,058	30,845
Total liabilities	174,805	145,545
Net assets	424,131	423,151
<u>EQUITY</u>		
Equity attributable to owners of the Company		
Share capital	177,302	177,302
Other reserves	159,052	158,748
	336,354	336,050
Non-controlling interests	87,777	87,101
Total equity	424,131	423,151

8. MATERIAL CHANGES IN FINANCIAL POSITION

Save as disclosed in this Circular and in publicly available information on the Company (including, without limitation, the announcement released by the Company on 14 August 2025 in respect of its 1H2025 Results as reproduced in **Appendix E** to this Circular and any other announcements released by the Company on SGXNET), as at the Latest Practicable Date, there has not been, within the knowledge of the Directors, any material change in the financial position of the Company since 31 December 2024, being the date of the last published audited financial statements of the Company.

9. MATERIAL CHANGES IN INFORMATION

Save as disclosed in this Circular and save for the information in relation to the Company and the Offer that is publicly available (including, without limitation, the announcements released by the Company on the SGX-ST), there has been no material change in any information previously published by or on behalf of the Company during the period commencing from the Offer Announcement Date and ending on the Latest Practicable Date.

APPENDIX B – GENERAL INFORMATION

10. ACCOUNTING POLICIES

The significant accounting policies of the Group which are disclosed in Note 3 of the FY2024 Results are reproduced in **Appendix D** to this Circular.

As at the Latest Practicable Date, save as disclosed above and in publicly available information on the Group (including, without limitation, the announcements released by the Company on the SGX-ST):

- (i) there are no significant accounting policies or any matter from the notes of the financial statements of the Group which are of any major relevance for the interpretation of the financial statements of the Group; and
- (ii) there are no changes in the accounting policies of the Group which will cause the financial information disclosed in this Circular to be not comparable to a material extent.

11. MATERIAL CONTRACTS WITH INTERESTED PERSONS

As at the Latest Practicable Date, save as disclosed in publicly available information on the Group (including, without limitation, the announcements released by the Company on the SGX-ST), none of the Group Companies has entered into any material contracts with Interested Persons (other than those entered into in the ordinary course of business) during the period commencing three years before the Offer Announcement Date, and ending on the Latest Practicable Date.

12. MATERIAL LITIGATION

As at the Latest Practicable Date, save as disclosed in publicly available information on the Group (including, without limitation, the announcements released by the Company on the SGX-ST):

- (i) none of the Group Companies is engaged in any material litigation or arbitration proceedings as plaintiff or defendant, which might materially and adversely affect the financial position of the Group as a whole; and
- (ii) the Directors are not aware of any litigation, claim, arbitration or other proceedings pending or threatened against any of the Group Companies or of any facts likely to give rise to any such proceedings which might materially or adversely affect the financial position of the Group taken as a whole.

13. VALUATION REPORTS

13.1 Independent Valuation

The Company has commissioned the Valuers to conduct an independent valuation of the Subject Properties. Copies of the Valuation Reports from (i) Knight Frank Pte Ltd, (ii) Colliers International Consultancy & Valuation (Singapore) Pte Ltd, (iii) Jiangsu Suxin Real Estate Appraisal & Consulting Co., Ltd. and (iv) Burgenns Valuation Sdn. Bhd. are set out in **Appendix F** to this Circular.

APPENDIX B – GENERAL INFORMATION

13.2 Potential Tax Liability

Under Rule 26.3 of the Code, the Company is required, *inter alia*, to make an assessment of any potential tax liability which would arise if the assets, which are the subject of a valuation given in connection with an offer, were to be sold at the amount of valuation.

The estimated tax liabilities, assuming a hypothetical sale of the Group's interest in the Subject Properties, is approximately S\$7.2 million. As at the Latest Practicable Date, the Company has no immediate plans and is not aware of any plans to dispose of its interests in the Subject Properties, and accordingly, the aforesaid tax liabilities are not expected to materialise.

14. GENERAL

14.1 Costs and Expenses

All expenses and costs incurred by the Company in relation to the Offer will be borne by the Company.

14.2 Consent of the Share Registrar

The Share Registrar has given and has not withdrawn its written consent to the issue of this Circular with the inclusion herein of its name and all the references to its name in the form and context in which it appears in this Circular.

14.3 Consent of the Auditors

The Auditors have given and have not withdrawn their written consent to the issue of this Circular with the inclusion herein of:

- (a) its name and all references thereto; and
- (b) the independent auditors' report relating to the FY2024 Results as set out in **Appendix D** to this Circular and all references thereto,

each in the form and context in which they appear in this Circular.

14.4 Consent of the IFA

The IFA has given and has not withdrawn its written consent to the issue of this Circular with the inclusion herein of:

- (a) its name and all references thereto;
- (b) its advice and recommendation to the Independent Directors set out in **paragraph 8.2** of the Letter to Shareholders in this Circular and all references thereto; and
- (c) the IFA Letter as set out in **Appendix A** to this Circular and all references thereto,

each in the form and context in which they appear in this Circular.

APPENDIX B – GENERAL INFORMATION

14.5 Consent of the Valuers

Each of the Valuers has given and has not withdrawn its written consent to the issue of this Circular with the inclusion herein of its name, its Valuation Reports and all references thereto, in the form and context in which they appear in this Circular.

15. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the registered office of the Company at 348 Jalan Boon Lay, Singapore 619529, during normal business hours for the period during which the Offer remains open for acceptance:

- (a) the Constitution of the Company;
- (b) the Annual Reports for FY2022, FY2023 and FY2024;
- (c) the 1H2025 Results;
- (d) the IFA Letter as set out in **Appendix A** to this Circular;
- (e) the Valuation Reports as set out in **Appendix F** to this Circular; and
- (f) the letters of consent referred to in paragraphs 14.2, 14.3, 14.4 and 14.5 of this **Appendix B** above.

APPENDIX C – ADDITIONAL INFORMATION ON THE OFFEROR

1. THE OFFEROR

The following additional information on the Offeror has been extracted from Appendix 3 to the Offer Document and is set out in italics below. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document.

“1. OFFEROR

The name and address of the Offeror as at the Latest Practicable Date are as follows:

<i>Name</i>	<i>Address</i>
<i>Dr. Goi Seng Hui</i>	<i>c/o 348 Jalan Boon Lay, Singapore 619529</i>

2. PROFILE OF THE OFFEROR

The Offeror is the Executive Chairman of the Company.

The Offeror is also the Executive Chairman of Tee Yih Jia Food Manufacturing Pte. Ltd., SGX-ST Main Board-listed GSH Corporation Limited and Tat Seng Packaging Group Ltd. He is also the Vice Chairman of SGX-ST Main Board-listed JB Foods Ltd and a Non-Executive and Non-Independent Director of SGX-ST Catalist-listed Tung Lok Group Restaurants (2000) Ltd.”

2. HOLDINGS AND DEALINGS IN THE SHARES

The following information on the holdings of, and dealings in, the Shares by the Offeror and certain parties acting in concert with the Offeror has been extracted from Appendix 5 to the Offer Document and is set out in italics below. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document.

“1. HOLDINGS IN SHARES

Based on the latest information available to the Offeror as at the Latest Practicable Date and responses received pursuant to enquiries that the Offeror has made, the details of the interests of the Offeror and the parties acting in concert with him as at the Latest Practicable Date are set out below:

<i>Name</i>	<i>No. of Shares</i>	<i>%⁽¹⁾⁽²⁾</i>
<i>Offeror</i>	<i>236,529,804⁽³⁾</i>	<i>43.38⁽³⁾</i>
<i>Guat Seng Hong</i>	<i>150,000</i>	<i>0.03</i>
<i>Total:</i>	<i>236,679,804</i>	<i>43.40</i>

Notes:

(1) All references to percentage shareholding of the issued Shares are based on 545,296,946 Shares in issue as at the Latest Practicable Date (excluding 25,699,800 treasury shares of the Company).

(2) Percentage figures have been rounded to the nearest two (2) decimal places.

APPENDIX C – ADDITIONAL INFORMATION ON THE OFFEROR

(3) The Offeror's total interests in the Shares refers to (i) 173,529,804 Shares held directly by the Offeror prior to the Acquisition; and (ii) 63,000,000 Shares (being the Sale Shares) acquired by the Offeror pursuant to the Acquisition. Completion of the Acquisition took place on 11 July 2025 by way of a married deal.

2. DEALINGS IN SHARES DURING THE REFERENCE PERIOD

Based on the latest information available to the Offeror as at the Latest Practicable Date and responses received pursuant to enquiries that the Offeror has made, the details of the dealings in the Shares by the Offeror and the parties acting in concert with him during the Reference Period are set out below:

Name	Date of Transaction	No. of Shares Acquired	No. of Shares Sold	Transaction Price per Share (\$)
Offeror	10 July 2025	63,000,000 ⁽¹⁾	—	0.40
Guat Seng Hong	10 July 2025	59,000	—	0.40
Guat Seng Hong	8 July 2025	91,000	—	0.39

Note:

(1) Being the Sale Shares acquired by the Offeror pursuant to the Acquisition.”

APPENDIX D – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

The (i) FY2024 Results and (ii) Note 3 of the FY2024 Results set out below have been reproduced from the Company's Annual Report for FY2024, and were not specifically prepared for inclusion in this Circular.

DIRECTORS' STATEMENT

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We are pleased to submit this annual report to the members of the Company together with the audited financial statements for the financial year ended 31 December 2024.

In our opinion:

- (a) the financial statements set out on pages 75 to 169 are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2024 and the financial performance, changes in equity and cash flows of the Group for the year ended on that date in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International); and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

The Board of Directors has, on the date of this statement, authorised these financial statements for issue.

Directors

The directors in office at the date of this statement are as follows:

Goi Seng Hui
Chandra Das S/O Rajagopal Sitaram
Lim Swee Say
Yui Vivien
Tan Lye Heng Paul (appointed on 25 April 2024)
Tan Kian Chew
Goi Kok Ming (Wei Guoming)

APPENDIX D – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

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DIRECTORS' STATEMENT

Directors' interests

According to the register kept by the Company for the purposes of Section 164 of the Act, particulars of interests of directors who held office at the end of the financial year (including those held by their spouses and infant children) in shares and share options in the Company and in related corporations (other than wholly-owned subsidiaries) are as follows:

Name of Director	Direct		Deemed Interest	
	At beginning of financial year or date of appointment	At end of financial year	At beginning of financial year or date of appointment	At end of financial year
Ordinary shares of the Company				
Goi Seng Hui	165,411,004	173,529,804	-	-
Chandra Das S/O Rajagopal Sitaram ⁽¹⁾	-	-	1,000,000	1,000,000
Tan Lye Heng Paul	-	20,000	-	-
Ordinary shares of Tat Seng Packaging Group Ltd				
Goi Seng Hui ⁽²⁾	409,700	409,700	100,529,000	100,529,000

Notes:

⁽¹⁾ Mr Chandra Das S/O Rajagopal Sitaram is deemed to be interested in 1,000,000 shares held by Nur Investment & Trading Pte. Ltd. in the capital of the Company, by virtue of Section 7(4) of the Companies Act 1967.

⁽²⁾ Dr Goi Seng Hui is deemed to be interested in 100,529,000 shares in Tat Seng Packaging Group Ltd that is held by the Company by virtue of Section 7(4A) of the Companies Act 1967.

Except as disclosed in this statement, no director who held office at the end of the financial year had interests in shares or share options of the Company, or of related corporations, either at the beginning of the financial year, or date of appointment if later, and at the end of the financial year.

There were no changes in any of the above-mentioned interests in the Company between the end of the financial year and 21 January 2025.

Neither at the end of, nor at any time during the financial year, was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in the Company or any other body corporate.

DIRECTORS' STATEMENT

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Share options

During the financial year, there were:

- (i) no options granted by the Company or its subsidiaries to any person to take up unissued shares in the Company or its subsidiaries; and
- (ii) no shares issued by virtue of any exercise of option to take up unissued shares of the Company or its subsidiaries.

As at the end of the financial year, there were no unissued shares of the Company or its subsidiaries under options granted by the Company or its subsidiaries.

Audit and Risk Committee

The members of the Audit and Risk Committee ("ARC") during the year and at the date of this statement are:

- Tan Lye Heng Paul, Non-Executive and Independent Director (Appointed on 25 April 2024)
- Lim Swee Say, Non-Executive and Independent Director
- Chandra Das S/O Rajagopal Sitaram, Non-Executive and Independent Director
- Tan Kian Chew, Non-Executive and Non-Independent Director
- Goi Kok Ming (Wei Guoming), Non-Executive and Non-Independent Director

The ARC performs the functions specified in Section 201B of the Act, the SGX Listing Manual and the Code of Corporate Governance.

The ARC has held two (2) meetings since the last directors' statement. In performing its functions, the ARC met with the Company's external and internal auditors to discuss the scope of their work, the results of their respective examinations and evaluation of the Company's internal accounting control system.

The ARC also reviewed the following:

- assistance provided by the Company's officers to the external and internal auditors;
- semi-annual financial information and annual financial statements of the Company and its subsidiaries (the "Group") prior to their submission to the directors of the Company for adoption; and
- interested person transactions (as defined in Chapter 9 of the SGX Listing Manual).

DIRECTORS' STATEMENT

The ARC has full access to management and is given the resources required for it to discharge its functions. It has full authority and the discretion to invite any director or executive officer to attend its meetings. The ARC also recommends the appointment of the external auditors and reviews the level of audit and non-audit fees.

The ARC is satisfied with the independence and objectivity of the external auditors and has recommended to the Board of Directors that the auditors, KPMG LLP, be nominated for re-appointment as auditors at the forthcoming Annual General Meeting of the Company.

In appointing our auditors for the Company, subsidiaries and significant associates, we have complied with Rules 712 and 715 of the SGX Listing Manual.

Auditors

The auditors, KPMG LLP, have indicated their willingness to accept re-appointment.

On behalf of the Board of Directors

Goi Seng Hui

Director

Tan Lye Heng Paul

Director

3 April 2025

INDEPENDENT AUDITORS’ REPORT

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Members of the Company
PSC Corporation Ltd.

Report on the audit of the financial statements

Opinion

We have audited the financial statements of PSC Corporation Ltd. (the “Company”) and its subsidiaries (the “Group”), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2024, the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 75 to 169.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the “Act”) and Singapore Financial Reporting Standards (International) (“SFRS(I)s”) so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2024 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with Singapore Standards on Auditing (“SSAs”). Our responsibilities under those standards are further described in the ‘*Auditors’ responsibilities for the audit of the financial statements*’ section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* (“ACRA Code”) together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

INDEPENDENT AUDITORS' REPORT

Impairment assessment of property, plant and equipment, right-of-use assets, investment properties and intangible assets (collectively, the Group's non-financial assets)

(Refer to Note 4 and 5 to the financial statements)

Risk

As at 31 December 2024, the net carrying amount of the Group's non-financial assets amounted to S\$168 million (2023: S\$167 million), representing 78% (2023: 89%) of Group's total non-current assets. Management concluded that there were indications of impairment on several cash generating units ("CGUs") whilst four other CGUs are subject to mandatory annual impairment testing.

In testing whether the Group's non-financial assets' carrying amounts are impaired, these being predominantly leasehold lands and building, plant and machinery, investment properties and goodwill, the carrying amounts of all assets in the abovementioned CGUs are compared to the amounts that are expected to be recoverable from each CGU.

The recoverable amount of each of these CGUs is determined based on their value-in-use calculations or fair value less costs of disposal. This required estimates to be made for each CGU of future revenues, operating costs, capital expenditure, timing of cash flows and discount rates applicable to these cash flows. There is inherent uncertainty involved in forecasting and discounting future cash flows. The assessment of the judgements made over these estimates is a key focus area of our audit.

Our response

Value-in-use method

We discussed impairment indicators with management. We evaluated whether the CGUs with impairment indicators were appropriately identified by management based on our understanding of the current business environment which the Group operates in.

We evaluated the key assumptions used in the cash flow forecasts for the assessment of the recoverable amount of the CGUs. These key assumptions include revenue growth rate, gross profit margin and discount rate. We compared the forecast growth rate used to historical results. We also made inquiries with management regarding their future plans for the CGUs. We formed an independently expectation on the discount rate based on market inputs, and incorporating country risk premium.

We performed sensitivity analyses over significant inputs, being revenue growth rate, gross profit margin and discount rate used in estimating value-in-use of the respective CGUs.

Fair value less costs of disposal method

We considered the valuation methodology and evaluated the reasonableness of the market comparable data used by management and external valuer against those applied for similar property types.

INDEPENDENT AUDITORS’ REPORT

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Our findings

We found the key assumptions and estimates used by management under the value-in-use method and fair value less costs of disposal method to be within a supportable range, and that any reasonably possible change to these key assumptions and estimates is not likely to materially change the recoverable amount of the CGUs to be lower than its carrying amount.

Therefore, the impairment recognised is adequate.

Accounting for acquisition of Kim Guan Guan Coffee Trading Pte. Ltd.

(Refer to Note 30 to the financial statements)

Risk

In April 2024, the Group subscribed for 312,250 new shares issued by Kim Guan Guan Coffee Trading Pte. Ltd. (“KGGCT”) for an aggregate consideration of \$1,570,000. KGGCT and its wholly owned subsidiary, Kim Guan Guan Coffee Roaster Pte. Ltd. (“KGGCR”), (collectively known as “KGG Group”) are in the business of distributing, manufacturing and trading of coffee, tea and related products.

In the Shareholders’ Agreement, the Group also acquired a put option granted by the non-controlling interests of KGG Group. The put option required the non-controlling interests to purchase all the shares held by the Group in KGG Group in the event that the KGG Group is in a loss-making position for the financial period commencing from 1 May 2024 to 30 April 2026. Following the share subscription, KGGCT and KGGCR became 51% owned subsidiaries of the Group.

There is judgement required in allocating the purchase price to the fair values of the identified assets and liabilities assumed. Estimates are involved in the valuation process of tangible, intangible assets and the put option.

Our response

We have reviewed the sales and purchase agreement and assessed the terms and conditions of the purchase consideration and acquisition accounting.

We assessed the objectivity, competence and capabilities of the external valuation specialist engagement by management to perform the purchase price allocation (“PPA”) exercise.

We involved our valuation specialist to review management’s adopted basis and assumptions supporting the PPA exercise. Where necessary, we re-computed the valuation of certain assets acquired and liabilities assumed to benchmark with management’s adopted valuation.

INDEPENDENT AUDITORS' REPORT

Our findings

We reviewed the estimates and assumptions used by management supporting the fair values of the assets identified and liabilities assumed. We re-computed the valuation of selected assets and liabilities by reference to relevant market data, and benchmarked with management's adopted valuation.

Other information

Management is responsible for the other information contained in the annual report. Other information is defined as all information in the annual report other than the financial statements and auditors' report thereon.

We have obtained all other information prior to the date of this auditors' report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and directors for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I)s, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's financial reporting process.

INDEPENDENT AUDITORS' REPORT

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Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

INDEPENDENT AUDITORS' REPORT

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless the law or regulations preclude public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditors' report is Voo Poh Jee.

KPMG LLP

*Public Accountants and
Chartered Accountants*

Singapore

3 April 2025

**APPENDIX D – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF
THE GROUP FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024**

STATEMENTS OF FINANCIAL POSITION

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AS AT 31 DECEMBER 2024

		Group		Company	
	Note	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Assets					
Property, plant and equipment	4	162,070	163,351	43,685	45,752
Intangible assets	5	1,897	3,329	–	–
Investment properties	6	4,047	564	–	–
Subsidiaries	7	–	–	40,548	40,278
Associates	8	–	–	–	–
Other financial assets	9	43,911	16,240	315	78
Deferred tax assets	10	2,817	3,180	32	177
Trade and other receivables	13	304	205	–	–
Non-current assets		215,046	186,869	84,580	86,285
Other financial assets	9	6,403	197	470	197
Current tax assets		209	286	–	–
Inventories	11	54,666	48,445	1	–
Bills receivable	12	34,539	34,019	–	–
Trade and other receivables	13	87,986	85,666	38,294	34,568
Cash on hand and in banks	15	200,087	215,868	87,174	84,825
Current assets		383,890	384,481	125,939	119,590
Total assets		598,936	571,350	210,519	205,875
Equity					
Share capital	16	177,302	177,302	177,302	177,302
Reserves	16	159,052	145,375	13,102	9,076
Equity attributable to owners of the Company		336,354	322,677	190,404	186,378
Non-controlling interests	17	87,777	81,378	–	–
Total equity		424,131	404,055	190,404	186,378
Liabilities					
Loans and borrowings	18	24,201	21,382	12,812	13,183
Trade and other payables	21	800	800	–	–
Deferred income	20	1,210	1,543	94	150
Deferred tax liabilities	10	6,847	6,108	–	–
Non-current liabilities		33,058	29,833	12,906	13,333
Loans and borrowings	18	64,752	70,102	371	356
Current tax liabilities		5,671	3,689	975	4
Trade and other payables	21	70,991	63,318	5,807	5,748
Deferred income	20	333	353	56	56
Current liabilities		141,747	137,462	7,209	6,164
Total liabilities		174,805	167,295	20,115	19,497
Total equity and liabilities		598,936	571,350	210,519	205,875

The accompanying notes form an integral part of these financial statements.

**APPENDIX D – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF
THE GROUP FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024**

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CONSOLIDATED STATEMENT OF PROFIT OR LOSS

YEAR ENDED 31 DECEMBER 2024

	Note	2024 \$'000	2023 \$'000
Revenue	22	488,649	482,140
Cost of sales		(371,568)	(368,387)
Gross profit		117,081	113,753
Other income	23	6,082	2,122
Distribution expenses		(48,665)	(47,766)
Administrative expenses		(36,583)	(33,322)
Impairment losses of trade and other receivables (net)		(342)	(279)
Other expenses	24	(4,200)	(825)
Results from operating activities		33,373	33,683
Finance income		7,350	6,492
Finance costs		(2,508)	(2,154)
Net finance income	26	4,842	4,338
Profit before tax		38,215	38,021
Tax expense	27	(7,895)	(8,179)
Profit for the year	25	30,320	29,842
Profit attributable to:			
Owners of the Company		22,753	21,797
Non-controlling interests		7,567	8,045
Profit for the year		30,320	29,842
Earnings per share			
Basic earnings per share (cents)	28	4.17	3.97
Diluted earnings per share (cents)	28	4.17	3.97

The accompanying notes form an integral part of these financial statements.

**APPENDIX D – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF
THE GROUP FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024**

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 77

YEAR ENDED 31 DECEMBER 2024

	2024	2023
	\$'000	\$'000
Profit for the year	30,320	29,842
Other comprehensive income – items that are or may be reclassified subsequently to profit or loss		
Foreign currency translation differences of foreign operations	2,015	(7,242)
Other comprehensive income for the year, net of tax	2,015	(7,242)
Other comprehensive income – items that will not be reclassified subsequently to profit or loss		
Equity investment FVOCI – net change in fair value	28	5
Other comprehensive income for the year, net of tax	28	5
Total comprehensive income for the year	32,363	22,605
Total comprehensive income attributable to:		
Owners of the Company	24,792	16,876
Non-controlling interests	7,571	5,729
Total comprehensive income for the year	32,363	22,605

The accompanying notes form an integral part of these financial statements.

**APPENDIX D – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF
THE GROUP FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024**

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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

YEAR ENDED 31 DECEMBER 2024

Group	Share capital \$'000	Treasury shares \$'000	Other reserves \$'000	Attributable to Statutory reserves \$'000
At 1 January 2023	184,325	(4,226)	1,586	12,731
Total comprehensive income for the year				
Profit for the year	-	-	-	-
Other comprehensive income				
Foreign currency translation differences of foreign operations	-	-	-	-
Net change in fair value – equity investments at FVOCI	-	-	-	-
Total other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	-	-	-
Transactions with owners, recognised directly in equity				
Distributions to owners				
Dividends paid (Note 16)	-	-	-	-
Purchase of treasury shares	-	(2,797)	-	-
Total distributions to owners	-	(2,797)	-	-
Changes in ownership interests in subsidiaries				
Acquisition of subsidiaries with non-controlling interests (Note 30)	-	-	-	-
Total changes in ownership interests in subsidiaries	-	-	-	-
Total transactions with owners	-	(2,797)	-	-
Transfer between reserves				
Appropriation of retained earnings to statutory reserve fund	-	-	-	(4)
At 31 December 2023	184,325	(7,023)	1,586	12,727

The accompanying notes form an integral part of these financial statements.

**APPENDIX D – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF
THE GROUP FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024**

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owners of the Company					
Fair value reserve \$'000	Translation reserve \$'000	Retained earnings \$'000	Total \$'000	Non-controlling interests \$'000	Total equity \$'000
52	(7,662)	126,622	313,428	84,777	398,205
-	-	21,797	21,797	8,045	29,842
-	(4,926)	-	(4,926)	(2,316)	(7,242)
5	-	-	5	-	5
5	(4,926)	-	(4,921)	(2,316)	(7,237)
5	(4,926)	21,797	16,876	5,729	22,605
-	-	(7,112)	(7,112)	(3,986)	(11,098)
-	-	-	(2,797)	-	(2,797)
-	-	(7,112)	(9,909)	(3,986)	(13,895)
-	(384)	2,666	2,282	(5,142)	(2,860)
-	(384)	2,666	2,282	(5,142)	(2,860)
-	(384)	(4,446)	(7,627)	(9,128)	(16,755)
-	-	4	-	-	-
57	(12,972)	143,977	322,677	81,378	404,055

**APPENDIX D – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF
THE GROUP FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024**

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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

YEAR ENDED 31 DECEMBER 2024

Group	Attributable to			
	Share capital \$'000	Treasury shares \$'000	Other reserves \$'000	Statutory reserves \$'000
At 1 January 2024	184,325	(7,023)	1,586	12,727
Total comprehensive income for the year				
Profit for the year	-	-	-	-
Other comprehensive income				
Foreign currency translation differences of foreign operations	-	-	-	-
Net change in fair value – equity investments at FVOCI	-	-	-	-
Total other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	-	-	-
Transactions with owners, recognised directly in equity				
Distributions to owners				
Dividends paid (Note 16)	-	-	-	-
Total distributions to owners	-	-	-	-
Changes in ownership interests in subsidiaries				
Acquisition of subsidiaries with non-controlling interests (Note 30)	-	-	-	-
Recognition of put option granted by non-controlling interests (Note 30)	-	-	(209)	-
Total changes in ownership interests in subsidiaries	-	-	(209)	-
Total transactions with owners	-	-	(209)	-
At 31 December 2024	184,325	(7,023)	1,377	12,727

The accompanying notes form an integral part of these financial statements.

**APPENDIX D – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF
THE GROUP FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024**

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owners of the Company					
Fair value reserve \$'000	Translation reserve \$'000	Retained earnings \$'000	Total \$'000	Non-controlling interests \$'000	Total equity \$'000
57	(12,972)	143,977	322,677	81,378	404,055
-	-	22,753	22,753	7,567	30,320
-	2,011	-	2,011	4	2,015
28	-	-	28	-	28
28	2,011	-	2,039	4	2,043
28	2,011	22,753	24,792	7,571	32,363
-	-	(10,906)	(10,906)	(4,361)	(15,267)
-	-	(10,906)	(10,906)	(4,361)	(15,267)
-	-	-	-	3,189	3,189
-	-	-	(209)	-	(209)
-	-	-	(209)	3,189	2,980
-	-	(10,906)	(11,115)	(1,172)	(12,287)
85	(10,961)	155,824	336,354	87,777	424,131

**APPENDIX D – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF
THE GROUP FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024**

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CONSOLIDATED STATEMENT OF CASH FLOWS

YEAR ENDED 31 DECEMBER 2024

	Note	2024 \$'000	2023 \$'000
Cash flows from operating activities			
Profit for the year		30,320	29,842
Adjustments for:			
Amortisation of deferred income	20	(353)	(384)
Amortisation of intangible assets	5	133	133
Depreciation of investment properties	6	73	18
Depreciation of property, plant and equipment	4	16,744	15,585
Dividend income	26	(367)	(5)
Impairment of goodwill	5	1,300	–
Impairment loss on trade and other receivables (net)		342	279
Interest income	26	(6,983)	(6,487)
Interest expense	26	2,049	1,750
Inventories write-back	25	(73)	(469)
(Gain)/Loss on disposal of property, plant and equipment	25	(104)	332
Bargain purchase arising from acquisition of subsidiaries	30	(1,958)	–
Net decrease in fair value of financial assets at fair value through profit or loss	26	459	404
Property, plant and equipment written off	25	168	217
Tax expense		7,895	8,179
Unrealised exchange gain		(555)	(359)
		49,090	49,035
Changes in:			
– Inventories		(4,270)	3,399
– Bills receivable		(493)	1,055
– Trade and other receivables		(1,137)	10,982
– Trade and other payables		5,794	(1,579)
Cash generated from operations		48,984	62,892
Tax paid		(5,786)	(6,280)
Net cash from operating activities		43,198	56,612
Cash flows from investing activities			
Acquisition of other financial assets		(32,768)	(15,811)
Acquisition of subsidiaries, net of cash	30	1,106	–
Interest received		7,373	4,879
Dividend received		209	5
Proceeds from disposal of financial assets at fair value through profit or loss		21	–
Proceeds from disposal of property, plant and equipment		338	868
Purchase of property, plant and equipment		(6,887)	(16,955)
Net cash used in investing activities		(30,608)	(27,014)
Cash flows from financing activities			
Acquisition of non-controlling interests	30	–	(2,860)
Decrease in deposits pledged		2,006	1,520
Dividends paid to owners of the Company		(10,906)	(7,112)
Dividends paid to non-controlling interests		(4,361)	(3,986)
Interest paid		(2,052)	(1,802)
Payment of lease liabilities		(1,724)	(1,336)
Purchase of treasury shares		–	(2,797)
Proceeds from loans and borrowings		99,951	102,827
Repayment of loans and borrowings		(108,958)	(88,139)
Net cash used in financing activities		(26,044)	(3,685)
Net (decrease)/increase in cash and cash equivalents		(13,454)	25,913
Cash and cash equivalents at 1 January		206,199	182,406
Effect of exchange rate fluctuations on cash held		(326)	(2,120)
Cash and cash equivalents at 31 December	15	192,419	206,199

The accompanying notes form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

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These notes form an integral part of the financial statements.

The financial statements were authorised for issue by the Board of Directors on 3 April 2025.

1. DOMICILE AND ACTIVITIES

PSC Corporation Ltd. (the “Company”) is incorporated in the Republic of Singapore. The address of the Company’s registered office is 348 Jalan Boon Lay, Singapore 619529.

The financial statements of the Group as at and for the year ended 31 December 2024 comprise the Company and its subsidiaries (together referred to as the “Group” and individually as “Group entities”) and the Group’s interest in equity-accounted investees.

The Company is primarily involved in the supply of provisions and household consumer products. The Company also provides management services to its subsidiaries. The principal activities of the significant subsidiaries are set out in note 7 to the financial statements.

2. BASIS OF PREPARATION

2.1 Statement of compliance

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards (International) (“SFRS(I)"). The changes to material accounting policies are described in note 2.5.

2.2 Basis of measurement

The financial statements have been prepared on the historical cost basis except as otherwise described in the material accounting policies below.

2.3 Functional and presentation currency

These financial statements are presented in Singapore dollars, which is the Company’s functional currency. All financial information presented in Singapore dollars have been rounded to the nearest thousand, unless otherwise stated.

2.4 Use of estimates and judgements

The preparation of the financial statements in conformity with SFRS(I) requires management to make judgements, estimates and assumptions about the future, including climate-related risks and opportunities, that affect the application of the Group’s accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

NOTES TO THE FINANCIAL STATEMENTS

2. BASIS OF PREPARATION (CONTINUED)

2.4 Use of estimates and judgements (Continued)

Estimates and underlying assumptions are reviewed on an ongoing basis and are consistent with the Group's risk management and climate-related commitments where appropriate. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

There are no critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements.

Information about assumptions and judgement that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

- Note 4 – impairment test of property, plant and equipment and right-of-use assets: key assumptions underlying of recoverable amounts;
- Note 5 – impairment test of goodwill: key assumptions underlying recoverable amounts;
- Note 6 – impairment test of investment properties: key assumptions underlying recoverable amounts; and
- Note 30 – acquisition of subsidiary: fair value of the consideration including put option and fair value of the assets acquired and the liabilities assumed.

Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. The Chief Financial Officer has overall responsibility for all significant fair value measurements, including Level 3 fair values, where applicable.

The Chief Financial Officer regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as property valuation or broker quotes or pricing services, is used to measure fair values, then the Chief Financial Officer assesses and documents the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of SFRS(I), including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Group's Audit and Risk Committee.

NOTES TO THE FINANCIAL STATEMENTS

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2. BASIS OF PREPARATION (CONTINUED)

2.4 Use of estimates and judgements (Continued)

Measurement of fair values (Continued)

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement (with Level 3 being the lowest).

The Group recognises transfers between levels of the fair value hierarchy as of the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

- Note 6 – Investment properties; and
- Note 19 – Financial instruments.

NOTES TO THE FINANCIAL STATEMENTS

2. BASIS OF PREPARATION (CONTINUED)

2.5 Changes in material accounting policies

New accounting standards and amendments

The Group has applied the following SFRS(I)s, amendments to and interpretations of SFRS(I) for the first time for the annual period beginning on 1 January 2024:

- Amendments to SFRS(I) 1-1 *Classification of Liabilities as Current or Non-current and* Amendments to SFRS(I) 1-1 *Non-current Liabilities with Covenants*
- Amendments to SFRS(I) 16 *Lease Liability in a Sale and Leaseback*
- Amendments to SFRS(I) 1-7 and SFRS(I) 7 *Supplier Finance Arrangements*

The application of these amendments to accounting standards and interpretations does not have a material effect on the financial statements.

3. MATERIAL ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these financial statements, except as disclosed in Note 2.5, which addresses changes in material accounting policies.

3.1 Basis of consolidation

(i) Business combinations

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group (see note ii). In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs.

The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

NOTES TO THE FINANCIAL STATEMENTS

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3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.1 Basis of consolidation (Continued)

(i) Business combinations (Continued)

The Group measures goodwill at the date of acquisition as:

- consideration transferred generally measured at fair value; plus
- the recognised amount of any non-controlling interests (“NCI”) in the acquiree; plus if the business combination is achieved in stages, the fair value of the pre-existing equity interest in the acquiree, over the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed. Any goodwill that arises is tested annually for impairment.

Any gain on a bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt and equity securities.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration payable is recognised at fair value at the date of acquisition and included in the consideration transferred. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes to the fair value of the contingent consideration are recognised in profit or loss.

When share-based payment awards (replacement awards) are required to be exchanged for awards held by the acquiree’s employees (acquiree’s awards), then all or a portion of the amount of the acquirer’s replacement awards is included in measuring the consideration transferred in the business combination. This determination is based on the market-based value of the replacement awards compared with the market-based value of the acquiree’s awards and the extent to which the replacement awards relate to pre-combination service.

NCI are measured at the NCI’s proportionate share of the recognised amounts of the acquiree’s identifiable net assets, at the date of acquisition.

Changes in the Group’s interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

NOTES TO THE FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.1 Basis of consolidation (Continued)

(ii) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Group. Losses applicable to the NCI in a subsidiary are allocated to the NCI even if doing so causes the NCI to have a deficit balance.

(iii) Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

(iv) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income or expenses (except for foreign currency transaction gain or losses) arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(v) Subsidiaries and associates in the separate financial statements

Investments in subsidiaries and associates are stated in the Company's statement of financial position at cost less accumulated impairment losses.

NOTES TO THE FINANCIAL STATEMENTS

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3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.2 Foreign currency

(i) Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortised cost in foreign currency translated at the exchange rate at the end of the year.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction. Foreign currency differences arising on translation are generally recognised in profit or loss and presented within finance cost/income. However, foreign currency differences arising from translation of the following items are recognised in other comprehensive income (“OCI”):

- an investment in equity securities designated as at fair value through OCI (“FVOCI”);
- a financial liability designated as a hedge of the net investment in a foreign operation to the extent that the hedge is effective; and
- qualifying cash flow hedges to the extent the hedge is effective.

(ii) Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to Singapore dollars at exchange rates at the reporting date. The income and expenses of foreign operations are translated to Singapore dollars at exchange rates at the dates of the transactions.

Foreign currency differences are recognised in OCI. However, if the foreign operation is a non-wholly-owned subsidiary, then the relevant proportionate share of the translation difference is allocated to the NCI. When a foreign operation is disposed of such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. When the Group disposes of only part of its interest in a subsidiary that includes a foreign operation while retaining control, the relevant proportion of the cumulative amount is reattributed to NCI. When the Group disposes of only part of its investment in an associate or joint venture that includes a foreign operation while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.2 Foreign currency Continued)

(ii) Foreign operations (Continued)

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely to occur in the foreseeable future, foreign exchange gains and losses arising from such a monetary item that are considered to form part of a net investment in a foreign operation are recognised in OCI, and are presented in the translation reserve in equity.

3.3 Financial instruments

(i) Recognition and initial measurement

Non-derivative financial assets and financial liabilities

Trade receivables and debt investments are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus or minus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

(ii) Classification and subsequent measurement

Non-derivative financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost; FVOCI – debt investment; FVOCI – equity investment; or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

Non-derivative financial assets comprise other financial assets, bills receivable, trade and other receivables (excluding prepayments and advances to suppliers, VAT/GST receivables and tax recoverable) and cash on hand and in banks.

NOTES TO THE FINANCIAL STATEMENTS

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3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.3 Financial instruments (Continued)

(ii) Classification and subsequent measurement (Continued)

Non-derivative financial assets (Continued)

Financial assets at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Debt investments at FVOCI

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Equity investments at FVOCI

On initial recognition of an equity investment that is not held-for-trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

Financial assets at FVTPL

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL.

NOTES TO THE FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.3 Financial instruments (Continued)

(ii) Classification and subsequent measurement (Continued)

Financial assets: Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Non-derivative financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

NOTES TO THE FINANCIAL STATEMENTS

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3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.3 Financial instruments (Continued)

(ii) Classification and subsequent measurement (Continued)

Non-derivative financial assets: Assessment whether contractual cash flows are solely payments of principal and interest (Continued)

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Non-derivative financial assets: Subsequent measurement and gains and losses

Financial assets at amortised cost

These assets are subsequently measured at amortised cost under the effective interest method. The gross carrying amount is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Debt investments at FVOCI

These assets are subsequently measured at fair value. Interest income calculated under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.3 Financial instruments (Continued)

(ii) Classification and subsequent measurement (Continued)

Non-derivative financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as a FVTPL if it is classified as held-for-trading or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Directly attributable transaction costs are recognised in profit or loss as incurred.

Other financial liabilities are initially measured at fair value less directly attributable transaction costs. They are subsequently measured at amortised cost under the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss.

(iii) Derecognition

Financial assets

The Group derecognises a financial asset when:

- the contractual rights to the cash flows from the financial asset expire, or
- it transfers the rights to receive the contractual cash flows in a transaction in which either:
 - substantially all of the risks and rewards of ownership of the financial asset are transferred; or
 - the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

Transferred assets are not derecognised when the Group enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets.

NOTES TO THE FINANCIAL STATEMENTS

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3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.3 Financial instruments (Continued)

(iii) Derecognition (Continued)

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(v) Cash and cash equivalents

Cash and cash equivalents comprise cash balances and short-term deposits with maturities of three months or less from the date of acquisition that are subject to an insignificant risk of changes in their fair value, and are used by the Group in the management of its short-term commitments.

For the purpose of the consolidated statement of cash flows, pledged deposits are excluded whilst bank overdrafts that are repayable on demand and that form an integral part of the Group's cash management are included in cash and cash equivalents.

(vi) Share capital

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

NOTES TO THE FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.3 Financial instruments (Continued)

(vi) Share capital (Continued)

Repurchase, disposal and reissue of share capital (treasury shares)

Where share capital recognised as equity is repurchased, the amount of the consideration paid, which includes directly attributable costs, is recognised as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in the reserve for own share account. When treasury shares are sold or reissued subsequently, the amount received is recognised as an increase in equity, and the resulting surplus or deficit on the transaction is presented in non-distributable capital reserve.

(vii) Intra-group financial guarantees in the separate financial statements

Financial guarantees are financial instruments issued by the Company that require the issuer to make specified payments to reimburse the holder for the loss it incurs because a specified debtor fails to meet payment when due in accordance with the original or modified terms of a debt instrument.

Financial guarantees issued are initially measured at fair value. Subsequently, they are measured at the higher of the loss allowance determined in accordance with SFRS(I) 9 and the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of SFRS(I) 15.

ECLs are a probability-weighted estimate of credit losses. ECLs are measured for financial guarantees issued as the expected payments to reimburse the holder less any amounts that the Company expects to recover. Liabilities arising from financial guarantees are included within “loans and borrowings”.

NOTES TO THE FINANCIAL STATEMENTS

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3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.4 Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes:

- the cost of materials and direct labour;
- any other costs directly attributable to bringing the asset to a working condition for their intended use;
- when the Group has an obligation to remove the asset or restore the site, an estimate of the cost of dismantling and removing the items and restoring the site on which they are located; and
- capitalised borrowing costs.

Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

If significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

(ii) Subsequent costs

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

(iii) Depreciation

Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed and if a component has a useful life that is different from the remainder of that asset, that component is depreciated separately.

NOTES TO THE FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.4 Property, plant and equipment (Continued)

(iii) Depreciation (Continued)

Depreciation is recognised as an expense in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment, unless it is included in the carrying amount of another asset. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. Freehold land, installation-in-progress and construction-in-progress are not depreciated.

Depreciation is recognised from the date that the property, plant and equipment are installed and are ready for use.

The estimated useful lives for the current and comparative years are as follows:

• freehold buildings	50 years
• leasehold land and buildings	18 to 50 years
• leasehold improvements	22 to 44 years
• renovations	2 to 10 years
• furniture, fittings and office equipment	3 to 13 years
• warehouse equipment	10 years
• plant and machinery	3 to 20 years
• motor vehicles	3 to 10 years
• computers	3 to 10 years

Depreciation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted if appropriate.

NOTES TO THE FINANCIAL STATEMENTS

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3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.5 Intangible assets and goodwill

(i) Goodwill

Goodwill that arises upon the acquisition of subsidiaries is included in intangible assets. For the measurement of goodwill at initial recognition, see note 3.1(i).

Subsequent measurement

Goodwill is measured at cost less accumulated impairment losses. In respect of associates, the carrying amount of goodwill is included in the carrying amount of the investment, and an impairment loss on such an investment is not allocated to any asset, including goodwill, that forms part of the carrying amount of the associates.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

(iii) Amortisation

Amortisation is calculated based on the cost of the asset, less its residual value.

Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are available for use.

(iv) Other intangible assets

Other intangible assets that are acquired by the Group and have a finite useful life are measured at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is calculated based on the cost of the asset, less its residual value. Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are available for use.

The estimate useful lives for the current and comparative years of customer relationships are 4 years.

Amortisation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted if appropriate.

NOTES TO THE FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.6 Investment properties

Investment properties are properties held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, used in the production or supply of goods or services, or for administrative purposes. Investment properties are measured at cost less accumulated depreciation.

The freehold land component of the investment properties is not depreciated. The freehold building component and leasehold properties are depreciated on a straight-line basis over 50 years.

Depreciation method, useful life and residual value are reviewed at the end of each reporting period, and adjusted if appropriate.

3.7 Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group uses the definition of a lease in SFRS(I) 16.

As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

NOTES TO THE FINANCIAL STATEMENTS

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3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.7 Leases (Continued)

As a lessee (Continued)

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

NOTES TO THE FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.7 Leases (Continued)

As a lessee (Continued)

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

3.8 Inventories

(i) Trading goods and manufactured consumer products

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the weighted average cost formula and includes expenditure incurred in acquiring the inventories, production and conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and estimated costs necessary to make the sale.

NOTES TO THE FINANCIAL STATEMENTS

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3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.8 Inventories (Continued)

(ii) Manufactured corrugated paper products

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is measured on a specific identification basis, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

3.9 Impairment

(i) Non-derivative financial assets

The Group recognises loss allowances for expected credit losses (“ECLs”) on:

- financial assets measured at amortised cost; and
- intra-group financial guarantee contracts (“FGC”).

Loss allowances of the Group are measured on either of the following basis:

- 12-month ECLs: these are ECLs that result from default events that are possible within the 12 months after the reporting date (or for a shorter period if the expected life of the instrument is less than 12 months); or
- Lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

Simplified approach

The Group applies the simplified approach to provide for ECLs for all trade and bill receivables. The simplified approach requires the loss allowance to be measured at an amount equal to lifetime ECLs.

NOTES TO THE FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.9 Impairment (Continued)

(i) Non-derivative financial assets (Continued)

General approach

The Group applies the general approach to provide for ECLs on all other financial instruments and FGCs. Under the general approach, the loss allowance is measured at an amount equal to 12-month ECLs at initial recognition.

At each reporting date, the Group assesses whether the credit risk of a financial instrument has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, loss allowance is measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and includes forward-looking information.

If credit risk has not increased significantly since initial recognition or if the credit quality of the financial instruments improves such that there is no longer a significant increase in credit risk since initial recognition, loss allowance is measured at an amount equal to 12-month ECLs.

The Group considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held).

The Company considers a FGC to be in default when the debtor of the loan is unlikely to pay its credit obligations to the creditor and the Company in full, without recourse by the Company to actions such as realising security (if any is held). The Company only applies a discount rate if, and to the extent that, the risks are not taken into account by adjusting the expected cash shortfalls.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

Measurement of ECLs

ECLs are probability-weighted estimates of credit losses. Credit losses are measured at the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

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3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.9 Impairment (Continued)

(i) Non-derivative financial assets (Continued)

Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for ECLs in the statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of these assets.

Loss allowances for FGC are recognised as a financial liability to the extent that they exceed the initial carrying amount for the FGC less the cumulated income recognised.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

NOTES TO THE FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.9 Impairment (Continued)

(ii) Non-financial assets

The carrying amounts of the Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill, the recoverable amount is estimated each year at the same time. An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit ("CGU") exceeds its estimated recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Subject to an operating segment ceiling test, for the purposes of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment testing is performed reflects the lowest level at which goodwill is monitored for internal reporting purposes. Goodwill acquired in a business combination is allocated to groups of CGUs that are expected to benefit from the synergies of the combination.

Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (group of CGUs), and then to reduce the carrying amounts of the other assets in the CGU (group of CGUs) on a *pro rata* basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Goodwill that forms part of the carrying amount of an investment in an associate is not recognised separately, and therefore is not tested for impairment separately. Instead, the entire amount of the investment in an associate is tested for impairment as a single asset when there is objective evidence that the investment in an associate may be impaired.

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3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.10 Employee benefits

(i) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which related services are rendered by employees.

(ii) Retirement benefits

In accordance with the regulations of the People's Republic of China (the "PRC") Government, the subsidiaries are required to contribute employee retirement benefits to the relevant authority. The contributions are calculated based on directives issued by the relevant authority and are charged to profit or loss when incurred.

(iii) Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

3.11 Revenue

Goods and services sold

Revenue from sale of goods and services in the ordinary course of business is recognised when the Group satisfies a performance obligation ("PO") by transferring control of a promised good or service to the customer. The amount of revenue recognised is the amount of the transaction price allocated to the satisfied PO.

The transaction price is allocated to each PO in the contract on the basis of the relative stand-alone selling prices of the promised goods or services. The individual standalone selling price of a good or service that has not previously been sold on a stand-alone basis, or has a highly variable selling price, is determined based on the residual portion of the transaction price after allocating the transaction price to goods and/or services with observable stand-alone selling prices. A discount or variable consideration is allocated to one or more, but not all, of the performance obligations if it relates specifically to those PO.

NOTES TO THE FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.11 Revenue (Continued)

Goods and services sold (Continued)

Transaction price is the amount of consideration in the contract to which the Group expects to be entitled in exchange for transferring the promised goods or services. The transaction price may be fixed or variable and is adjusted for time value of money if the contract includes a significant financing component. Consideration payable to a customer is deducted from the transaction price if the Group does not receive a separate identifiable benefit from the customer. When consideration is variable, the estimated amount is included in the transaction price to the extent that it is highly probable that a significant reversal of the cumulative revenue will not occur when the uncertainty associated with the variable consideration is resolved.

Revenue may be recognised at a point in time or over time following the timing of satisfaction of the PO. If a PO is satisfied over time, revenue is recognised based on the percentage of completion reflecting the progress towards complete satisfaction of that PO.

3.12 Finance income and finance costs

The Group's finance income and finance costs include:

- interest income;
- interest expense;
- dividend income; and
- the net gain or loss on financial assets at FVTPL.

Interest income or expense is recognised using the effective interest method. Dividend income is recognised in profit or loss on the date on which the Group's right to receive payment is established.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

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3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.13 Tax

Tax expense comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

The Group has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under SFRS(I) 1-37 *Provisions, Contingent Liabilities and Contingent Assets*.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, measured using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries and associates to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

The measurement of deferred taxes reflects the tax consequences that would follow the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date, and reflects uncertainty related to income taxes, if any.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

NOTES TO THE FINANCIAL STATEMENTS

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.13 Tax (Continued)

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest, may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Group to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

3.14 Earnings per share

The Group presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year, adjusted for own shares held. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effect of all dilutive potential ordinary shares, which comprise share options granted to employees.

3.15 Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Group's Board of Directors to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

Segment results that are reported to the Group's Board of Directors include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets (primarily the Company's headquarters), head office expenses, and tax assets and liabilities.

Segment capital expenditure is the total cost incurred during the year to acquire property, plant and equipment, and intangible assets other than goodwill.

NOTES TO THE FINANCIAL STATEMENTS

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3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.16 New standards and interpretations not adopted

Amendment to standards is effective for annual periods beginning after 1 January 2024 and earlier application is permitted. However, the Group has not early adopted the new or amended accounting standards in preparing these financial statements.

(i) SFRS(I) 18 *Presentation and Disclosure in Financial Statements*

SFRS(I) 18 will replace SFRS(I) 1-1 *Presentation of Financial Statements* and applies for annual reporting periods beginning on or after 1 January 2027. The new standard introduces the following key new requirements:

- Entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present a newly-defined operating profit subtotal. Entities' net profit will not change.
- Management-defined performance measures (MPMs) are disclosed in a single note in the financial statements.
- Enhanced guidance is provided on how to group information in the financial statements.

In addition, all entities are required to use the operating profit subtotal as the starting point for the statement of cash flows when presenting operating cash flows under the indirect method. The Group is still in the process of assessing the impact of the new standard, particularly with respect to the structure of the Group's statement of profit or loss, the statement of cash flows and the additional disclosures required for MPMs. The Group is also assessing the impact on how information is grouped in the financial statements, including for items currently labelled as other.

(ii) Other accounting standards

The Group is in the process of assessing the potential impact of the amendments on adopting the following new or amended accounting standards:

- Amendments to SFRS(I) 1-21: *Lack of Exchangeability*
- Amendments to SFRS(I) 9 and SFRS(I) 7: *Amendments to the Classification and Measurement of Financial Instruments*
- *Annual Improvements to SFRS(I)s – Volume 11*
- SFRS(I) 19: *Subsidiaries without Public Accountability: Disclosures*
- Amendments to SFRS(I) 9 and SFRS(I) 7: *Contracts Referencing Nature-dependent Electricity*

**APPENDIX D – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF
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NOTES TO THE FINANCIAL STATEMENTS

4. PROPERTY, PLANT AND EQUIPMENT

Group	Freehold land \$'000	Freehold buildings \$'000	Leasehold land and buildings \$'000	Leasehold improvements \$'000	Renovations \$'000
Cost					
At 1 January 2023	962	8,442	133,969	5,949	5,135
Additions	65	-	1,755	-	1,361
Disposals	-	-	(657)	-	(55)
Reclassification	-	-	(22)	-	-
Write-offs	-	-	-	-	(39)
Modification/Derecognition of right-of-use asset	-	-	(52)	-	-
Effect of movements in exchange rates	(114)	(359)	(2,282)	-	(58)
At 31 December 2023	<u>913</u>	<u>8,083</u>	<u>132,711</u>	<u>5,949</u>	<u>6,344</u>
At 1 January 2024	913	8,083	132,711	5,949	6,344
Assets acquired in business combination (Note 30)	-	-	3,828	-	671
Additions	978	-	2,619	-	397
Disposals	-	-	-	-	-
Reclassification	-	-	8,942	-	-
Write-offs	-	-	-	-	-
Modification/Derecognition of right-of-use asset	-	-	-	-	-
Effect of movements in exchange rates	152	349	311	-	74
At 31 December 2024	<u>2,043</u>	<u>8,432</u>	<u>148,411</u>	<u>5,949</u>	<u>7,486</u>
Accumulated depreciation and impairment losses					
At 1 January 2023	-	3,395	35,340	2,804	4,520
Depreciation charge for the year	-	112	5,364	147	121
Disposals	-	-	(362)	-	(55)
Reclassification	-	-	-	-	-
Write-offs	-	-	-	-	(38)
Derecognition of right-of-use asset	-	-	(33)	-	-
Effect of movements in exchange rates	-	(50)	(954)	(1)	(29)
At 31 December 2023	<u>-</u>	<u>3,457</u>	<u>39,355</u>	<u>2,950</u>	<u>4,519</u>
At 1 January 2024	-	3,457	39,355	2,950	4,519
Depreciation charge for the year	-	111	6,027	147	485
Disposals	-	-	-	-	-
Write-offs	-	-	-	-	-
Derecognition of right-of-use asset	-	-	-	-	-
Effect of movements in exchange rates	-	58	165	-	32
At 31 December 2024	<u>-</u>	<u>3,626</u>	<u>45,547</u>	<u>3,097</u>	<u>5,036</u>
Carrying amounts					
At 1 January 2023	962	5,047	98,629	3,145	615
At 31 December 2023	<u>913</u>	<u>4,626</u>	<u>93,356</u>	<u>2,999</u>	<u>1,825</u>
At 31 December 2024	<u>2,043</u>	<u>4,806</u>	<u>102,864</u>	<u>2,852</u>	<u>2,450</u>

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Furniture, fittings and office equipment \$'000	Warehouse equipment \$'000	Plant and machinery \$'000	Motor vehicles \$'000	Computers \$'000	Construction in progress \$'000	Installation in progress \$'000	Total \$'000
9,940	2,404	107,725	12,224	3,534	3,492	1,572	295,348
2,733	308	4,271	1,473	115	5,703	1,201	18,985
(1)	(427)	(2,403)	(1,532)	(16)	-	-	(5,091)
235	-	1,250	-	-	-	(1,463)	-
(435)	-	(1,348)	-	(20)	-	-	(1,842)
-	-	(90)	-	-	-	-	(142)
(142)	(41)	(2,955)	(186)	(70)	(250)	(33)	(6,490)
12,330	2,244	106,450	11,979	3,543	8,945	1,277	300,768
12,330	2,244	106,450	11,979	3,543	8,945	1,277	300,768
21	-	841	348	120	-	-	5,829
1,099	415	1,975	1,174	264	9	185	9,115
(135)	(70)	(806)	(855)	-	-	-	(1,866)
192	-	958	-	-	(8,942)	(1,150)	-
(371)	-	(697)	(84)	-	-	(35)	(1,187)
-	-	(60)	-	-	-	-	(60)
23	38	422	80	75	(3)	-	1,521
13,159	2,627	109,083	12,642	4,002	9	277	314,120
6,420	1,547	66,574	7,695	2,251	-	-	130,546
954	181	7,133	1,186	387	-	-	15,585
(1)	(293)	(2,140)	(1,029)	(10)	-	-	(3,890)
89	-	25	-	(114)	-	-	-
(400)	-	(1,167)	-	(20)	-	-	(1,625)
-	-	(87)	-	-	-	-	(120)
(97)	(38)	(1,726)	(139)	(45)	-	-	(3,079)
6,965	1,397	68,612	7,713	2,449	-	-	137,417
6,965	1,397	68,612	7,713	2,449	-	-	137,417
1,050	192	7,047	1,203	482	-	-	16,744
(129)	(50)	(686)	(767)	-	-	-	(1,632)
(318)	-	(617)	(84)	-	-	-	(1,019)
-	-	(53)	-	-	-	-	(53)
18	26	187	52	55	-	-	593
7,586	1,565	74,490	8,117	2,986	-	-	152,050
3,520	857	41,151	4,529	1,283	3,492	1,572	164,802
5,365	847	37,838	4,266	1,094	8,945	1,277	163,351
5,573	1,062	34,593	4,525	1,016	9	277	162,070

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NOTES TO THE FINANCIAL STATEMENTS

Company	Leasehold land and buildings \$'000	Leasehold improvements \$'000	Renovations \$'000	Furniture, fittings and office equipment \$'000
Cost				
Balance at 1 January 2023	49,686	5,949	3,991	1,239
Additions	402	-	1,209	601
Disposals	-	-	-	-
Write-offs	-	-	(39)	(12)
At 31 December 2023	<u>50,088</u>	<u>5,949</u>	<u>5,161</u>	<u>1,828</u>
At 1 January 2024	50,088	5,949	5,161	1,828
Additions	-	-	14	89
Disposals	-	-	-	(2)
Write-offs	-	-	-	(11)
At 31 December 2024	<u>50,088</u>	<u>5,949</u>	<u>5,175</u>	<u>1,904</u>
Accumulated depreciation				
At 1 January 2023	8,544	2,804	3,823	785
Depreciation charge for the year	1,632	146	55	106
Disposals	-	-	-	-
Write-offs	-	-	(38)	(12)
At 31 December 2023	<u>10,176</u>	<u>2,950</u>	<u>3,840</u>	<u>879</u>
At 1 January 2024	10,176	2,950	3,840	879
Depreciation charge for the year	1,631	147	151	152
Disposals	-	-	-	(1)
Write-offs	-	-	-	(11)
At 31 December 2024	<u>11,807</u>	<u>3,097</u>	<u>3,991</u>	<u>1,019</u>
Carrying amounts				
At 1 January 2023	<u>41,142</u>	<u>3,145</u>	<u>168</u>	<u>454</u>
At 31 December 2023	<u>39,912</u>	<u>2,999</u>	<u>1,321</u>	<u>949</u>
At 31 December 2024	<u>38,281</u>	<u>2,852</u>	<u>1,184</u>	<u>885</u>

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Warehouse equipment \$'000	Plant and machinery \$'000	Motor vehicles \$'000	Computers \$'000	Total \$'000
280	76	249	1,059	62,529
-	-	-	16	2,228
-	(38)	-	-	(38)
-	-	-	(1)	(52)
280	38	249	1,074	64,667
280	38	249	1,074	64,667
-	-	-	75	178
-	-	-	-	(2)
-	-	-	-	(11)
280	38	249	1,149	64,832
207	76	25	642	16,906
14	-	25	120	2,098
-	(38)	-	-	(38)
-	-	-	(1)	(51)
221	38	50	761	18,915
221	38	50	761	18,915
14	-	25	124	2,244
-	-	-	-	(1)
-	-	-	-	(11)
235	38	75	885	21,147
73	-	224	417	45,623
59	-	199	313	45,752
45	-	174	264	43,685

NOTES TO THE FINANCIAL STATEMENTS

4. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

During the year, the Group acquired property, plant and equipment with an aggregate cost of \$14,944,000 (2023: \$18,985,000) of which:

- \$1,797,000 (2023: \$1,932,000) was acquired under leases;
- \$431,000 (2023: \$98,000) was included in net change of amount payables for purchase of property, plant and equipment; and
- \$5,829,000 (2023: Nil) acquired in the acquisition of subsidiaries.

Included in property, plant and equipment of the Group and Company are right-of-use assets with a total carrying amount of \$25,822,000 and \$11,940,000 (2023: \$21,512,000 and \$12,500,000), which are further disclosed under lease liabilities (Note 30).

The following property, plant and equipment are pledged as security for secured loans and borrowings (Note 18):

	Group	
	2024	2023
	\$'000	\$'000
Carrying amounts		
Freehold land and building	5,142	271
Leasehold buildings	5,522	8,581
Motor vehicles, plant and machinery	745	100
	11,409	8,952

Impairment of property, plant and equipment

In 2024, the Group carried out a review of the recoverable amounts of cash generating units ("CGUs") with impairment indicators. The review resulted in no impairment made.

The approach to determine the recoverable amount of the CGUs that included these property, plant and equipment is determined based on the calculation of their value-in-use ("VIU") derived from management's cash flows projections for these CGUs.

Cash flow projections used in the VIU calculations were over a period of 5 years (2023: 5 years), based on the 2024 financial budget approved by Board of Directors.

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4. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Impairment of property, plant and equipment (Continued)

Value-in-use

Key assumptions used in the estimation of value-in-use were as follows:

	2024 %	2023 %
<i>Revenue growth rate</i>		
Singapore	(6) – 8	(13) – 32
People's Republic of China	5 – 35	(2) – 29
Malaysia	3 – 6	10 – 20
<i>Gross profit margin</i>		
Singapore	10 – 32	9 – 37
People's Republic of China	16 – 22	9 – 26
Malaysia	19	31 – 36
<i>Post-tax discount rate</i>		
Singapore	9	9 – 10
People's Republic of China	10	11
Malaysia	10	9

The forecasted revenue growth rate is estimated based on past performance and the expectations of market developments. The discount rates are a post-tax measure estimated based on the weighted average cost of capital of comparable companies.

The pre-tax discount rates applied to the cash flow projections of CGUs in Singapore, People's Republic of China and Malaysia are 11% to 14% (2023: 12% to 17%), 11% to 18% (2023: 13% to 18%) and 13% (2023: 11%) respectively.

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NOTES TO THE FINANCIAL STATEMENTS

5. INTANGIBLE ASSETS

	Goodwill \$'000	Customer relationships \$'000	Total \$'000
Group			
Cost			
At 1 January 2023	3,103	532	3,635
Effect of movements in exchange rates	(40)	–	(40)
At 31 December 2023	3,063	532	3,595
Effect of movements in exchange rates	1	–	1
At 31 December 2024	3,064	532	3,596
Accumulated amortisation			
At 1 January 2023	–	133	133
Amortisation charge for the year	–	133	133
At 31 December 2023	–	266	266
Amortisation charge for the year	–	133	133
Impairment of goodwill	1,300	–	1,300
At 31 December 2024	1,300	399	1,699
Carrying amounts			
At 1 January 2023	3,103	399	3,502
At 31 December 2023	3,063	266	3,329
At 31 December 2024	1,764	133	1,897

Annual impairment tests for cash generating units containing goodwill

For the purpose of impairment testing, goodwill is allocated to the Group's CGU identified as included in the following reportable segments:

	Group 2024 \$'000	2023 \$'000
Singapore		
C.K.H. Food Trading Pte. Ltd.	2,049	2,049
United Packaging Industries Pte. Ltd.	18	18
People's Republic of China		
Hefei Dansun Packaging Co., Ltd.	562	562
Nantong group of entities	435	434
	3,064	3,063

NOTES TO THE FINANCIAL STATEMENTS

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5. INTANGIBLE ASSETS (CONTINUED)

Annual impairment tests for cash generating units containing goodwill (Continued)

The recoverable amount of the CGU is based on VIU calculations. The calculation for VIU is based on cash flow projections derived from financial budgets approved by Board of Directors covering a period of 5 years (2023: 5 years). The review resulted in the carrying amount of one of the CGUs, C.K.H. Food Trading Pte. Ltd. determined to be higher than its recoverable amount of \$1,300,000 and an impairment loss of \$1,300,000 was recognised. The impairment loss was fully allocated to the goodwill and was recognised in 'other expenses'.

For the purpose of analysing each CGU, management used the following key assumptions:

	2024 %	2023 %
<i>Revenue growth rate</i>		
Singapore	(5) – 5	(12) – 17
People's Republic of China	(14) – 5	(2) – 4
<i>Gross profit margin</i>		
Singapore	24 – 27	22 – 24
People's Republic of China	10 – 26	9 – 26
<i>Post-tax discount rate</i>		
Singapore	9	9 – 10
People's Republic of China	10	11

The forecasted revenue growth rate is estimated based on past performance and the expectations of market developments. The discount rate was a post-tax measure estimated based on the weighted average cost of capital of comparable companies. The pre-tax discount rates applied to the cash flow projections of CGUs in Singapore and People's Republic of China are 10% to 13% (2023: 10% to 14%) and 14% to 18% (2023: 13% to 18%) respectively.

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NOTES TO THE FINANCIAL STATEMENTS

6. INVESTMENT PROPERTIES

	Group	
	2024 \$'000	2023 \$'000
Cost		
At 1 January	852	908
Acquisition through business combination	3,520	–
Effect of movements in exchange rates	55	(56)
At 31 December	<u>4,427</u>	<u>852</u>
Accumulated depreciation		
At 1 January	288	289
Depreciation charge for the year	73	18
Effect of movements in exchange rates	19	(19)
At 31 December	<u>380</u>	<u>288</u>
Carrying amounts		
At 1 January	<u>564</u>	619
At 31 December	<u>4,047</u>	<u>564</u>
Fair value		
At 31 December	<u>4,219</u>	<u>600</u>

The investment properties comprise a number of strata units in Singapore and resort apartments in Malaysia. As at 31 December 2024, investment properties of the Group with carrying amounts of \$3,465,000 (2023: Nil) are pledged as security to secure bank loans (Note 18).

Impairment of investment properties

In 2024, the Group carried out a review of the recoverable amounts of CGUs with impairment indicators. Where indicators of impairment were identified, the recoverable amounts were estimated based on external valuations undertaken. The review resulted in no impairment made.

The valuations as at 31 December 2024 and 31 December 2023 were performed by independent professional valuers and based on the comparison method (2023: comparison method). In relying on the valuation reports, the directors have exercised their judgement and are satisfied that the valuation methods and estimates used are reflective of the current market conditions.

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6. INVESTMENT PROPERTIES (CONTINUED)

Measurement of fair value

Fair value hierarchy

The fair values are based on market values, being the estimated amount for which a property could be exchanged on the date of the valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.

The fair value measurement for investment properties has been categorised as a Level 3 fair value.

The following table shows the key assumption/unobservable input used in the valuation of investment properties as at 31 December 2024:

<u>Valuation technique</u>	<u>Key assumption/ unobservable input</u>	<u>Inter-relationship between key unobservable inputs and fair value measurement</u>
Comparison Method of Valuation	Price per square foot: \$91 to \$1,197 (2023: \$94 to \$106)	Significant increases in price per square foot would result in a significantly higher fair value measurement.

7. SUBSIDIARIES

	Company	
	2024	2023
	\$'000	\$'000
Equity investments at cost	43,848	42,278
Impairment losses		
At 1 January	(2,000)	(2,100)
Impairment loss recognised	(1,300)	-
Amounts written off	-	100
At 31 December	(3,300)	(2,000)
	40,548	40,278

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7. SUBSIDIARIES (CONTINUED)

The Company assessed the carrying amount of its investments in subsidiaries for indicators of impairment. Based on the assessment, the review resulted in additional impairment loss of \$1,300,000 in C.K.H. Food Trading Pte. Ltd. during the year. The recoverable amounts of the Company's investments were estimated using the value-in-use approach and based on discounted cash flow method. For recoverable amounts estimated using value-in-use approach, the key assumptions are set out below. The values assigned to the key assumptions represent management's assessment of future trends in the industry and are based on both external sources and internal sources.

	Company 2024 %
Revenue growth rate	4 – 5
Pre-tax discount rate	10

Impairment losses written off

In 2023, the impairment losses written off amounting \$100,000 related to strike off of subsidiaries.

Details of significant subsidiaries are as follows:

Name of subsidiaries	Principal activities	Country of incorporation	Ownership interest	
			2024 %	2023 %
Held by the Company				
Topseller Pte Ltd ⁽ⁱ⁾	Marketing and sale of agency lines and proprietary brands	Singapore	100	100
Tipex Pte Ltd ⁽ⁱ⁾	Supply of provisions and household products	Singapore	100	100
Socma Trading (M) Sendirian Berhad ⁽ⁱⁱⁱ⁾	Marketing and sale of household and consumer products	Malaysia	100	100
Tat Seng Packaging Group Ltd ⁽ⁱ⁾	Manufacture and sale of corrugated boards, corrugated cartons and other packaging products	Singapore	64	64

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7. SUBSIDIARIES (CONTINUED)

Name of subsidiaries	Principal activities	Country of incorporation	Ownership interest	
			2024 %	2023 %
Fortune Food Manufacturing Pte Ltd ⁽ⁱ⁾	Manufacture of soya bean products and noodles	Singapore	100	100
C.K.H. Food Trading Pte Ltd ⁽ⁱ⁾	Food trading and distribution	Singapore	80	80
PSC Group Treasury Pte Ltd ⁽ⁱ⁾	Investment holding	Singapore	100	100
Kim Guan Guan Coffee Trading Pte Ltd ⁽ⁱ⁾	General importers and distributors of coffee, tea and other related products	Singapore	51	–
Held by Fortune Food Manufacturing Pte Ltd:				
Fortune Food Manufacturing Sdn Bhd ⁽ⁱⁱ⁾	Manufacture of soya bean products and noodles	Malaysia	100	100
Held by Tipex Pte Ltd:				
Tips Industry (M) Sdn Bhd ⁽ⁱⁱⁱ⁾	Packaging and sale of paper products	Malaysia	100	100
Held by Socma Trading (M) Sendirian Berhad:				
Fresh Fruit Juice Manufacturing (M) Sdn Bhd ⁽ⁱⁱⁱ⁾	Manufacture of grass jelly products	Malaysia	100	100
Held by Kim Guan Guan Coffee Trading Pte Ltd:				
Kim Guan Guan Coffee Roaster Pte Ltd ⁽ⁱ⁾	Manufacturers and wholesale of coffee and tea	Singapore	100	–
Held by Tat Seng Packaging Group Ltd:				
United Packaging Industries Pte Ltd ⁽ⁱ⁾	Manufacture and sale of corrugated boards, corrugated cartons and other packaging products	Singapore	100	100

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7. SUBSIDIARIES (CONTINUED)

Name of subsidiaries	Principal activities	Country of incorporation	Ownership interest	
			2024 %	2023 %
Tat Seng Packaging (Suzhou) Co., Ltd ^{(iii) (iv)}	Manufacture and sale of corrugated boards, corrugated cartons and other packaging products	People's Republic of China	100	100
Hefei Dansun Packaging Co., Ltd ^{(iii) (vi)}	Manufacture and sale of corrugated cartons and other packaging products	People's Republic of China	94.4	94.4
Tianjin Dansun Packaging Co., Ltd ^{(iii) (iv)}	Manufacture and sale of corrugated cartons and other packaging products	People's Republic of China	67	67
Held by Tat Seng Packaging (Suzhou) Co., Ltd:				
Nantong Hengcheng Paper Industry Co., Ltd ^{(iii) (iv)}	Manufacture and sale of corrugated boards	People's Republic of China	70	70
Held by Nantong Hengcheng Paper Industry Co., Ltd:				
Nantong Tat Seng Packaging Co., Ltd ^{(iii) (iv)}	Manufacture and sale of corrugated boards	People's Republic of China	100	100
Held by Hefei Dansun Packaging Co., Ltd:				
Guangzhou Dansun Packaging Co., Ltd ^(v)	Manufacture and sale of corrugated boards, paper mould and other packaging products	People's Republic of China	100	100

(i) Audited by KPMG LLP, Singapore.

(ii) Audited by other member firms of KPMG International.

(iii) Audited by other member firms of KPMG International for group consolidation purposes.

(iv) Audited by 苏州东恒会计事务(普通合伙) for local statutory reporting purposes.

(v) Not required to be audited by law of country of incorporation.

KPMG LLP is the auditor of all Singapore-incorporated subsidiaries. Other member firms of KPMG International are auditors of significant foreign-incorporated subsidiaries. For this purpose, a subsidiary is considered significant as defined under Singapore Exchange Limited Listing Manual if its net tangible assets represent 20% or more of the Group's consolidated net tangible assets, or if its pre-tax profits account for 20% or more of the Group's consolidated pre-tax profits.

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8. ASSOCIATES

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Investment in associate	125	125	-	-
Impairment losses at 1 January and 31 December	(125)	(125)	-	-
	-	-	-	-

Details of the Group's associate are as follows:

Name of associate	Principal activities	Country of incorporation	Effective equity held by			
			Group		Company	
			2024 %	2023 %	2024 %	2023 %
Held by the Company's subsidiaries						
Longkou Luzhibei Preserved Fruit Company Limited ^{&}	Manufacture and distribution of preserved fruits	People's Republic of China	40	40	-	-

[&] Not required to be audited by law of country of incorporation.

The associates are not significant as defined under the Listing Rule 718 of Singapore Exchange Listing Manual. For this purpose, an associated company is considered significant if the Group's share of its net tangible assets represents 20% or more of the Group's consolidated net tangible assets, or if the Group's share of its pre-tax profits accounts for 20% or more of the Group's consolidated pre-tax profits.

In prior years, the Group assessed the carrying amount of the interests in associate and recognised impairment losses to write down the investment costs to nil. Since the Group has no obligation in respect of the loss of the associate that exceed the Group's interests in the associate, the equity accounting for loss recognition had been suspended in prior years.

There is no significant change to the financial condition of the associate in 2024. As such, the Group's interests in associate remained fully impaired at 31 December 2024.

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9. OTHER FINANCIAL ASSETS

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Non-current investments				
Quoted equity investments – at FVOCI	106	78	106	78
Quoted equity investments – at FVTPL	9,665	–	–	–
Time deposits – at amortised costs	13,628	16,162	–	–
Structured Notes [#] , at FVTPL	15,641	–	–	–
Investment Fund, at FVTPL	3,856	–	–	–
Insurance assets – Keyman life insurance policies, at FVTPL	1,015	–	–	–
Derivative – put option at FVTPL (Note 30)	–	–	209	–
	43,911	16,240	315	78
Current investments				
Quoted equity investments – designated at FVTPL	470	197	470	197
Time deposits – at amortised costs	5,933	–	–	–
	6,403	197	470	197

Time deposits of the Group have stated fixed interest rates and maturities in 7 months to more than one year.

[#] Principal protected and interest-bearing

Equity investments designated as at FVOCI

The Group designated the investments shown below as equity investments as at FVOCI because these equity investments represent investments that the Group intends to hold for the long-term for strategic purposes.

	Fair value at 31 Dec 2024 \$'000	Dividend income recognised during 2024 \$'000	Fair value at 31 Dec 2023 \$'000	Dividend income recognised during 2023 \$'000
Investment in listed company in Singapore	106	5	78	5

No strategic investments were disposed of during 2024, and there were no transfers of any cumulative gain or loss within equity relating to these investments.

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10. DEFERRED TAX ASSETS AND LIABILITIES

Movements in temporary differences during the year are as follows:

	At 1 January 2023 \$'000	Recognised in profit or loss (Note 27) \$'000	Effect of movements in exchange rates \$'000	At 31 December 2023 \$'000	Recognised in profit or loss (Note 27) \$'000	Effect of movements in exchange rates \$'000	Acquired in business combination (Note 30) \$'000	At 31 December 2024 \$'000
Group								
Deferred tax assets								
Property, plant and equipment	(66)	43	-	(23)	(116)	-	-	(139)
Trade and other receivables	334	(261)	(7)	66	(105)	-	-	(39)
Tax value of loss carry forward	2,911	49	(56)	2,904	(183)	-	-	2,721
Trade and other payables	782	(185)	(19)	578	(152)	-	-	426
Right-of-use assets	(2,152)	27	-	(2,125)	95	-	-	(2,030)
Lease liabilities	2,152	1,308	(3)	3,457	(74)	-	-	3,383
Set off of tax	(276)	(1,403)	2	(1,677)	172	-	-	(1,505)
Total	3,685	(422)	(83)	3,180	(363)	-	-	2,817
Deferred tax liabilities								
Property, plant and equipment	(2,541)	(1,278)	76	(3,743)	49	(50)	(210)	(3,954)
Investment in subsidiaries	(2,459)	(489)	61	(2,887)	388	(65)	-	(2,564)
Intangible assets	(67)	23	-	(44)	-	-	-	(44)
Right-of-use assets	(330)	(1,362)	28	(1,664)	44	-	(355)	(1,975)
Lease liabilities	351	195	(26)	520	(8)	-	-	512
Investment properties	-	-	-	-	6	-	(324)	(318)
Other items	(55)	87	1	33	(30)	1	(13)	(9)
Set off of tax	276	1,403	(2)	1,677	(172)	-	-	1,505
Total	(4,825)	(1,421)	138	(6,108)	277	(114)	(902)	(6,847)
Company								
Deferred tax assets								
Property, plant and equipment					(141)	-	-	(141)
Right-of-use assets	(2,152)	27	-	(2,125)	95	-	-	(2,030)
Lease liabilities	2,152	150	-	2,302	(61)	-	-	2,241
Other items	-	-	-	-	(38)	-	-	(38)
Total	-	177	-	177	(145)	-	-	32

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10. DEFERRED TAX ASSETS AND LIABILITIES (CONTINUED)

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items:

	Group	
	2024 \$'000	2023 \$'000
Tax losses	2,503	3,956
Others	963	1,064
	3,466	5,020

The unutilised tax losses are subject to agreement by the tax authorities and compliance with tax regulations in the respective countries in which certain subsidiaries operate. Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which the subsidiaries concerned can utilise the benefit. Tax losses of the subsidiaries concerned amounting to \$21,000 (2023: \$939,000) will expire between 2025 and 2027 (2023: 2024 and 2027).

All temporary differences relating to undistributed earnings of certain subsidiaries of the Group has been recognised.

11. INVENTORIES

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Raw materials	22,522	21,541	–	–
Work-in-progress	497	181	–	–
Finished goods	28,317	24,240	1	–
Goods-in-transit	2,109	1,436	–	–
Packing materials	1,221	1,047	–	–
	54,666	48,445	1	–

In 2024, inventories of the Group amounting to \$364,663,000 (2023: \$361,139,000) were recognised as an expense during the period and included in cost of sales.

Inventories have been increased by \$73,000 (2023: \$469,000) as a result of write-back of net realisable value. The write-back are included in cost of sales.

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12. BILLS RECEIVABLE

All bills receivable are denominated in Renminbi (“RMB”). As at 31 December 2024 and 2023, all bills receivable were guaranteed by established banks in the People’s Republic of China (“PRC”) and have maturities of less than one year from the end of the reporting period.

13. TRADE AND OTHER RECEIVABLES

	Note	Group		Company	
		2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Trade receivables		83,466	80,528	-	-
Impairment losses		(1,073)	(980)	-	-
Net trade receivables		82,393	79,548	-	-
Deposits		824	563	5	52
Other receivables		2,079	2,512	421	1,212
Amounts due from					
– Subsidiaries	14	-	-	37,796	33,214
– Related companies		346	528	-	-
Advance payments		1,861	1,242	-	-
Prepayments		756	1,296	54	40
VAT/GST receivables		31	182	18	50
		88,290	85,871	38,294	34,568
Non-current		304	205	-	-
Current		87,986	85,666	38,294	34,568
		88,290	85,871	38,294	34,568

14. AMOUNTS DUE FROM SUBSIDIARIES

	Company	
	2024 \$'000	2023 \$'000
Amount due from subsidiaries	37,826	33,244
Impairment losses at 1 January and 31 December	(30)	(30)
	37,796	33,214

Amount due from subsidiaries are non-trade, unsecured, interest-free and repayable on demand.

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15. CASH ON HAND AND IN BANKS

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Cash at bank and in hand	64,400	62,300	1,565	1,425
Short-term deposits	135,687	153,568	85,609	83,400
Cash on hand and in banks in the statement of financial position	200,087	215,868	87,174	84,825
Deposits pledged	(7,668)	(9,669)	–	–
Cash and cash equivalents in the statement of cash flows	192,419	206,199	87,174	84,825

Cash and bank balances totalling \$35,300,000 (2023: \$41,908,000) are held in a country which operates foreign exchange controls.

Bank deposits pledged represents amounts pledged as security by certain subsidiaries to obtain credit facilities (Note 18).

16. CAPITAL AND RESERVES

Share capital

	2024 No. of shares	2023 No. of shares
Group and Company		
In issue at 1 January and 31 December	570,996,746	570,996,746

At 31 December 2024, the Company held 25,699,800 (2023: 25,699,800) of its own uncanceled shares.

The total number of issued shares excluding treasury shares as at the end of the year ended 31 December 2024 was 545,296,946 (2023: 545,296,946).

The holders of ordinary shares (excluding treasury shares) are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares (excluding treasury shares) rank equally with regard to the Company's residual assets.

All issued shares are fully paid, with no par value.

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16. CAPITAL AND RESERVES (CONTINUED)

Reserves

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Other reserves	1,377	1,586	–	–
Statutory reserves	12,727	12,727	–	–
Fair value reserve	85	57	85	57
Foreign currency translation reserve	(10,961)	(12,972)	–	–
Retained earnings	155,824	143,977	13,017	9,019
	<u>159,052</u>	<u>145,375</u>	<u>13,102</u>	<u>9,076</u>

Other reserves

Other reserves of the Group comprise mainly:

- (i) the reserve arising from bonus shares issued by a subsidiary; and
- (ii) the reserve arising from acquisition of non-controlling interests.

Statutory reserves

In accordance with the relevant PRC regulations, certain subsidiaries in the PRC are required to appropriate at least 10% of their profit after tax in their annual statutory financial statements, as determined in accordance with the PRC accounting standards and regulations applicable to the subsidiaries, to the statutory reserve until such reserve reaches 50% of the registered capital. Subject to approval from the relevant PRC authorities, the statutory reserve may be used to offset any accumulated losses or increase the registered capital of the subsidiaries. The statutory reserve is not available for dividend distribution to shareholders.

Fair value reserve

The fair value reserve of the Group and the Company comprises the cumulative net change in the fair value of equity investments designated at FVOCI until the assets are derecognised or reclassified.

Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

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16. CAPITAL AND RESERVES (CONTINUED)

Dividends

The following exempt (one-tier) dividends were declared and paid by the Group.

Paid by the Company to owners of the Company

	Group and Company 2024 \$'000	2023 \$'000
Final tax-exempt dividend of \$0.01 (2023: \$0.01) per share in respect of previous financial year	5,453	5,473
Special tax-exempt dividend of \$0.005 (2023: Nil) per share in respect of previous financial year	2,726	-
Interim tax-exempt dividend paid of \$0.005 (2023: \$0.003) per share in respect of current financial year	2,727	1,639
	10,906	7,112

Paid by subsidiaries to non-controlling interests

	Group 2024 \$'000	2023 \$'000
Final tax-exempt dividend paid of \$0.020 (2023: \$0.025) per share in respect of previous financial year	1,133	1,417
Interim tax-exempt dividend paid of \$0.030 (2023: \$0.025) per share in respect of current financial year	1,701	1,417
Dividend in respect of the current financial year	1,527	1,152
	4,361	3,986

After the respective reporting dates, the following exempt (one-tier) dividends were proposed by the directors. These exempt (one-tier) dividends have not been recognised as liabilities and there are no tax consequences.

	Group and Company 2024 \$'000	2023 \$'000
Final tax-exempt dividend of \$0.013 (2023: \$0.010) per share in respect of financial year ended 31 December 2024 (2023: 31 December 2023)	7,089	5,453
Special tax-exempt dividend of Nil (2023: \$0.005) per share in respect of financial year ended 31 December 2024 (2023: 31 December 2023)	-	2,726
	7,089	8,179

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17. NON-CONTROLLING INTERESTS

The following summarises the financial information of each of the Group's subsidiaries with material non-controlling interests ("NCI"), based on their respective (consolidated) financial statements prepared in accordance with SFRS(I).

	Tat Seng Packaging Group Ltd and its subsidiaries \$'000	C.K.H. Food Trading Pte. Ltd \$'000	Kim Guan Guan Coffee Trading Pte Ltd & its subsidiary (Note 30a) \$'000	Consolidation adjustments \$'000	Total \$'000
31 December 2024					
Revenue	253,938	19,072	6,995		
Profit/(Loss)	19,944	40	(280)		
OCI	(6)	-	-		
Total comprehensive income					
Attributable to NCI:					
- Profit/(Loss)	7,866	8	(137)	(170)	7,567
- OCI	4	-	-	-	4
- Total comprehensive income	7,870	8	(137)	(170)	7,571
Non-current assets	117,936	297	6,318		
Current assets	210,560	3,471	4,118		
Non-current liabilities	(10,789)	(14)	(3,628)		
Current liabilities	(104,234)	(2,366)	(4,504)		
Net assets	213,473	1,388	2,304		
Net assets attributable to NCI	84,035	278	1,129	2,335	87,777
Cash flows from operating activities	29,669	1,032	10		
Cash flows used in investing activities	(17,212)	(68)	(34)		
Cash flows (used in)/from financing activities (dividends to NCI: Note 16)	(17,236)	(553)	223		
Net (decrease)/increase in cash and cash equivalents	(4,779)	411	199		

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17. NON-CONTROLLING INTERESTS (CONTINUED)

	Tat Seng Packaging Group Ltd and its subsidiaries \$'000	Tipex Pte Ltd and its subsidiaries (Note 30b) \$'000	C.K.H. Food Trading Pte. Ltd. \$'000	Consolidation adjustments \$'000	Total \$'000
31 December 2023					
Revenue	258,868	32,503	21,171		
Profit/(Loss)	19,972	1,576	650		
OCI	(5,174)	(558)	-		
Total comprehensive income	14,798	1,018	650		
Attributable to NCI:					
- Profit/(Loss)	7,922	68	130	(75)	8,045
- OCI	(2,150)	(145)	-	(21)	(2,316)
- Total comprehensive income	5,772	(77)	130	(96)	5,729
Non-current assets	113,428	-	422		
Current assets	208,463	-	4,013		
Non-current liabilities	(11,179)	-	(21)		
Current liabilities	(107,895)	-	(2,742)		
Net assets	202,817	-	1,672		
Net assets attributable to NCI	80,381	-	334	663	81,378
Cash flows from operating activities	43,788	-	777		
Cash flows used in investing activities	(25,330)	-	(42)		
Cash flows from/(used in) financing activities (dividends to NCI: Note 16)	6,371	-	(864)		
Net increase/(decrease) in cash and cash equivalents	24,829	-	(129)		

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18. LOANS AND BORROWINGS

This note provides information about the contractual terms of the Group's interest-bearing loans and borrowings.

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Non-current liabilities				
Secured bank loans	2,174	-	-	-
Unsecured bank loans	113	-	-	-
Lease liabilities	21,914	21,382	12,812	13,183
	24,201	21,382	12,812	13,183
Current liabilities				
Secured bank loans	11,748	12,737	-	-
Unsecured bank loans	21,213	21,025	-	-
Trust receipts/bankers' acceptance	935	-	-	-
Bills payable	28,894	35,127	-	-
Lease liabilities	1,962	1,213	371	356
	64,752	70,102	371	356
Total loans and borrowings	88,953	91,484	13,183	13,539

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NOTES TO THE FINANCIAL STATEMENTS

18. LOANS AND BORROWINGS (CONTINUED)

Terms and debt repayment schedule

Terms and conditions of outstanding loans and borrowings are as follows:

	Currency	Nominal	Year of maturity	2024		2023	
		interest		Face	Carrying	Face	Carrying
		rate		value	amount	value	amount
		%		\$'000	\$'000	\$'000	\$'000
Group							
Bills payable (secured) ⁽ⁱ⁾	RMB	–	2025	28,894	28,894	–	–
Bills payable (secured) ⁽ⁱ⁾	RMB	–	2024	–	–	35,127	35,127
Trust receipts (secured) ⁽ⁱⁱⁱ⁾	SGD	4.2 – 4.4	2025	935	935	–	–
Loan (secured)	RMB	2.4 – 3.0	2025	11,150	11,150	–	–
Loan (unsecured)	RMB	2.4 – 3.1	2025	20,632	20,632	–	–
Loan (secured)	RMB	2.8 – 5.1	2024	–	–	12,737	12,737
Loan (unsecured)	RMB	2.9 – 3.5	2024	–	–	21,025	21,025
Loan (secured) ⁽ⁱⁱ⁾	SGD	4.1 – 4.6	2028 – 2034	1,273	1,273	–	–
Loan (secured) ⁽ⁱⁱⁱ⁾	SGD	4.5 – 5.0	2025 – 2043	1,306	1,306	–	–
Loan (secured) ^(iv)	SGD	5.0	2027	193	193	–	–
Loan (unsecured) ^(v)	SGD	2.5 – 5.4	2025 – 2027	694	694	–	–
Lease liabilities	SGD	2.4 – 6.3	2024 – 2049	30,425	21,630	29,363	20,064
Lease liabilities	RMB	5.4	2024 – 2037	462	335	485	357
Lease liabilities	RM	4.3 – 5.9	2024 – 2029	2,161	1,911	2,526	2,174
				98,125	88,953	101,263	91,484
Company							
Lease liabilities	SGD	3.9 – 4.6	2024 – 2049	20,471	13,183	21,348	13,539

- (i) The bills payable of the Group are secured by the leasehold land, certain leasehold buildings, and cash and bank balances of the Group, and are non-interest bearing and mature within 6 months from the financial year end.
- (ii) Secured by personal guarantees from two shareholders of two subsidiaries and legal mortgage on their personal property. The two shareholders are also directors of the subsidiaries.
- (iii) Secured by personal guarantees from two shareholders of a subsidiary and legal mortgages on the Group's investment properties with net book value of approximately \$3.5 million (2023: Nil).
- (iv) Secured by personal guarantees from two shareholders of a subsidiary and legal mortgages on the Group's leasehold properties with net book value of approximately \$2.9 million (2023: Nil).
- (v) Secured by personal guarantees from two shareholders of subsidiaries. The two shareholders are also directors of the subsidiaries.

**APPENDIX D – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF
THE GROUP FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024**

NOTES TO THE FINANCIAL STATEMENTS

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18. LOANS AND BORROWINGS (CONTINUED)

Reconciliation of movements of liabilities to cash flows arising from financing activities

	Liabilities			Total \$'000
	Lease liabilities \$'000	Loans and borrowings \$'000	Interest payables (Note 21) \$'000	
Group				
Balance at 1 January 2023	22,129	56,673	87	78,889
Changes from financing cash flows				
Proceeds from loans and borrowings	-	102,827	-	102,827
Repayment of loans and borrowings	-	(88,139)	-	(88,139)
Payment of lease liabilities	(1,336)	-	-	(1,336)
Interest paid	-	-	(1,802)	(1,802)
Total changes from financing cash flows	(1,336)	14,688	(1,802)	11,550
The effect of changes in foreign exchange rates	(107)	(2,472)	(2)	(2,581)
Interest expense	-	-	1,750	1,750
New leases	1,932	-	-	1,932
Derecognition of lease liabilities (Note 31)	(23)	-	-	(23)
Balance at 31 December 2023	22,595	68,889	33	91,517
Balance at 1 January 2024	22,595	68,889	33	91,517
Changes from financing cash flows				
Proceeds from loans and borrowings	-	99,951	-	99,951
Repayment of loans and borrowings	-	(108,958)	-	(108,958)
Payment of lease liabilities	(1,724)	-	-	(1,724)
Interest paid	-	-	(2,052)	(2,052)
Total changes from financing cash flows	(1,724)	(9,007)	(2,052)	(12,783)
The effect of changes in foreign exchange rates	140	44	-	184
Interest expense	-	-	2,049	2,049
New leases	1,797	-	-	1,797
Derecognition of lease liabilities (Note 31)	(7)	-	-	(7)
Acquisition through business combination	1,075	5,151	-	6,226
Balance at 31 December 2024	23,876	65,077	30	88,983

NOTES TO THE FINANCIAL STATEMENTS

18. LOANS AND BORROWINGS (CONTINUED)

Intra-group financial guarantees

Intra-group financial guarantees comprise guarantees given by the Company to banks in respect of banking facilities amounting to \$3,112,000 (2023: \$2,925,000) granted to two of its subsidiaries. There are no expiry dates on the financial guarantees. At the reporting date, the Company does not consider it probable that a claim will be made against the Company under the intra-group guarantees.

At the reporting date, the Company's listed subsidiary provided corporate guarantees amounting to \$12,582,694 (2023: \$16,078,000) to banks for banking facilities of \$16,582,694 (2023: \$20,078,000) made available to the subsidiaries of the listed subsidiary, of which the subsidiaries has utilised \$321,160 (2023: \$5,150,000). The listed subsidiary does not consider it probable that a claim will be made against them under the guarantee.

19. FINANCIAL INSTRUMENTS

Financial risk management

Overview

The Group has exposure to the following risks from its use of financial instruments:

- credit risk
- liquidity risk
- market risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital.

Risk management framework

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Board has established the Audit and Risk Committee, which is responsible for developing and monitoring the Group's risk management policies. The committee reports regularly to the Board of Directors on its activities.

Risk management is integral to the whole business of the Group. The Group has a system of controls in place to create an acceptable balance between the costs of risks occurring and the cost of managing the risks. The management continually monitors the Group's risk management process to ensure that an appropriate balance between risk and control is achieved. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

NOTES TO THE FINANCIAL STATEMENTS

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19. FINANCIAL INSTRUMENTS (CONTINUED)

Risk management framework (Continued)

The Audit and Risk Committee oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Audit and Risk Committee is assisted in its oversight role by Internal Audit. The Group has appointed a third-party internal auditor to carry out their Internal Audit function. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit and Risk Committee.

Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's maximum exposure to credit risk arises primarily from trade and other receivables.

The carrying amount of financial assets in the statement of financial position represents the Group's and the Company's respective maximum exposure to credit risk, before taking into account any collateral held.

At the reporting date, credit risk is concentrated mainly in cash and fixed deposits with banks and trade and bill receivables and other receivables. Cash and fixed deposits are placed with banks which are regulated.

Trade receivables

Risk management policy

The Group has a credit policy in place which establishes credit limits for customers and monitors their balances on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount.

The Group establishes an allowance for impairment that represents its expected losses in respect of trade receivables.

Credit risk relating to trade receivables are limited due to the Group's many varied customers. These customers are engaged in a wide spectrum of activities, and sell in a variety of end markets.

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NOTES TO THE FINANCIAL STATEMENTS

19. FINANCIAL INSTRUMENTS (CONTINUED)

Credit risk (Continued)

Trade receivables (Continued)

Exposure to credit risk

The maximum exposure to credit risk for trade receivables at the reporting date (by type of customer) was as follows:

	Group			
	2024 Credit- impaired \$'000	2024 Not credit- impaired \$'000	2023 Credit- impaired \$'000	2023 Not credit- impaired \$'000
Consumer business	452	35,724	129	33,806
Packaging	13	47,277	20	46,573
Total gross carrying amount	465	83,001	149	80,379
Loss allowance	(447)	(626)	(149)	(831)
	<u>18</u>	<u>82,375</u>	<u>-</u>	<u>79,548</u>

There are no trade receivables and loss allowance at the Company level.

Impairment losses

The ageing of trade receivables at reporting date was as follows:

	Gross 2024 \$'000	Impairment 2024 \$'000	Gross 2023 \$'000	Impairment 2023 \$'000
Group				
Not past due	66,176	-	63,486	-
Past due 0 – 90 days	16,025	(86)	15,776	(61)
Past due 91 – 180 days	411	(217)	712	(394)
Past due 181 – 365 days	389	(323)	405	(376)
More than one year	465	(447)	149	(149)
	<u>83,466</u>	<u>(1,073)</u>	<u>80,528</u>	<u>(980)</u>

NOTES TO THE FINANCIAL STATEMENTS

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19. FINANCIAL INSTRUMENTS (CONTINUED)

Credit risk (Continued)

Trade receivables (Continued)

Impairment losses (Continued)

The following table provides information about the exposure to credit risk and ECLs for trade receivables for individual customers as at 31 December 2024:

	Weighted average loss rate %	Gross carrying amount \$'000	Impairment loss allowance \$'000	Credit impaired
Group				
2024				
Current (not past due)	0.00%	66,176	-	No
Past due 0 – 90 days	0.50%	16,025	(86)	No
Past due 91 – 180 days	52.80%	411	(217)	No
Past due 181 – 365 days	83.00%	389	(323)	No
More than one year	96.10%	465	(447)	Yes
		83,466	(1,073)	
2023				
Current (not past due)	0.00%	63,486	-	No
Past due 0 – 90 days	0.39%	15,776	(61)	No
Past due 91 – 180 days	55.34%	712	(394)	No
Past due 181 – 365 days	92.84%	405	(376)	No
More than one year	100.00%	149	(149)	Yes
		80,528	(980)	

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

	Group	
	2024	2023
	\$'000	\$'000
At 1 January	980	722
Impairment loss recognised	829	578
Impairment loss reversed	(487)	(299)
Utilised	(256)	-
Effect of movements in exchange rates	7	(21)
At 31 December	1,073	980

The allowance account in respect of trade receivables is used to record impairment losses unless the Group is satisfied that no recovery of amount owing is possible, at which point the amounts are considered irrecoverable and are written off against the trade receivables directly.

NOTES TO THE FINANCIAL STATEMENTS

19. FINANCIAL INSTRUMENTS (CONTINUED)

Credit risk (Continued)

Other receivables, deposits and amount due from subsidiaries and associates

The Group held other receivables of \$2,079,000 (2023: \$2,512,000) and deposits of \$824,000 (2023: \$563,000).

The Company held other receivables of \$421,000 (2023: \$1,212,000), deposits of \$5,000 (2023: \$52,000) and amount due from its subsidiaries of \$37,796,000 (2023: \$33,214,000). The balances due from its subsidiaries are amounts lent to satisfy short and long-term funding requirements.

The Group and Company use an approach that is based on an assessment of qualitative and quantitative factors that are indicative of the risk of default (including but not limited to audited financial statements, management accounts and cash flow projections, if available, and applying experienced credit judgement).

The impairment in respect of other receivables (including non-trade amounts due from subsidiaries in the Company's statement of financial position) during the year was as follows:

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
At 1 January and 31 December	–	–	30	30

Cash on hand and in banks

The Group and the Company held cash on hand and in banks of \$200,087,000 and \$87,174,000 respectively at 31 December 2024 (2023: \$215,868,000 and \$84,825,000 respectively). These figures represent their maximum credit exposures on these assets. The cash on hand and in banks are held with bank and financial institution counterparties which are rated Ba1 to Aa1, based on rating agency Moody's ratings.

Impairment on cash on hand and in banks has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash on hand and in banks have low credit risk based on the external credit ratings of the counterparties. The amount of the allowance on cash on hand and in banks is negligible.

Bills receivable and other financial assets

As at 31 December 2024, the Group held bills receivables of \$34,539,000 (2023: \$34,019,000) and other financial assets of \$40,073,000 (2023: \$16,162,000), comprising time deposits, structured notes and insurance assets placed with reputable financial institutions and insurance companies and are considered to have low credit risk based on external ratings of the counterparties. The amount of the allowance on bills receivable and other financial assets is negligible.

NOTES TO THE FINANCIAL STATEMENTS

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19. FINANCIAL INSTRUMENTS (CONTINUED)

Liquidity risk

Risk management policy

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Group monitors its liquidity risk by regularly monitoring current and expected liquidity requirements and ensuring sufficient liquid cash and readily realisable marketable securities and adequate lines of funding from major financial institutions to meet the Group's liquidity requirements in the short and long term.

Exposure to liquidity risk

The following are contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

	Carrying amount \$'000	Contractual cash flows \$'000	Within 1 year \$'000	Within 2 to 5 years \$'000	More than 5 years \$'000
Group					
31 December 2024					
Non-derivative					
financial liabilities					
Bank loans	35,248	(37,426)	(34,852)	(1,754)	(820)
Bills payable	28,894	(28,894)	(28,894)	-	-
Lease liabilities	23,876	(32,935)	(2,832)	(9,017)	(21,086)
Trust receipt	935	(935)	(935)	-	-
Trade and other payables*	56,442	(56,442)	(56,442)	-	-
	<u>145,395</u>	<u>(156,632)</u>	<u>(123,955)</u>	<u>(10,771)</u>	<u>(21,906)</u>
31 December 2023					
Non-derivative					
financial liabilities					
Bank loans	33,762	(34,642)	(34,642)	-	-
Bills payable	35,127	(35,127)	(35,127)	-	-
Lease liabilities	22,595	(32,256)	(2,043)	(7,583)	(22,630)
Trade and other payables*	51,577	(51,577)	(50,777)	(800)	-
	<u>143,061</u>	<u>(153,602)</u>	<u>(122,589)</u>	<u>(8,383)</u>	<u>(22,630)</u>

* Exclude VAT/GST payables, provision and accrued staff remuneration.

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NOTES TO THE FINANCIAL STATEMENTS

19. FINANCIAL INSTRUMENTS (CONTINUED)

Exposure to liquidity risk (Continued)

	Carrying amount \$'000	Contractual cash flows \$'000	Within 1 year \$'000	Within 2 to 5 years \$'000	More than 5 years \$'000
Company					
31 December 2024					
Non-derivative					
financial liabilities					
Lease liabilities	13,183	(20,471)	(877)	(3,345)	(16,249)
Trade and other payables	4,305	(4,305)	(4,305)	–	–
Recognised financial liabilities	17,488	(24,776)	(5,182)	(3,345)	(16,249)
Intra-group financial guarantee	–	(3,112)	(3,112)	–	–
	<u>17,488</u>	<u>(27,888)</u>	<u>(8,294)</u>	<u>(3,345)</u>	<u>(16,249)</u>
31 December 2023					
Non-derivative					
financial liabilities					
Lease liabilities	13,539	(21,348)	(877)	(3,396)	(17,075)
Trade and other payables	4,558	(4,558)	(4,558)	–	–
Recognised financial liabilities	18,097	(25,906)	(5,435)	(3,396)	(17,075)
Intra-group financial guarantee	–	(2,925)	(2,925)	–	–
	<u>18,097</u>	<u>(28,831)</u>	<u>(8,360)</u>	<u>(3,396)</u>	<u>(17,075)</u>

The maturity analyses show the contractual undiscounted cash flows of the Group and the Company's financial liabilities on the basis of their earliest possible contractual maturity. The cash inflows/(outflows) disclosed relate to those instruments held for risk management purposes and which are usually not closed out prior to contractual maturity.

NOTES TO THE FINANCIAL STATEMENTS

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19. FINANCIAL INSTRUMENTS (CONTINUED)

Market risk

Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency risk

Risk management policy

The Group is exposed to currency risk on sales, purchases and investments, including inter-company sales and purchases and inter-company balances, that are denominated in a currency other than the respective functional currencies of Group entities. The currencies in which these transactions primarily are denominated are the Hong Kong dollar and United States dollar. The Group does not have a policy to hedge its currency exposure but aims to minimise its exposure at any one time.

Exposure to currency risk

The Group's and Company's exposures to foreign currencies based on notional amounts are as follows:

	Group		Company	
	Hong Kong Dollar \$'000	US Dollar \$'000	Hong Kong Dollar \$'000	US Dollar \$'000
31 December 2024				
Other financial assets	470	1,015	470	-
Trade and other receivables	-	5,166	-	-
Cash on hand and in banks	-	4,551	-	58
Trade and other payables	-	(3,554)	-	-
Net statement of financial position exposure	470	7,178	470	58
31 December 2023				
Other financial assets	197	-	197	-
Trade and other receivables	-	5,998	-	-
Cash on hand and in banks	-	3,019	-	48
Trade and other payables	-	(4,816)	-	-
Net statement of financial position exposure	197	4,201	197	48

NOTES TO THE FINANCIAL STATEMENTS

19. FINANCIAL INSTRUMENTS (CONTINUED)

Market risk (Continued)

Currency risk (Continued)

Sensitivity analysis

A strengthening of 10% (2023: 10%) in the following major currencies against the functional currency of each of the Group entities at 31 December would have increased/(decreased) profit or loss (before any tax effects) by the amounts shown below. This analysis is based on foreign currency exchange rate variances that the Group considered to be reasonably possible at the end of the reporting period. The analysis assumes that all other variables, in particular interest rates, remain constant. The analysis is performed on the same basis for 2023, as indicated below.

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
2024				
Hong Kong Dollar	47	20	47	20
US Dollar	718	420	6	5

A 10% (2023: 10%) weakening of the above currencies against the functional currencies of the respective Group entities would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant. The analysis is performed on the same basis for 2023.

Interest rate risk

Risk management policy

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rates. The Group's exposure to interest rate risks arises primarily from the loans and borrowings. The Group's policy is to maintain the bank borrowings to the minimum, and to obtain the most favourable interest rates available without increasing its foreign exchange exposure.

Surplus funds in the Group are placed in deposits with banks and are subject to interest rate risk.

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19. FINANCIAL INSTRUMENTS (CONTINUED)

Market risk (Continued)

Interest rate risk (Continued)

Exposure to interest rate risk

At the reporting date, the interest rate profile of the interest-bearing financial instruments was:

	Group Nominal amount		Company Nominal amount	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Fixed rate instruments				
Financial assets	170,833	175,537	85,609	83,400
Financial liabilities*	(28,064)	(21,025)	-	-
	<u>142,769</u>	<u>154,512</u>	<u>85,609</u>	<u>83,400</u>
Variable rate instruments				
Financial assets	25,597	41,903	16,677	-
Financial liabilities*	(8,120)	(12,737)	-	-
	<u>17,477</u>	<u>29,166</u>	<u>16,677</u>	<u>-</u>

* Excludes lease liabilities and bills payable

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial assets and liabilities at FVTPL. Therefore in respect of fixed rate instruments, a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable rate instruments

A change of 100 basis points in interest rate at the reporting date would have increased/(decreased) profit or loss (before any tax effects) by the amounts shown below. There is no impact on equity. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. The analysis is performed on the same basis for 2023.

	Group Profit or loss		Company Profit or loss	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Variable rate instruments				
100 bp increase	175	292	167	-
100 bp decrease	<u>(175)</u>	<u>(292)</u>	<u>(167)</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS

19. FINANCIAL INSTRUMENTS (CONTINUED)

Market risk (Continued)

Other market price risk

Risk management policy

The Group has an investment policy which sets out the types of strategic investments and investments in financial assets that may be undertaken and relevant evaluation criteria. Excess funds generated from operations, diversification of investments, proceeds from private placement of shares or rights issue may be invested in financial assets pending identification and evaluation of long-term investments. Approvals are required from executive management or the Board of Directors depending on the size of each investment.

As described above, the Group may undertake investments in financial assets in accordance with its investment policy.

Sensitivity analysis – equity price risk

The equity investments designated at FVOCI and FVTPL of the Group and the Company relate to investments in quoted equity securities which are listed on the Singapore Stock Exchange and Hong Kong Stock Exchange respectively.

A 10% (2023: 10%) increase/(decrease) in the underlying equity prices at the reporting date would increase/(decrease) profit before tax and equity by the amounts shown below. This analysis assumes that all other variables remain constant. The analysis is performed on the same basis for 2023.

	Group		Company	
	10% increase \$'000	10% decrease \$'000	10% increase \$'000	10% decrease \$'000
2024				
Profit before tax	1,014	(1,014)	47	(47)
Equity	11	(11)	11	(11)
2023				
Profit before tax	20	(20)	20	(20)
Equity	8	(8)	8	(8)

Capital management

The primary objective of the Group's capital management is to ensure that it maintains healthy capital ratios in order to support its business and maximise shareholder value. Capital consists of total equity attributable to owners of the Company.

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19. FINANCIAL INSTRUMENTS (CONTINUED)

Capital management

The Group manages its capital structure and makes alignment to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may align the dividend payment to shareholders, return capital to shareholders or issue new shares.

There were no changes in the Group's approach to capital management during the year.

As disclosed in note 16, subsidiaries of the Group which operated in People's Republic of China ("PRC") are required by the Foreign Enterprise Law of the PRC to contribute to and maintain a non-distributable statutory reserve fund whose utilisation is subject to approval by the relevant PRC authorities. This externally imposed capital requirement has been complied with by the above-mentioned subsidiaries for the financial years ended 31 December 2024 and 2023.

Accounting classifications and fair values

The carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy are as follows. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

Note	Carrying amount					Fair value			
	Amortised cost \$'000	FVOCI-debts instruments \$'000	FVOCI-equity instruments \$'000	Designated at FVTPL \$'000	Other financial liabilities \$'000	Total \$'000	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000
Group									
31 December 2024									
Financial assets measured at fair value									
Equity investments – at FVOCI	9	-	-	106	-	106	106	-	-
Equity investments – at FVTPL	9	-	-	10,135	-	10,135	10,135	-	-
Bills receivable	12	-	34,539	-	-	34,539	-	34,539	-
Structured notes	9	-	-	15,641	-	15,641	-	15,641	-
Investment fund	9	-	-	3,856	-	3,856	3,856	-	-
Insurance assets	9	-	-	1,015	-	1,015	-	-	1,015
		-	34,539	106	30,647	65,292			
Financial assets not measured at fair value									
Cash on hand and in banks	15	200,087	-	-	-	200,087			
Trade and other receivables [#]	13	85,642	-	-	-	85,642			
Time deposits – at amortised cost	9	19,561	-	-	-	19,561	-	19,640	-
		305,290	-	-	-	305,290			
Financial liabilities not measured at fair value									
Secured bank loans	18	-	-	-	(13,922)	(13,922)	-	(14,139)	-
Unsecured bank loans	18	-	-	-	(21,326)	(21,326)	-	(22,877)	-
Bills payable	18	-	-	-	(28,894)	(28,894)			
Trust receipts	18	-	-	-	(935)	(935)			
Trade and other payables*	21	-	-	-	(56,442)	(56,442)			
		-	-	-	(121,519)	(121,519)			

[#] Exclude advances to suppliers, prepayment and VAT/GST receivables

* Exclude VAT/GST payables, provision and accrued staff remuneration

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NOTES TO THE FINANCIAL STATEMENTS

19. FINANCIAL INSTRUMENTS (CONTINUED)

Accounting classifications and fair values (Continued)

		Carrying amount					Fair value			
Note	Amortised cost \$'000	FVOCI-debts instruments \$'000	FVOCI-equity instruments \$'000	Designated at FVTPL \$'000	Other financial liabilities \$'000	Total \$'000	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Group										
31 December 2023										
Financial assets measured at fair value										
Equity investments – at FVOCI	9	-	-	78	-	78	78	-	-	78
Equity investments – at FVTPL	9	-	-	-	197	197	197	-	-	197
Bills receivable	12	-	34,019	-	-	34,019	-	34,019	-	34,019
		-	34,019	78	197	34,294				
Financial assets not measured at fair value										
Cash on hand and in banks	15	215,868	-	-	-	215,868				
Trade and other receivables [#]	13	83,151	-	-	-	83,151				
Time deposits – at amortised cost		16,162	-	-	-	16,162	-	16,256	-	16,256
		315,181	-	-	-	315,181				
Financial liabilities not measured at fair value										
Secured bank loans	18	-	-	-	-	(12,737)	-	(13,282)	-	(13,282)
Unsecured bank loans	18	-	-	-	-	(21,025)	-	(21,360)	-	(21,360)
Bills payable	18	-	-	-	-	(35,127)				
Trade and other payables [*]	21	-	-	-	-	(51,577)				
		-	-	-	-	(120,466)				

[#] Exclude advances to suppliers, prepayment and VAT/GST receivables

^{*} Exclude VAT/GST payables and accrued staff remuneration

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19. FINANCIAL INSTRUMENTS (CONTINUED)

Accounting classifications and fair values (Continued)

Note	Carrying amount				Fair value			
	Amortised cost	FVOCI-equity instruments	Designated at FVTPL	Other financial liabilities	Total	Level 1	Level 2	Level 3
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Company								
31 December 2024								
Financial assets measured at fair value								
Equity investments – at FVOCI	9	-	106	-	106	106	-	-
Equity investments – at FVTPL	9	-	-	470	470	470	-	-
		-	106	470	576			
Financial assets not measured at fair value								
Cash on hand and in banks	15	87,174	-	-	87,174			
Trade and other receivables [#]	13	38,222	-	-	38,222			
		125,396	-	-	125,396			
Financial liabilities not measured at fair value								
Trade and other payables*	21	-	-	-	(4,305)			
31 December 2023								
Financial assets measured at fair value								
Equity investments – at FVOCI	9	-	78	-	78	78	-	-
Equity investments – at FVTPL	9	-	-	197	197	197	-	-
		-	78	197	275			
Financial assets not measured at fair value								
Cash on hand and in banks	15	84,825	-	-	84,825			
Trade and other receivables [#]	12	34,478	-	-	34,478			
		119,303	-	-	119,303			
Financial liabilities not measured at fair value								
Trade and other payables*	21	-	-	-	(4,558)			

Exclude prepayments and VAT/GST receivables

* Exclude accrued staff remuneration

NOTES TO THE FINANCIAL STATEMENTS

19. FINANCIAL INSTRUMENTS (CONTINUED)

Measurement of fair values

Valuation techniques and significant unobservable inputs

Financial instruments measured at fair value

The following table gives information about how the fair values of these financial assets are determined, in particular, the valuation techniques used in measuring Level 2 and Level 3 fair values as well as the significant unobservable inputs used, where applicable.

Type	Fair value hierarchy	Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Structured notes	Level 2	<i>Market comparison technique/ Discounted cash flows:</i> 1) The fair values are based on the market prices of similar instruments, with adjustments made for differences in terms, credit risk, and other relevant characteristics of the instrument. 2) Expected future payments are discounted using a risk-adjusted discounted rate, incorporating the probability of the 10Y swap rate remaining within the specified range.	Not applicable	Not applicable
Bills receivable	Level 2	<i>Discounted cash flows:</i> The valuation model considers the present value of expected payment discounted using a risk-adjusted discounted rate.	Not applicable	Not applicable
Insurance asset	Level 3	Cash surrender value	Value of the underlying participating fund	Significant increases in the value of the participating fund will result in a significantly higher fair value measurement.

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19. FINANCIAL INSTRUMENTS (CONTINUED)

Level 3 fair values

The following table shows a reconciliation from the beginning balances to the ending balances for fair value measurements in Level 3 of the fair value hierarchy.

	Insurance asset \$'000
Group	
At 1 January 2023, 31 December 2023 and 1 January 2024	-
Acquisition through business combinations (Note 30a)	952
Change in fair value recognised in profit or loss	63
At 31 December 2024	1,015

Financial instruments not measured at fair value

Type	Valuation technique
Time deposits – at amortised cost	<i>Discounted cash flows:</i> The valuation model considers the present value of expected payment discounted using a risk-adjusted discounted rate.
Secured and unsecured bank loans	<i>Discounted cash flows:</i> The valuation model considers the present value of expected payment discounted using a risk-adjusted discounted rate.

During the financial years ended 31 December 2024 and 31 December 2023, there were no transfers between Level 1, Level 2 and Level 3.

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20. DEFERRED INCOME

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Grants				
At 1 January	1,896	2,085	206	262
Grants received during the year	-	247	-	-
Amortisation charge for the year	(353)	(384)	(56)	(56)
Effect of movements in exchange rates	*-	(52)	-	-
At 31 December	1,543	1,896	150	206
Current	333	353	56	56
Non-current	1,210	1,543	94	150
	1,543	1,896	150	206

Included in deferred income are deferred grants relating to subsidies received from government for the acquisition of factory building and plant and machinery by its subsidiaries. There are no unfulfilled conditions or contingencies attached to this grant.

* Amount less than \$1,000.

21. TRADE AND OTHER PAYABLES

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Trade payables	39,144	34,489	-	-
Amounts due to subsidiaries				
Trade	-	-	5	-
Non-trade	-	-	976	1,031
Other payables	8,998	8,773	2,918	3,144
Interest payables	30	33	-	-
Accruals	8,270	8,282	406	383
Accrued staff remuneration	10,899	11,212	1,502	1,190
VAT/GST payables	1,776	1,329	-	-
Provision	2,674	-	-	-
	71,791	64,118	5,807	5,748
Current	70,991	63,318	5,807	5,748
Non-current	800	800	-	-
	71,791	64,118	5,807	5,748

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21. TRADE AND OTHER PAYABLES (CONTINUED)

The non-trade amounts due to subsidiaries are unsecured, interest-free and repayable on demand.

Included in other payables is a vendor put option \$800,000 (2023: \$800,000) in connection with the Group's acquisition of the remaining 20% equity interest in C.K.H. Food Trading Pte. Ltd. ("CKH") from the non-controlling interests of CKH. The Group and the non-controlling interests agreed that three years after the acquisition of CKH, an independent valuer shall be appointed to value the remaining 20% equity interest. The vendor put option shall be exercisable by the non-controlling interests of CKH upon determination of the consideration payable for the remaining 20% equity interest and will expire on 31 December 2026.

Provision

As at 31 December 2024, a provision of \$2,674,000 has been made in relation to an on-going investigation by authorities at a plant of one of the subsidiaries, Hefei Dansun Packaging Co. Ltd ("HFDP") (the "Matter"). This provision relates to the Group's obligations under its steam energy supply contracts with a supplier, Hefei Thermoelectricity Group Co., Ltd. ("HFTG").

22. REVENUE

	Group	
	2024	2023
	\$'000	\$'000
Sale of goods		
– Consumer business	234,830	223,324
– Packaging business	253,819	258,816
	488,649	482,140

The following table provides information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms and the related revenue recognition policies:

Consumer Business

Nature of goods or services	Supply of provisions and household consumer products.
When revenue is recognised	Revenue is recognised when goods are delivered to the customer.
Significant payment terms	30 to 60 days from invoice date.

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22. REVENUE (CONTINUED)

Packaging Business

Nature of goods or services	Manufacturing and sales of corrugated paper products and other packaging products.
When revenue is recognised	Revenue is recognised when goods are delivered to the customer.
Significant payment terms	Payment term granted to its customers is about 60 days.

23. OTHER INCOME

	Group	
	2024 \$'000	2023 \$'000
Government grants	1,954	1,035
Amortisation of deferred income	353	384
Bad debts written off recovered	177	100
Foreign exchange gain	987	–
Gain on disposal of property, plant and equipment	104	–
Bargain purchase arising on acquisition of subsidiaries	1,958	–
Others	549	603
	6,082	2,122

24. OTHER EXPENSES

		Group	
	Note	2024 \$'000	2023 \$'000
Foreign exchange loss		–	165
Impairment of goodwill	5	1,300	–
Loss on disposal of property, plant and equipment		–	332
Property, plant and equipment written off		168	217
Provision	21	2,674	–
Others		58	111
		4,200	825

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25. PROFIT FOR THE YEAR

The following items have been included in arriving at profit for the year:

	Group	
	2024	2023
	\$'000	\$'000
Amortisation of deferred income	(353)	(384)
Amortisation of intangible assets	133	133
Audit fees paid to:		
– auditors of the Company and other firms affiliated with KPMG International Limited	734	644
– other auditors	30	35
Non-audit fees paid to:		
– auditors of the Company and other firms affiliated with KPMG International Limited	106	92
– other auditors	110	63
Depreciation of investment properties	73	18
Depreciation of property, plant and equipment	16,744	15,585
Employee benefits expenses (see below)	67,678	62,670
Exchange (gain)/loss	(987)	165
(Gain)/loss on disposal of property, plant and equipment	(104)	332
Government grants	1,950	(1,035)
Impairment of goodwill	1,300	–
Inventories write back	(73)	(469)
Operating expenses arising from investment properties	56	39
Operating lease expense – short term	619	709
Property, plant and equipment written off	168	217
Employee benefits expenses		
Salaries, bonuses and other costs	62,246	58,555
Contributions to defined contribution plans	5,432	4,115
	67,678	62,670

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26. FINANCE INCOME AND FINANCE COSTS

	Group	
	2024	2023
	\$'000	\$'000
Recognised in profit or loss		
Interest income – fixed deposits	5,912	6,487
Interest income – other financial assets	1,071	–
Dividend income from equity investment – at FVOCI	367	5
Finance income	<u>7,350</u>	<u>6,492</u>
Interest expense:		
– bank borrowings	(1,119)	(855)
– lease liabilities	(884)	(895)
Transaction fee for financial assets	(46)	–
	<u>(2,049)</u>	<u>(1,750)</u>
Net decrease in fair value of financial assets designated at FVTPL	<u>(459)</u>	<u>(404)</u>
Finance costs	<u>(2,508)</u>	<u>(2,154)</u>
Net finance income recognised in profit or loss	<u>4,842</u>	<u>4,338</u>
The above finance income and finance expense included the following interest income and expense in respect of assets (liabilities) not at fair value through profit or loss and fair value through other comprehensive income:		
– Total interest income on financial assets	6,983	6,487
– Total interest expense on financial liabilities	<u>(2,049)</u>	<u>(1,750)</u>
Net finance income in statement of cash flows	<u>4,934</u>	<u>4,737</u>

27. TAX EXPENSE

		Group	
	Note	2024	2023
		\$'000	\$'000
Tax recognised in profit or loss			
Current tax expense			
Current year		6,643	5,097
Withholding tax		986	2,084
Adjustments for prior years		180	(845)
		<u>7,809</u>	<u>6,336</u>
Deferred tax expense			
Origination and reversal of temporary differences		166	1,182
Adjustments for prior years		(80)	661
	10	<u>86</u>	<u>1,843</u>
Total tax expense		<u>7,895</u>	<u>8,179</u>

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27. TAX EXPENSE (CONTINUED)

Reconciliation of effective tax rate

	Group	
	2024	2023
	\$'000	\$'000
Profit for the year	30,320	29,842
Total tax expense	7,895	8,179
Profit excluding tax	38,215	38,021
Tax calculated using Singapore tax rate of 17% (2023: 17%)	6,497	6,464
Effects of tax rates in foreign jurisdiction	396	43
Income not subject to tax	(119)	(237)
Non-deductible expenses	854	741
Tax rebates and incentives	(454)	(589)
Deferred tax assets not recognised	31	64
Recognition of tax effect of previously unrecognised tax losses	(43)	(699)
Withholding tax	986	2,084
Effects of taxable distribution from subsidiaries	(339)	489
Adjustments for prior years, net	100	(184)
Others	(14)	3
	7,895	8,179

The subsidiaries of the Group were accredited as “High and New Technology Enterprise” and were entitled to preferential income tax rate of 15% for a period of three years as follows:

	Period
2024	
Tat Seng Packaging (Suzhou) Co., Ltd	2023 – 2025
Tianjin Dansun Packaging Co., Ltd	2022 – 2024
Hefei Dansun Packaging Co., Ltd	2022 – 2024
2023	
Tat Seng Packaging (Suzhou) Co., Ltd	2023 – 2025
Tianjin Dansun Packaging Co., Ltd	2022 – 2024
Hefei Dansun Packaging Co., Ltd	<u>2022 – 2024</u>

NOTES TO THE FINANCIAL STATEMENTS

28. EARNINGS PER SHARE

Basic earnings per share

The basic earnings per share was calculated using the following data:

	Group	
	2024	2023
	\$'000	\$'000
Profit attributable to ordinary shareholders	<u>22,753</u>	<u>21,797</u>
	2024	2023
	No. of shares	No. of shares
Weighted average number of ordinary shares	<u>545,296,946</u>	<u>548,387,166</u>

Diluted earnings per share

Diluted earnings per share amounts are calculated by dividing profit for the year, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

As there are no share options and warrants in issue as at the financial year end, the basic and fully diluted earnings per share are the same.

29. OPERATING SEGMENTS

The Group has 2 reportable segments, as described below, which are the Group's strategic business units. The strategic business units offer different products and services, and are managed separately because they require different technology and marketing strategies. For each of the strategic business units, the Group's Board of Directors review internal management reports on at least a quarterly basis. The following summary describes the operations in each of the Group's reportable segments:

- | | | | |
|----|---------------------------------------|---|---|
| I | Consumer Essentials Consumer Business | : | Supply of provisions and household consumer products. |
| II | Strategic Investments Packaging | : | Manufacture and sale of corrugated paper products and other packaging products. |

Other operations include investment holding, property investment, health solutions and property-related activities. None of these segments meet any of the quantitative thresholds for determining reportable segments in 2024 and 2023.

Unallocated amounts comprise mainly corporate expenses (primarily the Company's headquarters).

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29. OPERATING SEGMENTS (CONTINUED)

Information regarding the results of each reportable segment is included below. Performance is measured based on results from operating activities, as included in the internal management reports that are reviewed by the Board of Directors. Segment results from operating activities is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

	Consumer Essentials Consumer Business \$'000	Strategic Investments Packaging \$'000	Others \$'000	Total operations \$'000
Group				
31 December 2024				
Total segment revenue	234,830	253,938	–	488,768
Inter-segment revenue	–	(119)	–	(119)
External revenue	234,830	253,819	–	488,649
Results from operating activities	12,998	22,272	(1)	35,269
Finance income	4,085	3,263	2	7,350
Finance expense	(1,107)	(1,401)	–	(2,508)
Net finance costs	2,978	1,862	2	4,842
Unallocated amounts – Other corporate expenses, net of income				(1,896)
Profit before tax				38,215
Tax expense				(7,895)
Profit for the year				30,320
Other segment information				
Allowance/(reversal) for impairment of trade receivables	545	(203)	–	342
Bargain purchase arising from acquisition of subsidiaries	(1,958)	–	–	(1,958)
Inventories write-back	(21)	(52)	–	(73)
Impairment of goodwill	1,300	–	–	1,300
Depreciation of:				
– property, plant and equipment	6,146	10,598	–	16,744
– investment properties	56	–	17	73
Property, plant and equipment written off	18	150	–	168
Additions to non-current assets:				
– property, plant and equipment	4,103	5,012	–	9,115
Segment assets	268,002	330,240	694	598,936
Segment liabilities	59,330	115,449	26	174,805

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29. OPERATING SEGMENTS (CONTINUED)

	Consumer Essentials Consumer Business \$'000	Strategic Investments Packaging \$'000	Others \$'000	Total operations \$'000
Group				
31 December 2023				
Total segment revenue	223,324	258,868	–	482,192
Inter-segment revenue	–	(52)	–	(52)
External revenue	223,324	258,816	–	482,140
Results from operating activities	10,927	24,500	(90)	35,337
Finance income	4,088	2,402	2	6,492
Finance expense	(1,081)	(1,073)	–	(2,154)
Net finance costs	3,007	1,329	2	4,338
Unallocated amounts – Other corporate expenses, net of income				(1,654)
Profit before tax				38,021
Tax expense				(8,179)
Profit for the year				29,842
Other segment information				
Allowance made for impairment of trade receivables	220	59	–	279
Inventories written down/ (write-back)	279	(748)	–	(469)
Depreciation of:				
– property, plant and equipment	4,967	10,618	–	15,585
– investment properties	–	–	18	18
Property, plant and equipment written off	22	195	–	217
Additions to non-current assets:				
– property, plant and equipment	7,146	11,839	–	18,985
Segment assets	246,891	323,804	655	571,350
Segment liabilities	47,734	119,536	25	167,295

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29. OPERATING SEGMENTS (CONTINUED)

Major Customer

Revenue from a customer of the Group's Strategic Investments Packaging segments represents approximately \$28,181,000 (2023: \$35,226,000) of the Group's total revenues.

Geographical segments

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers or investments, where appropriate. Segment non-current assets are based on geographical location of the assets.

	Revenue		Non-Current Assets	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Singapore	181,741	174,930	122,232	87,552
Malaysia	97,798	94,555	14,862	13,323
China	207,998	211,580	77,952	85,994
Others	1,112	1,075	-	-
	488,649	482,140	215,046	186,869

30. ACQUISITION AND DISPOSAL OF SUBSIDIARIES

(a) Acquisition of subsidiaries

In April 2024, the Group subscribed for 312,250 new shares issued by Kim Guan Guan Coffee Trading Pte. Ltd. ("KGGCT") for an aggregate consideration of \$1,570,000. KGGCT and its wholly owned subsidiary, Kim Guan Guan Coffee Roaster Pte. Ltd. ("KGGCR"), (collectively known as "KGG Group") are in the business of distributing, manufacturing and trading of coffee, tea and related products. In the Shareholders' Agreement, the Group also acquired a put option granted by the non-controlling interests of KGG Group. The put option required the non-controlling interests to purchase all the shares held by the Group in KGG Group in the event that the KGG Group is in a loss-making position for the financial period commencing from 1 May 2024 to 30 April 2026. Following the share subscription, KGGCT and KGGCR became 51% owned subsidiaries of the Group.

For the twelve months ended 31 December 2024, KGG Group contributed revenue of \$6,995,000 and loss after tax of \$143,000 to the Group's results.

The Group incurred acquisition-related costs of \$16,000 on legal fees which have been included in 'administrative expenses'.

NOTES TO THE FINANCIAL STATEMENTS

30. ACQUISITION AND DISPOSAL OF SUBSIDIARIES (CONTINUED)

(a) *Acquisition of subsidiaries (Continued)*

Identifiable assets acquired and liabilities assumed

The following table summarises the recognised amounts of assets acquired and liabilities assumed at the date of acquisition:

	\$'000
Property, plant and equipment	5,829
Investment properties	3,520
Other financial assets	952
Inventories	1,068
Trade and other receivables	1,128
Cash on hand and in banks	2,676
Trade and other payables	(1,511)
Current tax liabilities	(26)
Loans and borrowings	(6,226)
Deferred tax liabilities	(902)
Total identifiable net assets	<u>6,508</u>

Bargain purchase

	\$'000
Total consideration	1,570
Recognition of put option granted by non-controlling interest	(209)
Non-controlling interests, based on their proportionate interest in the recognised amounts of the assets and liabilities of the acquiree	3,189
Fair value of identifiable net assets	<u>(6,508)</u>
Bargain purchase	<u>(1,958)</u>

Net cash outflow on acquisition

	\$'000
Consideration paid in cash	1,570
Less: Cash and cash equivalents acquired	<u>(2,676)</u>
	<u>(1,106)</u>

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30. ACQUISITION AND DISPOSAL OF SUBSIDIARIES (CONTINUED)

(a) Acquisition of subsidiaries (Continued)

Measurement of fair values

The valuation techniques used for measuring the fair value of material assets acquired were as follows:

Assets acquired	Valuation technique
Put option	Binomial pricing model: The valuation model is a quantitative method in valuing options by modelling price movements of the underlying asset through discrete time intervals, where a binomial tree representing possible price paths is constructed, enabling calculation of option values based on risk-neutral probabilities and discounted expected payoffs. The valuation model considers several assumptions including the risk free rate, expected volatility, discount rate, dividend yield and probability of put option exercise.
Property, plant and equipment	Market comparison and cost technique: The valuation model considers the market prices for similar items when they are available, and depreciated replacement cost when appropriate. Depreciated replacement reflects adjustment for physical deterioration as well as functional and economic obsolescence.
Investment properties	Market comparison technique: The valuation model considers the market prices for similar properties when they are available.

NOTES TO THE FINANCIAL STATEMENTS

30. ACQUISITION AND DISPOSAL OF SUBSIDIARIES (CONTINUED)

(b) Acquisition of non-controlling interests

In June 2023, the Group acquired the remaining 26% interest in Tipex Pte. Ltd. (“Tipex”) for cash consideration of \$2,860,000, increasing its ownership from 74% to 100%. The carrying amount of Tipex’s net assets in the Group’s consolidated financial statements on the date of the acquisition was \$19,778,000.

	\$'000
Carrying amount of NCI acquired (\$19,778,000 x 26%)	5,142
Cash consideration paid to NCI	(2,860)
Increase in equity attributable to owners of the Company	<u>2,282</u>

The increase in equity attributable to owners of the Company comprised:

- an increase in retained earnings of \$2,666,000; and
- a decrease in the translation reserve of \$384,000.

31. LEASES

Leases as lessee (SFRS(I) 16)

The Group leases warehouse space with contract terms less than one year and these leases are considered short term leases. The Group has elected not to recognise right-of-use assets and lease liabilities for these short term leases.

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31. LEASES (CONTINUED)

Right-of-use assets

Right-of-use assets related to leased properties that do not meet the definition of investment property are presented as property, plant and equipment (see Note 4).

	Land and buildings \$'000	Production equipment \$'000	Office equipment \$'000	Motor vehicles \$'000	Total \$'000
Balance at 1 January 2024	21,074	205	233	–	21,512
Assets acquired in business combination	3,827	–	–	174	4,001
Depreciation charge for the year	(1,815)	(131)	(72)	(114)	(2,132)
Additions to right-of-use assets	1,557	92	–	685	2,334
Effect of derecognition of right-of-use asset	–	(8)	–	–	(8)
Effect of movement in exchange rate	115	–	–	–	115
Balance at 31 December 2024	24,758	158	161	745	25,822
Balance at 1 January 2023	20,789	140	306	–	21,235
Depreciation charge for the year	(1,342)	(129)	(73)	–	(1,544)
Additions to right-of-use assets	1,734	198	–	–	1,932
Effect of derecognition of right-of-use asset	(19)	(4)	–	–	(23)
Effect of movement in exchange rate	(88)	–	–	–	(88)
Balance at 31 December 2023	21,074	205	233	–	21,512
				2024 \$'000	2023 \$'000
Amounts recognised in profit or loss					
Interest on lease liabilities				884	895
Expenses relating to short-term leases				619	709
Amounts recognised in statement of cash flows					
Payment of lease liabilities				1,724	1,336
Interest on lease liabilities				884	895
Total cash outflow for leases				2,608	2,231

**APPENDIX D – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF
THE GROUP FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024**

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NOTES TO THE FINANCIAL STATEMENTS

32. CAPITAL COMMITMENTS

At 31 December, the Group and the Company have the following capital commitments in respect of purchase of property, plant and equipment:

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Contracted but not provided for	<u>1,119</u>	<u>2,010</u>	<u>-</u>	<u>-</u>

33. RELATED PARTIES

During the year, other than disclosed elsewhere in the financial statements, there were the following significant transactions with related parties:

	Group	
	2024	2023
	\$'000	\$'000
Companies in which a director has substantial financial interests		
Sales of goods	<u>(1,572)</u>	<u>(1,765)</u>

Key management personnel compensation

Compensation paid/payable to key management personnel comprise:

	Group	
	2024	2023
	\$'000	\$'000
Director fees	<u>429</u>	<u>505</u>
Short-term employee benefits	<u>5,349</u>	<u>4,763</u>
Post-employment benefits	<u>117</u>	<u>99</u>
	<u>5,895</u>	<u>5,367</u>

The key management personnel comprise the executive and non-executive directors and chief financial officer of the Company and the directors and vice presidents of certain major subsidiaries.

NOTES TO THE FINANCIAL STATEMENTS

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34. SUBSEQUENT EVENT

The following events occurred:

- (i) Subsequent to 31 December 2024, the Group granted an option to a prospective buyer for the sale of an investment property. The prospective buyer has exercised the option to purchase and the transaction is scheduled for completion within the financial year ending 31 December 2025. Any gain or loss on disposal, will be recognised in the period in which the sale is completed.
- (ii) On 4 March 2025, a settlement agreement between HFDP and HFTG has been executed (the “Settlement Agreement”). Pursuant to the Settlement Agreement, HFDP shall make a one-time compensation amount of RMB 13 million (approximately \$2.4 million) to HFTG, as full and final settlement of all claims, disputes and liabilities arising from the Matter (refer to Note 21). The Group paid \$2.4 million for the compensation on the date of the Settlement Agreement.

As of the date of this financial statements, the relevant investigation has been completed. Based on the Group’s legal counsel’s advice, the Group believes that the result of the relevant judiciary proceeding following the completion of the relevant investigation should not have a material impact on the Group’s current operations.

APPENDIX E – UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2025



Company registration No: 197400888M
(Incorporated in the Republic of Singapore)

PSC Corporation Ltd. and its subsidiaries

Condensed interim financial statements For the six months ended 30 June 2025

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APPENDIX E – UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2025



Condensed Interim Financial Statements 30 June 2025

A. Consolidated statement of profit or loss and comprehensive income

Consolidated statement of profit or loss

	Note	6 months ended Jun 2025 \$'000	6 months ended Jun 2024 \$'000	Change %
Revenue	4	235,274	243,286	(3.3%)
Cost of sales		(180,696)	(185,352)	2.5%
Gross profit		54,578	57,934	(5.8%)
Other income		2,000	1,248	60.3%
Distribution expenses		(24,893)	(23,900)	(4.2%)
Administrative expenses		(17,757)	(18,227)	2.6%
Write back for impairment of receivables		168	6	2700.0%
Other expenses		(55)	(240)	77.1%
Results from operating activities		14,041	16,821	(16.5%)
Finance income	6	3,177	3,588	(11.5%)
Finance costs	6	(1,641)	(1,138)	(44.2%)
Net finance income		1,536	2,450	(37.3%)
Profit before tax	6	15,577	19,271	(19.2%)
Tax expense	7	(2,715)	(3,933)	31.0%
Profit for the period		12,862	15,338	(16.1%)
Profit attributable to:				
Owners of the Company		9,778	11,151	(12.3%)
Non-controlling interests		3,084	4,187	(26.3%)
Profit for the period		12,862	15,338	(16.1%)
Earnings per share (cents)				
Basic and diluted earnings per share		1.79	2.04	

APPENDIX E – UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2025



Condensed Interim Financial Statements 30 June 2025

A. Consolidated statement of profit or loss and comprehensive income (cont'd)

Consolidated statement of comprehensive income

	6 months ended Jun 2025 \$'000	6 months ended Jun 2024 \$'000
Profit for the period	12,862	15,338
Other comprehensive income – items that are or may be reclassified subsequently to profit or loss		
Foreign currency translation differences of foreign operations	(5,044)	724
Other comprehensive income for the year, net of tax	(5,044)	724
Other comprehensive income – items that will not be reclassified subsequently to profit or loss		
Equity investment FVOCI – net change in fair value	(9)	8
Other comprehensive income for the period, net of tax	(9)	8
Total comprehensive income for the period	7,809	16,070
Total comprehensive income attributable to:		
Owners of the Company	6,785	11,688
Non-controlling interests	1,024	4,382
Total comprehensive income for the period	7,809	16,070

APPENDIX E – UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2025



Condensed Interim Financial Statements 30 June 2025

B. Statements of financial position

	Note	Group		Company	
		Jun 2025 \$'000	Dec 2024 \$'000	Jun 2025 \$'000	Dec 2024 \$'000
Assets					
Property, plant and equipment	11	154,732	162,070	42,630	43,685
Intangible assets	12	1,786	1,897	–	–
Investment properties	13	2,217	4,047	–	–
Subsidiaries		–	–	40,548	40,548
Associates		–	–	–	–
Other financial assets	10	51,650	43,911	306	315
Deferred tax assets		2,742	2,817	102	32
Trade and other receivables		290	304	–	–
Non-current assets		213,417	215,046	83,586	84,580
Other financial assets	10	6,208	6,403	444	470
Current tax assets		248	209	–	–
Inventories		45,603	54,666	1	1
Bills receivable		34,707	34,539	–	–
Trade and other receivables		87,632	87,986	78,352	38,294
Cash on hand and in banks		180,228	200,087	53,047	87,174
Assets held for sale	18	653	–	–	–
Current assets		355,279	383,890	131,844	125,939
Total assets		568,696	598,936	215,430	210,519
Equity					
Share capital	15	177,302	177,302	177,302	177,302
Reserves		158,748	159,052	19,108	13,102
Equity attributable to owners of the Company		336,050	336,354	196,410	190,404
Non-controlling interests		87,101	87,777	–	–
Total equity		423,151	424,131	196,410	190,404
Liabilities					
Loans and borrowings	14	22,597	24,201	12,632	12,812
Trade and other payables		800	800	–	–
Deferred income		1,023	1,210	66	94
Deferred tax liabilities		6,425	6,847	–	–
Non-current liabilities		30,845	33,058	12,698	12,906
Loans and borrowings	14	59,111	64,752	367	371
Current tax liabilities		3,288	5,671	585	975
Trade and other payables		51,985	70,991	5,314	5,807
Deferred income		316	333	56	56
Current liabilities		114,700	141,747	6,322	7,209
Total liabilities		145,545	174,805	19,020	20,115
Total equity and liabilities		568,696	598,936	215,430	210,519

APPENDIX E – UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2025



Condensed Interim Financial Statements 30 June 2025

C. Statements of changes in equity

Group	Attributable to owners of the Company						Non- controlling interests \$'000	Total equity \$'000
	Share capital \$'000	Treasury shares \$'000	Other reserves \$'000	Statutory reserves \$'000	Fair value reserve \$'000	Translation reserve \$'000	Retained earnings \$'000	Total \$'000
At 1 January 2024	184,325	(7,023)	1,586	12,727	57	(12,972)	143,977	322,677
Total comprehensive income for the period								
Profit for the period	–	–	–	–	–	–	11,151	11,151
Other comprehensive income								
Foreign currency translation differences of foreign operations	–	–	–	–	–	529	–	529
Net change in fair value – equity investments at FVOCI	–	–	–	–	8	–	–	8
Total other comprehensive income	–	–	–	–	8	529	–	537
Total comprehensive income for the period	–	–	–	–	8	529	11,151	11,688
Transactions with owners, recognised directly in equity								
Distributions to owners	–	–	–	–	–	–	(8,179)	(8,179)
Dividends paid (Note 8)	–	–	–	–	–	–	(8,179)	(8,179)
Total distributions to owners	–	–	–	–	–	–	(1,173)	(1,173)
Changes in ownership interests in subsidiaries								
Acquisition of subsidiaries with non-controlling interests (Note 17)	–	–	–	–	–	–	–	–
Total changes in ownership interests in subsidiaries	–	–	–	–	–	–	–	–
Total transactions with owners	–	–	–	–	–	–	(8,179)	(8,179)
At 30 June 2024	184,325	(7,023)	1,586	12,727	65	(12,443)	146,949	326,186
							85,992	412,178



C. Statements of changes in equity (cont'd)

Group	Attributable to owners of the Company							Non-controlling interests \$'000	Total equity \$'000
	Share capital \$'000	Treasury shares \$'000	Other reserves \$'000	Statutory reserves \$'000	Fair value reserve \$'000	Translation reserve \$'000	Retained earnings \$'000		
At 1 January 2025	184,325	(7,023)	1,377	12,727	85	(10,961)	155,824	87,777	424,131
Total comprehensive income for the period									
Profit for the period	–	–	–	–	–	–	9,778	3,084	12,862
Other comprehensive income									
Foreign currency translation differences of foreign operations	–	–	–	–	–	(2,984)	–	(2,060)	(5,044)
Net change in fair value – equity investments at FVOCI	–	–	–	–	(9)	–	–	–	(9)
Total other comprehensive income	–	–	–	–	(9)	(2,984)	–	(2,060)	(5,053)
Total comprehensive income for the period	–	–	–	–	(9)	(2,984)	9,778	6,785	7,809
Transactions with owners, recognised directly in equity									
Distributions to owners	–	–	–	–	–	–	(7,089)	(1,700)	(8,789)
Dividends paid (Note 8)	–	–	–	–	–	–	(7,089)	(1,700)	(8,789)
Total distributions to owners	–	–	–	–	–	–	(7,089)	(1,700)	(8,789)
Total transactions with owners	–	–	–	–	–	–	(7,089)	(1,700)	(8,789)
At 30 June 2025	184,325	(7,023)	1,377	12,727	76	(13,945)	158,513	87,101	423,151

APPENDIX E – UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2025



Condensed Interim Financial Statements 30 June 2025

C. Statements of changes in equity (cont'd)

Company	Share capital \$'000	Treasury shares \$'000	Fair value reserve \$'000	Retained earnings \$'000	Total \$'000
At 1 January 2024	184,325	(7,023)	57	9,019	186,378
Total comprehensive income for the period					
Profit for the period	–	–	–	11,627	11,627
Other comprehensive income					
Net change in fair value – equity investments at FVOCI	–	–	8	–	8
Total other comprehensive income	–	–	8	–	8
Total comprehensive income for the period	–	–	8	11,627	11,635
Transactions with owners, recognised directly in equity					
Distributions to owners					
Dividends paid (Note 8)	–	–	–	(8,179)	(8,179)
Total distributions to owners	–	–	–	(8,179)	(8,179)
Total transactions with owners	–	–	–	(8,179)	(8,179)
At 30 June 2024	184,325	(7,023)	65	12,467	189,834

**APPENDIX E – UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS
OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2025**



Condensed Interim Financial Statements 30 June 2025

C. Statements of changes in equity (cont'd)

Company	Share capital \$'000	Treasury shares \$'000	Fair value reserve \$'000	Retained earnings \$'000	Total \$'000
At 1 January 2025	184,325	(7,023)	85	13,017	190,404
Total comprehensive income for the period					
Profit for the period	–	–	–	13,104	13,104
Other comprehensive income					
Net change in fair value – equity investments at FVOCI	–	–	(9)	–	(9)
Total other comprehensive income	–	–	(9)	–	(9)
Total comprehensive income for the period	–	–	(9)	13,104	13,095
Transactions with owners, recognised directly in equity					
Distributions to owners	–	–	–	(7,089)	(7,089)
Dividends paid (Note 8)	–	–	–	(7,089)	(7,089)
Total distributions to owners	–	–	–	(7,089)	(7,089)
Total transactions with owners	–	–	–	(7,089)	(7,089)
At 30 June 2025	184,325	(7,023)	76	19,032	196,410

APPENDIX E – UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2025



Condensed Interim Financial Statements 30 June 2025

D. Consolidated statement of cash flows

	Note	6 months ended Jun 2025 \$'000	6 months ended Jun 2024 \$'000
Cash flows from operating activities			
Profit for the period		12,862	15,338
Adjustments for:			
Amortisation of deferred income	6	(165)	(177)
Amortisation of intangible assets	6	67	67
Depreciation of investment properties	6	48	14
Depreciation of property, plant and equipment	6	8,422	7,903
Dividend income	6	(383)	(3)
Gain on disposal of an investment property	6	(104)	–
Gain on disposal of property, plant and equipment	6	(22)	(93)
Write back for impairment of receivables		(168)	(6)
Interest income	6	(2,794)	(3,585)
Interest expense		980	998
Inventories written down/(write back)	6	199	(23)
Net decrease in fair value of financial assets at fair value through profit or loss	6	661	140
Property, plant and equipment written off	6	30	75
Tax expense	7	2,715	3,933
Unrealised exchange loss/(gain)		366	(51)
		22,714	24,530
Changes in:			
Inventories		7,952	458
Bills receivable		(1,731)	(1,916)
Trade and other receivables		(2,082)	(4,665)
Trade and other payables		(17,943)	(8,194)
Cash generated from operations		8,910	10,213
Tax paid		(5,438)	(2,503)
Net cash from operating activities		3,472	7,710
Cash flows from investing activities			
Acquisition of other financial assets		(8,901)	(22,711)
Acquisition of subsidiaries, net of cash	17	–	1,106
Dividend received		238	3
Interest received		3,272	3,779
Proceeds from disposal of financial assets at fair value through profit or loss		108	21
Proceeds from disposal of an investment property		1,228	–
Proceeds from disposal of property, plant and equipment		98	219
Purchase of property, plant and equipment		(3,746)	(3,215)
Net cash used in investing activities		(7,703)	(20,798)
Cash flows from financing activities			
Changes in pledged deposits		858	953
Dividends paid to owners of the Company	8	(7,089)	(8,179)
Dividends paid to non-controlling interests	8	(1,700)	(1,173)
Interest paid		(986)	(1,000)
Payment of lease liabilities		(980)	(711)
Proceeds from loans and borrowings		41,814	49,359
Repayment of loans and borrowings		(45,512)	(49,923)
Net cash used in financing activities		(13,595)	(10,674)

APPENDIX E – UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2025



Condensed Interim Financial Statements 30 June 2025

D. Consolidated statement of cash flows (cont'd)

	Note	6 months ended Jun 2025 \$'000	6 months ended Jun 2024 \$'000
Net decrease in cash and cash equivalents		(17,826)	(23,762)
Cash and cash equivalents at 1 January		192,419	206,199
Effect of exchange rate fluctuations on cash held		(860)	75
Cash and cash equivalents at 30 June		173,733	182,512
Comprising			
Cash on hand and in banks		41,249	57,744
Fixed deposits with banks		138,979	133,530
Cash on hand and in banks in the statement of financial position		180,228	191,274
Cash and bank balances pledged as security for bills payable		(6,495)	(8,762)
Cash and cash equivalents in the statement of cash flows		173,733	182,512

APPENDIX E – UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2025



Condensed Interim Financial Statements 30 June 2025

E. Notes to the condensed interim consolidated financial statements

1. Corporate information

PSC Corporation Ltd. is incorporated and domiciled in Singapore and whose shares are publicly traded on the Mainboard of the Singapore Exchange. These condensed interim consolidated financial statements as at and for the six months and period ended 30 June 2025 comprise the Company and its subsidiaries (collectively, the Group). The primary activities of the Company are supply of provisions and household consumer products. The Company also provided management services to its subsidiaries.

The principal activities of the Group are:

- (a) supply of provisions and household consumer products
- (b) manufacture and trading of food products
- (c) manufacture and sales of corrugated cartons and other packaging products

2. Basis of preparation

The condensed interim financial statements for the six months and period ended 30 June 2025 have been prepared in accordance with SFRS(I) 1-34 Interim Financial Reporting issued by the Accounting Standards Council Singapore. The condensed interim financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance of the Group since the last annual financial statements for the year ended 31 December 2024.

The accounting policies adopted are consistent with those of the previous financial year which were prepared in accordance with SFRS(I)s, except for the adoption of new and amended standards as set out in Note 2.1.

The condensed interim financial statements are presented in Singapore dollar which is the Company's functional currency.

2.1. New and amended standards adopted by the Group

A number of new standards and amendments to standards have become applicable for the current reporting period. The application of new standards and amendments to standards does not have a material effect on the condensed interim financial statements.

2.2. Use of judgements and estimates

In preparing the condensed interim financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

The significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 31 December 2024.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Information about assumptions and judgement that have a significant risk of resulting in a material adjustment within the next financial year are included in note 11 - impairment on property, plant and equipment and note 12 – intangible assets.

APPENDIX E – UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2025



Condensed Interim Financial Statements 30 June 2025

E. Notes to the condensed interim consolidated financial statements (cont'd)

3. Seasonal operations

The Group's businesses are not affected significantly by seasonal or cyclical factors during the financial period.

4. Segment and revenue information

The Group is organised into the following main business segments:

- Consumer Essentials: Consumer Business;
- Strategic Investments: Packaging; and
- Others

These operating segments are reported in a manner consistent with internal reporting provided to the Executive Chairman who is responsible for allocating resources and assessing performance of the operating segments.

APPENDIX E – UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2025

E. Notes to the condensed interim consolidated financial statements (cont'd)

4.1. Reportable segments

	6 months ended 30 Jun 2025				6 months ended 30 Jun 2024			
Group	Consumer Essentials - Consumer Business \$'000	Strategic Investments - Packaging \$'000	Others \$'000	Total \$'000	Consumer Essentials - Consumer Business \$'000	Strategic Investments - Packaging \$'000	Others \$'000	Total \$'000
Total segment revenue:	124,197	111,099	–	235,296	116,074	127,242	–	243,316
Sales of goods, recognised at a point in time	–	(22)	–	(22)	–	(30)	–	(30)
Inter-segment revenue	124,197	111,077	–	235,274	116,074	127,212	–	243,286
External revenue	–	–	–	–	–	–	–	–
Results from operating activities	7,045	8,008	(17)	15,036	5,985	12,215	(9)	18,191
Finance income	1,696	1,480	1	3,177	1,978	1,809	1	3,588
Finance expense	(666)	(975)	–	(1,641)	(507)	(631)	–	(1,138)
Net finance income	1,030	505	1	1,536	1,471	978	1	2,450
Unallocated amounts – Other corporate expenses, net of income				(995)				(1,370)
Profit before tax				15,577				19,271
Tax expense				(2,715)				(3,933)
Profit for the period				12,862				15,338
Other segment information:								
(Write back)/Allowance for impairment of trade receivables	(130)	(38)	–	(168)	94	(100)	–	(6)
Inventories written down/(write back)	114	85	–	199	22	(45)	–	(23)
Depreciation of:								
- property, plant and equipment	3,176	5,246	–	8,422	2,767	5,136	–	7,903
- investment properties	39	–	9	48	6	–	8	14
Property, plant and equipment written off	29	1	–	30	18	57	–	75
Additions to non-current assets								
- property, plant and equipment	614	3,363	–	3,977	1,897	3,286	–	5,183
Segment assets	256,306	311,709	681	568,696	251,956	328,232	653	580,841
Segment liabilities	46,523	98,989	33	145,545	52,640	115,995	28	168,663

APPENDIX E – UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2025



Condensed Interim Financial Statements 30 June 2025

E. Notes to the condensed interim consolidated financial statements (cont'd)

4.2 Geographical segments

	Group	
	6 months ended Jun 2025 \$'000	6 months ended Jun 2024 \$'000
Revenue		
Singapore	89,757	89,897
Malaysia	54,647	48,890
China	90,412	103,954
Others	458	545
	235,274	243,286

	Group	
	Jun 2025 \$'000	Dec 2024 \$'000
Non-current assets		
Singapore	125,241	122,232
Malaysia	14,285	14,862
China	73,891	77,952
	213,417	215,046

5. Financial assets and financial liabilities

		Group		Company	
	Note	Jun 2025 \$'000	Dec 2024 \$'000	Jun 2025 \$'000	Dec 2024 \$'000
Financial assets measured at fair value					
Equity investments – at FVOCI	10	97	106	97	106
Equity investments – at FVTPL	10	13,569	10,135	444	470
Structured Notes [#] – at FVTPL	10	15,445	15,641	–	–
Investment Fund – at FVTPL	10	8,845	3,856	–	–
Insurance asset – at FVTPL	10	921	1,015	–	–
Bills receivable		34,707	34,539	–	–
		73,584	65,292	541	576
Financial assets not measured at fair value					
Cash on hand and in banks		180,228	200,087	53,047	87,174
Trade and other receivables [*]		83,246	85,642	78,165	38,222
Time deposits – at amortised cost	10	18,981	19,561	–	–
		282,455	305,290	131,212	125,396
Financial liabilities not measured at fair value					
Secured bank loans		(7,151)	(13,922)	–	–
Unsecured bank loans		(26,067)	(21,326)	–	–
Bills payable		(24,872)	(28,894)	–	–
Trust receipts		(688)	(935)	–	–
Trade and other payables ^{**}		(43,744)	(56,442)	(4,328)	(4,305)
		(102,522)	(121,519)	(4,328)	(4,305)

[#] Principal protected and interest-bearing

^{*} Exclude advances to suppliers, prepayments and VAT/GST receivables

^{**} Exclude VAT/GST payables, provision and accrued staff remuneration

APPENDIX E – UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2025



Condensed Interim Financial Statements 30 June 2025

E. Notes to the condensed interim consolidated financial statements (cont'd)

6. Profit before tax

The following items have been (credited)/charged in arriving at profit before taxation:

	Group	
	6 months ended Jun 2025 \$'000	6 months ended Jun 2024 \$'000
Finance income		
Interest income from fixed deposits and other financial assets	(2,794)	(3,585)
Dividend income	(383)	(3)
	(3,177)	(3,588)
Finance costs		
Interest on borrowings & lease liabilities	942	998
Net decrease in fair value of financial assets designated at FVTPL	661	140
Transaction fee for financial assets	38	–
	1,641	1,138
Amortisation of deferred income	(165)	(177)
Amortisation of intangible assets	67	67
Depreciation of investment properties	48	14
Depreciation of property, plant and equipment	8,422	7,903
Exchange (gain)/loss	(418)	224
Inventories written down/(write back)	199	(23)
Gain on disposal of an investment property	(104)	–
Gain on disposal of property, plant and equipment	(22)	(93)
Property, plant and equipment written off	30	75

APPENDIX E – UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2025



Condensed Interim Financial Statements 30 June 2025

E. Notes to the condensed interim consolidated financial statements (cont'd)

7. Taxation

	Group	
	6 months ended Jun 2025 \$'000	6 months ended Jun 2024 \$'000
Current taxation:		
Current year	2,814	3,323
Withholding tax	263	—
(Over)/Under provision of tax in respect of prior years	(30)	135
	<u>3,047</u>	<u>3,458</u>
Deferred taxation:		
Origination and reversal of temporary differences	(146)	648
Over provision of tax in respect of prior years	(186)	(173)
	<u>(332)</u>	<u>475</u>
	<u>2,715</u>	<u>3,933</u>

8. Dividends

	Group and Company	
	6 months ended Jun 2025 \$'000	6 months ended Jun 2024 \$'000
Paid by the Company to owners of the Company:		
Final tax-exempt dividend of \$0.013 (2024: \$0.01) per share in respect of previous financial year	7,089	5,453
Special tax-exempt dividend of Nil (2024: \$0.005) per share in respect of previous financial year	—	2,726
	<u>7,089</u>	<u>8,179</u>
	Group	
	Jun 2025 \$'000	Jun 2024 \$'000
Paid by subsidiaries to non-controlling interests:		
Final tax-exempt dividend paid of \$0.030 (2024: \$0.020) per share in respect of previous financial year	1,700	1,133
Dividend in respect of previous financial year	—	40
	<u>1,700</u>	<u>1,173</u>

APPENDIX E – UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2025



Condensed Interim Financial Statements 30 June 2025

E. Notes to the condensed interim consolidated financial statements (cont'd)

9. Net asset value

	Group		Company	
	Jun 2025	Dec 2024	Jun 2025	Dec 2024
Net asset value per ordinary share (cents)	61.63	61.68	36.02	34.92

The calculation of the net asset value per ordinary share was based on total number of issued shares (excluding treasury shares) of 545,296,946 (2024: 545,296,946).

10. Other financial assets

	Group		Company	
	Jun 2025 \$'000	Dec 2024 \$'000	Jun 2025 \$'000	Dec 2024 \$'000
Non-current				
Quoted equity investments – at FVOCI	97	106	97	106
Quoted equity investments – at FVTPL	13,125	9,665	–	–
Time deposits – at amortised cost	13,217	13,628	–	–
Structured Notes [#] , at FVTPL	15,445	15,641	–	–
Investment Fund, at FVTPL	8,845	3,856	–	–
Insurance assets – Keyman life insurance policies, at FVTPL	921	1,015	–	–
Derivative - put option at FVTPL	–	–	209	209
	<u>51,650</u>	<u>43,911</u>	<u>306</u>	<u>315</u>
Current				
Quoted equity investments, designated at FVTPL	444	470	444	470
Time deposits, at amortised cost	5,764	5,933	–	–
	<u>6,208</u>	<u>6,403</u>	<u>444</u>	<u>470</u>

[#] Principal protected and interest-bearing

10.1. Fair value measurement

The Group classifies financial assets measured at fair value using a fair value hierarchy which reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- Inputs other than quoted prices included within Level 1 which are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) (Level 2); and
- Inputs for the assets or liability which are not based on observable market data (unobservable inputs) (Level 3)

APPENDIX E – UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2025



Condensed Interim Financial Statements 30 June 2025

E. Notes to the condensed interim consolidated financial statements (cont'd)

10.1. Fair value measurement (cont'd)

The following table presented the financial assets measured at fair value:

Group	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Jun 2025				
Quoted equity investments – at FVOCI	97	–	–	97
Quoted equity investments – at FVTPL	13,569	–	–	13,569
Structured notes [#] – at FVTPL	–	15,445	–	15,445
Investment fund – at FVTPL	8,845	–	–	8,845
Insurance assets – at FVTPL	–	–	921	921
Bills receivable	–	34,707	–	34,707
	<u>22,511</u>	<u>50,152</u>	<u>921</u>	<u>73,584</u>
Dec 2024				
Quoted equity investments – at FVOCI	106	–	–	106
Quoted equity investments – at FVTPL	10,135	–	–	10,135
Structured notes [#] – at FVTPL	–	15,641	–	15,641
Investment fund – at FVTPL	3,856	–	–	3,856
Insurance assets – at FVTPL	–	–	1,015	1,015
Bills receivable	–	34,539	–	34,539
	<u>14,097</u>	<u>50,180</u>	<u>1,015</u>	<u>65,292</u>

[#] Principal protected and interest-bearing

11. Property, plant and equipment

During the year ended 30 June 2025, the Group acquired property, plant and equipment with an aggregate cost of \$3,977,000 (2024: \$5,183,000) of which:

- \$63,000 (2024: \$1,476,000) was acquired under leases; and
- \$168,000 (2024: \$492,000) was included in net change of amount payables for purchase of property, plant and equipment.

The Group performed impairment assessment on the non-financial assets as at each reporting date to determine whether there are indicators of impairment. The CGUs' recoverable amount is estimated if impairment indicators exist. The determination of recoverable amounts involves judgement and is subject to estimation uncertainties. The recoverable amount of each CGU is determined based on greater of value-in-use method and fair value less costs to sell method. As at 30 June 2025, the recoverable amount for these CGUs were assessed to be in excess of the respective carrying amounts, no impairment was determined.

APPENDIX E – UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2025



Condensed Interim Financial Statements 30 June 2025

E. Notes to the condensed interim consolidated financial statements (cont'd)

12. Intangible assets

	Note	Group		
		Goodwill \$'000	Customer relationship \$'000	Total \$'000
Cost				
At 1 January 2024		3,063	532	3,595
Effect of movements in exchange rates		1	–	1
At 31 December 2024		3,064	532	3,596
Effect of movements in exchange rates		(44)	–	(44)
At 30 June 2025		3,020	532	3,552
Accumulated amortisation & impairment				
At 1 January 2024		–	266	266
Amortisation charge for the year		–	133	133
Impairment of goodwill*		1,300	–	1,300
At 31 December 2024		1,300	399	1,699
Amortisation charge for the period		–	67	67
At 30 June 2025		1,300	466	1,766
Carrying amounts				
At 1 January 2024		3,063	266	3,329
At 31 December 2024		1,764	133	1,897
At 30 June 2025		1,720	66	1,786

* Recognised in "other expenses" in the statement of profit or loss.

APPENDIX E – UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2025



Condensed Interim Financial Statements 30 June 2025

E. Notes to the condensed interim consolidated financial statements (cont'd)

13. Investment properties

	Note	Group	
		Jun 2025 \$'000	Dec 2024 \$'000
Cost			
At 1 January		4,427	852
Acquisition through business combination		–	3,520
Disposal		(1,150)	–
Transfer to assets held for sale		(670)	–
Effect of movements in exchange rates		(7)	55
At 31 December		2,600	4,427
Accumulated depreciation			
At 1 January		380	288
Depreciation charge for the year		48	73
Disposal		(26)	–
Transfer to assets held for sale		(17)	–
Effect of movements in exchange rates		(2)	19
At 31 December		383	380
Carrying amounts			
At 1 January		4,047	564
At 31 December		2,217	4,047
Fair value			
At 31 December		2,295	4,219

13.1. Valuation

For half-year reporting purposes, the Group engages external, independent and qualified valuers to determine the fair value of its overseas properties, based on the property's highest and best use. For Singapore properties, fair value is assessed by Management, taking into consideration recent market transactions of comparable properties.

The fair value of the Group's investment properties is determined based on significant unobservable inputs and is categorised under Level 3 of the fair value measurement hierarchy. For overseas properties, the valuers typically adopt the Comparison Method of Valuation, where the unobservable input is price per square foot. A significant increase in price per square foot would result in a significantly higher fair value measurement.

APPENDIX E – UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2025



Condensed Interim Financial Statements 30 June 2025

E. Notes to the condensed interim consolidated financial statements (cont'd)

14. Loans and Borrowings

	Group		Company	
	Jun 2025 \$'000	Dec 2024 \$'000	Jun 2025 \$'000	Dec 2024 \$'000
Non-Current				
Bank loans - Secured	1,657	2,174	–	–
Bank loans - Unsecured	98	113	–	–
Lease liabilities	20,842	21,914	12,632	12,812
	<u>22,597</u>	<u>24,201</u>	<u>12,632</u>	<u>12,812</u>
Current				
Bank loans - Secured	5,494	11,748	–	–
Bank loans - Unsecured	25,969	21,213	–	–
Bills payable - Secured	24,872	28,894	–	–
Trust receipts - Secured	688	935	–	–
Lease liabilities	2,088	1,962	367	371
	<u>59,111</u>	<u>64,752</u>	<u>367</u>	<u>371</u>

Secured loans and borrowings comprised the following:

- (i) Loans and borrowings of \$29.5 million (2024: \$40.0 million) are secured over property, plant and equipment with net book value of approximately \$6.0 million (2024: S\$7.8 million) and cash and cash equivalents amounting to \$6.5 million (2024: \$7.7 million).
- (ii) Loans and borrowings of \$1.6 million (2024: \$1.3 million) are secured by personal guarantees from two shareholders of two subsidiaries and legal mortgage on their personal property. The two shareholders are also directors of the subsidiaries.
- (iii) Loans and borrowings of \$1.4million (2024: \$1.3 million) are secured by personal guarantees from two shareholders of a subsidiary and legal mortgages on the Group's investment properties with net book value of approximately \$2.3 million (2024: \$3.5 million).
- (iv) Loans and borrowings of \$0.2 million (2024: \$0.2 million) are secured by personal guarantees from two shareholders of a subsidiary and legal mortgages on the Group's leasehold properties with net book value of approximately \$2.9 million (2024: \$2.9 million).

Unsecured loans and borrowings comprised of loans and borrowings of \$0.2 million (2024: \$0.7 million) secured by personal guarantees from two shareholders of subsidiaries. The two shareholders are also directors of the subsidiaries.

APPENDIX E – UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2025



Condensed Interim Financial Statements 30 June 2025

E. Notes to the condensed interim consolidated financial statements (cont'd)

15. Share capital and treasury shares

	Group and Company			
	Jun 2025		Dec 2024	
	No. of shares	\$'000	No. of shares	\$'000
Share Capital				
In issue at beginning and end of interim period	570,996,746	184,325	570,996,746	184,325
Treasury shares				
At beginning and end of period/year	25,699,800	7,023	25,699,800	7,023
Share capital in the statement of financial position		177,302		177,302

	Jun 2025	Dec 2024
Total number of issued shares	570,996,746	570,996,746
Less: Treasury shares	(25,699,800)	(25,699,800)
Total number of issued shares excluding treasury shares	545,296,946	545,296,946

	Jun 2025 No. of shares	Jun 2024 No. of shares
Treasury shares held	25,699,800	25,699,800
Percentage of the aggregate number of treasury shares held against the total number of issued shares excluding treasury shares	4.7%	4.7%

- (i) There was no change in the Company's issued share capital in 1H FY2025.
- (ii) There were no shares that may be issued on conversion of any outstanding convertibles as at 30 June 2025 and 30 June 2024.
- (iii) As at 30 June 2025, there were no sales, transfers, cancellation and/or use of treasury shares.
- (iv) The Company's subsidiaries did not hold any shares in the Company as at 30 June 2025 and 30 June 2024. As at 30 June 2025, there were no sales, transfers, cancellation and/or use of subsidiary holdings.

APPENDIX E – UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2025



Condensed Interim Financial Statements 30 June 2025

E. Notes to the condensed interim consolidated financial statements (cont'd)

16. Related party transactions

There are no significant related party transactions apart from directors' fees and compensation paid to key management personnel.

17. Acquisition of subsidiaries and non-controlling interests

In April 2024, the Group subscribed for 312,250 new shares issued by Kim Guan Guan Coffee Trading Pte. Ltd. ("KGGCT") for an aggregate consideration of \$1,570,000. KGGCT and its wholly owned subsidiary, Kim Guan Guan Coffee Roaster Pte. Ltd. ("KGGCR"), (collectively known as "KGG Group") are in the business of distributing, manufacturing and trading of coffee, tea and related products. In the Shareholders' Agreement, the Group also acquired a put option granted by the non-controlling interests of KGG Group. The put option required the non-controlling interests to purchase all the shares held by the Group in KGG Group in the event that that the KGG Group is in a loss-making position for the financial period commencing from 1 May 2024 to 30 April 2026. Following the share subscription, KGGCT and KGGCR became 51% owned subsidiaries of the Group.

\$'000

Net cash inflow on acquisition

Total consideration	1,570
Less: Cash on hand and in banks acquired	(2,676)
	<u>(1,106)</u>

18. Assets held for sale

	<u>Group</u>	
	<u>Jun 2025</u>	<u>Dec 2024</u>
	\$'000	\$'000
Investment property	<u>653</u>	<u>—</u>

The Group resolved to dispose an investment property held by a subsidiary. The carrying amount attributable to the investment property, which is expected to be sold within 12 months, has been classified as asset held for sale. The proceeds of the disposal is expected to exceed the carrying amount of the investment property and accordingly no impairment loss has been recognised on the classification of this as held for sale.

19. Subsequent events

There were no known subsequent events which have led to the adjustments to this set of condensed interim financial statements.

APPENDIX E – UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2025



Condensed Interim Financial Statements 30 June 2025

F. Other information required by Listing Rule Appendix 7.2

1. Review

The condensed consolidated statement of financial position of PSC Corporation Ltd. and its subsidiaries as at 30 June 2025 and the related condensed consolidated profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period and period then ended and certain explanatory notes have not been audited or reviewed.

2. Review of performance of the Group

Consolidated statement of profit or loss

The Group recorded a decrease in revenue of approximately \$8.0 million or 3.3% from approximately \$243.3 million in 1H 2024 to approximately \$235.3 million in 1H 2025. The decrease was due to weaker performance in the packaging business, particularly from the Group's operations in China. This was mainly due to reduction in sales volume, competitive pricing pressures and the depreciation of the Renminbi against Singapore Dollar. The decline in revenue is partially offset by higher revenue contributions from the Consumer Business. The Group's gross profit margin declined from 23.8% in 1H 2024 to 23.2% in 1H 2025, mainly due to reduced selling price in Packaging Business.

Other income increased by approximately \$0.8 million or 60.3% from approximately \$1.2 million in 1H 2024 to approximately \$2.0 million in 1H 2025. The increase was mainly due to gain on disposal of an investment property and foreign exchange gain.

Distribution expenses increased by approximately \$1.0 million or 4.2% from approximately \$23.9 million in 1H 2024 to approximately \$24.9 million in 1H 2025. The increase was mainly due to higher staff costs in line with increased sales at Consumer Business.

Finance income decreased by approximately \$0.4 million or 11.5% from approximately \$3.6 million in 1H 2024 to approximately \$3.2 million in 1H 2025. This was mainly due to decline in interest rates.

Finance costs increased by approximately \$0.5 million or 44.2% from approximately \$1.1 million in 1H 2024 to approximately \$1.6 million in 1H 2025. This was mainly due to mark-to-market loss on other financial assets.

Income tax expense decreased by approximately \$1.2 million or 31.0% from approximately \$3.9 million in 1H 2024 to approximately \$2.7 million in 1H 2025. The decrease was mainly due to reversal of prior year overprovision of deferred tax and a lower current year provision, in line with the reduced profit.

As a result of the above, the net profit for the period decreased by approximately \$2.5 million or 16.1% from approximately \$15.3 million in 1H 2024 to approximately \$12.9 million in 1H 2025.

Statements of financial position

Other financial assets under non-current assets increased \$7.7 million mainly due to (i) purchase of investment funds aimed at achieving higher yields than traditional fixed deposits (ii) purchase of Singapore quoted equity securities for long-term income generation and capital appreciation

Cash on hand and in banks decreased \$19.9 million mainly due to payment of dividends and purchase of investment funds and quoted equity securities which are recorded as non-current asset. Inventories decreased \$9.1 million, mainly from Consumer Business. Inventory levels were higher in December primarily due to seasonal buildup at year end in preparation for the Lunar New Year period.

Trade and other payables decreased \$19.0 million mainly due to payment of accrued bonus, settlement of dispute provision by a subsidiary and lower payables which is in line with lower inventory level as current period end.

APPENDIX E – UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2025



Condensed Interim Financial Statements 30 June 2025

F. Other information required by Listing Rule Appendix 7.2 (cont'd)

2. Review of performance of the Group (cont'd)

Consolidated statement of cash flows

Cash and cash equivalents decreased by \$17.8 million. The Group recorded a net operating cash inflow of \$3.5 million from operating profits and positive working capital. This was offset by net cash of (i) \$7.7 million used in investing activities mainly for capital expenditure and purchase of other financial assets (ii) \$13.6 million used in financing activities mainly for payment of dividends and repayment of borrowings.

3. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results

Not applicable.

4. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the Group operates and any known factors or events that may affect the Group in the next operating period and the next 12 months

Consumer goods segment continues to face stiff competition from global brands and the growing presence of retailer house brands. Supermarket chains have been expanding their house brand offerings, which are competitively priced. At the same time, geopolitical tensions and rising operational costs including labour, logistics and raw materials, could further impact the Group's performance.

To navigate this challenging environment, the Group will continue to invest in marketing and promotional activities to enhance our brand loyalty amid heightened competitions from house brands. We will also expand our product portfolio by introducing new products that align with evolving consumer preferences while implementing cost control measures to manage operating costs.

The ongoing geopolitical trade conflicts continue to weigh on the global economy and the countries that Packaging Business operates in. Excess capacity continues to dominate the corrugated packaging industry in China, exacerbating the intense price competition situation. These factors, combined with any increase in raw material costs could have a direct impact on our performance or margins. Our Packaging Business will continue to monitor the evolving situation closely. To overcome these challenges, Packaging Business remain vigilant in managing credit exposure and maintaining a healthy financial position. Management will continue to drive business performance by enhancing human capital development and executing improvement strategies in terms of cost management, enhancing operational efficiency and boosting productivity.

The Group is on robust footing with a positive net cash position and strong balance sheet. We will continue to leverage on our existing strengths such as our large stable of consumer brand assets to grow and build resilience in our core businesses. While we remain steadfast in strengthening our core businesses, we are also actively exploring new business opportunities to drive sustainable growth.

APPENDIX E – UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2025



Condensed Interim Financial Statements 30 June 2025

F. Other information required by Listing Rule Appendix 7.2 (cont'd)

5. Dividend information

(a) Current financial period reported on

Name of dividend	Interim
Dividend type	Cash; Tax exempt (1-tier)
Dividend per share	S\$0.002 per ordinary share

(b) Corresponding period of the immediately preceding financial year

Name of dividend	Interim
Dividend type	Cash; Tax exempt (1-tier)
Dividend per share	S\$0.005 per ordinary share

(c) The date the dividend is payable

The proposed interim dividend will be payable on 19 November 2025.

(d) The date on which Registrable Transfers received by the company (up to 5.00pm) will be registered before entitlements to the dividend are determined

Duly completed and stamped transfers received by the Company's Share Registrar, B.A.C.S. Private Limited of 77 Robinson Road, #06-03 Robinson 77 Singapore 068896 up to 5.00 p.m. on 7 November 2025 will be registered to determine Shareholders' entitlements to the proposed interim dividend.

6. If no dividend has been declared/recommended, a statement to that effect and the reason(s) for the decision

Not applicable

7. If the Group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.

The Group has not obtained a general mandate from shareholders of the Company for Interested Person Transactions.

8. Confirmation that the issuer has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7.7) under Rule 720(1).

The Company has received undertaking from all its directors and executive officers in the format as set out in Appendix 7.7 under Rule 720(1) of the Listing Manual of the SGX-ST.

9. Disclosure pursuant to Rule 706A of the Listing Manual

There are no acquisition or sales of shares by the Company during the period from 1 January 2025 to 30 June 2025 which requires disclosure pursuant to Rule 706A of the Listing Manual.

APPENDIX E – UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2025



Condensed Interim Financial Statements 30 June 2025

F. Other information required by Listing Rule Appendix 7.2 (cont'd)

Confirmation by the Board

On behalf of the Board of Directors of the Company, we, the undersigned, hereby confirm to the best of our knowledge that nothing has come to the attention of the Board of Directors which may render the interim financial statements to be false or misleading in any material aspect.

On behalf of the Board of Directors

Dr Goi Seng Hui
Executive Chairman

Mr Tan Lye Heng Paul
Director

Singapore
14 August 2025

APPENDIX F – VALUATION REPORTS

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12 August 2025

Attention: Ms Gail Sim

PSC Corporation Ltd.
348 Jalan Boon Lay
Singapore 619529

Dear Sirs

**VALUATION OF PROPERTY AT
348 JALAN BOON LAY
SINGAPORE 619529**

Instructions

We refer to your instruction for a formal valuation to be carried out in respect of the above property (the "Property"), for the purpose of Mandatory Unconditional Cash Offer (the "Offer") by UOB Kay Hian Private Limited, for and on behalf of Dr. Goi Seng Hui (the "Offeror"), for all the issued and paid-up ordinary shares in the capital of PSC Corporation Ltd. ("Shares"), other than Shares held in treasury and those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert the Offeror.

We have been specifically instructed to provide our opinion of the Market Value of the Property, as at **15 July 2025**, on an "as is" basis, with vacant possession.

We have, in accordance with the instruction, issued a formal Valuation Report (the "report") and this Valuation Summary Letter, in accordance with the Terms of Engagement letter dated 25 July 2025 entered into between Knight Frank Pte Ltd and PSC Corporation Ltd.

Our valuation is our opinion of the Market Value, which we would define as follows:

"Market Value is the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

Unless otherwise stated, all valuation figures herein are stated on a net of GST basis.

Reliance on This Letter

We have prepared this Valuation Summary Letter and Valuation Certificate, which outlines the key factors considered in arriving at our opinions of value. These documents are intended for inclusion in, and/or to be made available for inspection under, the Circular. This Letter alone does not contain all the necessary data and supporting information, which are included in our Valuation Report.

Knight Frank Pte Ltd has provided PSC Corporation Ltd. a comprehensive Valuation Report for the Property. The comprehensive Valuation Report is vested with PSC Corporation Ltd. The valuation and market information presented are not guarantees or predictions and should be read in conjunction with the following:

- (a) The estimated value is based on the factual information provided by PSC Corporation Ltd. While Knight Frank Pte Ltd has endeavoured to ensure the accuracy of the information, it has not independently verified all details provided by PSC Corporation Ltd. or the Government of Singapore (specifically statistical data related to market conditions). Knight Frank Pte Ltd believes that every recipient of the Circular should review the Valuation Report to fully understand the complexity of the methodology and the numerous variables involved.
- (b) The primary methodology used by Knight Frank Pte Ltd in valuing the Property is the Direct Comparison Method. This valuation methodology is summarised in the Valuation Rationale section of this Letter.

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APPENDIX F – VALUATION REPORTS

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- (c) The Valuation Report has been prepared based on information available as of July 2025. Knight Frank Pte Ltd accepts no responsibility for any changes to the information that may have occurred thereafter, including but not limited to gross floor area, occupancy details, land rent, annual value, or other related factors.

The Valuation Report, Valuation Summary Letter, and Valuation Certificate may only be relied upon by PSC Corporation Ltd. for the purpose of Mandatory Unconditional Cash Offer by UOB Kay Hian Private Limited, for and on behalf of Dr. Goi Seng Hui, for all the issued and paid-up ordinary shares in the capital of PSC Corporation Ltd., other than Shares held in treasury and those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert the Offeror.

The Property

The Property is an industrial complex comprising a 2-storey ancillary office block (Block A), a single-storey warehouse with mezzanine (Block B) and a 2-storey industrial building.

The following table summarises key property details of the Property:

Property	Legal Description	Land Area (sm)	Gross Floor Area (sm)	Tenure	Master Plan 2019 (Approved Amendments Incorporated)
348 Jalan Boon Lay	Lot Nos. 356T & 357A Mukim 6	49,415.7	29,027.39	Leasehold 30 years commencing 1 May 1997 with a further term of 22 years 3 months and 30 days (Balance of about 24.1 years as at 15 July 2025)	"Business 2" with a gross plot ratio of 2.5

Valuation Rationale

Our valuation has been conducted using appropriate valuation methodologies and our professional judgement.

We have primarily valued the Property using the Direct Comparison Method.

In this method, a comparison is made with sales of similar properties in the vicinity. Adjustments are made, where appropriate, for differences in location, siting, tenure, size, age/condition, usage, date of sale, etc., before arriving at the value of the Property.

Valuation Date

The valuation date is 15 July 2025.

Assumptions

Our valuation is based on a number of assumptions, which have been outlined in the General Scope of Valuation Work and General Terms of Business for Valuation Services in this Valuation Summary Letter.

Market Value

Subject to the overriding stipulations outlined in this Valuation Summary Letter, we are of the opinion that the Market Value (exclusive of GST) of the unencumbered remaining leasehold interest in the Property, for the purpose of Mandatory Unconditional Cash Offer by UOB Kay Hian Private Limited, for and on behalf of Dr. Goi Seng Hui, for all the issued and paid-up ordinary shares in the capital of PSC Corporation Ltd., other than Shares held in treasury and those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert the Offeror, as at the valuation date, is:

S\$73,000,000

(Singapore Dollars Seventy-Three Million Only)

BASED ON A BALANCE LEASE TERM OF ABOUT 24.1 YEARS AND EXCLUDING THE VALUE OF COLD ROOM FACILITIES AND ALL OTHER PLANT, MACHINERY AND EQUIPMENT

Our Valuation Certificate is enclosed.

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Disclaimer

We have prepared this Valuation Summary Letter and the Valuation Certificate for inclusion in, and/or to be made available for inspection under, the Circular. We specifically disclaim liability to any person for any omission from, or false or misleading statement contained in, the Circular, except in respect of the information specifically provided in this Valuation Summary Letter and the enclosed Valuation Certificate. We make no warranty or representation as to the accuracy or completeness of any other information contained in the Circular, unless such information has been expressly provided by Knight Frank Pte Ltd within this Valuation Summary Letter or the Valuation Certificate.

Knight Frank Pte Ltd has relied on property data provided by PSC Corporation Ltd., which we have assumed to be true, complete, and accurate. We accept no responsibility for any inaccuracies or omissions in the information supplied by PSC Corporation Ltd., or for any conclusions that may be affected as a result of such inaccuracies.

The analyses, opinions, and conclusions contained in this Valuation Summary Letter are subject solely to the assumptions and limiting conditions stated herein and represent our personal, unbiased professional judgement. We confirm that we have no current or prospective interest in the Properties, and no personal bias with respect to the parties involved in this engagement. The valuers' compensation is not contingent upon reporting a predetermined value, a specific value outcome that favours the client's position, the magnitude of the value estimate, the achievement of any particular result, or the occurrence of any subsequent event.

We certify that the valuer conducting this valuation on behalf of Knight Frank Pte Ltd is duly authorised to practise as professional valuer and possess over 35 years of continuous experience in valuing properties within comparable industries to the Property. The valuer holds a valid appraiser's licence issued by the Inland Revenue Authority of Singapore (IRAS) and is a member in good standing of the Singapore Institute of Surveyors and Valuers (SISV).

Yours faithfully

A handwritten signature in blue ink, appearing to read 'Sherri Fong', enclosed in a rectangular box.

Sherri Fong
Senior Director
Valuation & Advisory
B.Sc.(Estate Management) Hons.,MSISV
Appraiser's Licence No: AD 041-2008950C
For and on behalf of Knight Frank Pte Ltd

A handwritten signature in blue ink, appearing to read 'Chiam Tok Ling', enclosed in a rectangular box.

Chiam Tok Ling
Director
Valuation & Advisory
B.Sc.(Estate Management) MSISV
Appraiser's Licence No: AD 041-2004449G
For and on behalf of Knight Frank Pte Ltd

APPENDIX F – VALUATION REPORTS

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Valuation Certificate

Property	:	348 Jalan Boon Lay, Singapore 619529
Instructing Party/ Relying Party	:	PSC Corporation Ltd.
Purpose of Valuation	:	Mandatory Unconditional Cash Offer (the "Offer") by UOB Kay Hian Private Limited, for and on behalf of Dr. Goi Seng Hui (the "Offeror"), for all the issued and paid-up ordinary shares in the capital of PSC Corporation Ltd. ("Shares"), other than Shares held in treasury and those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert the Offeror
Legal Description	:	Lot Nos. : 356T and 357A Mukim : 6
Tenure	:	Leasehold 30 years commencing 1 May 1997 with a further term of 22 years 3 months and 30 days (Balance of about 24.1 years as at 15 July 2025) <i>Note: For the purpose of this valuation, we have assumed that the further term of 22 years 3 months and 30 days has been/will be granted.</i>
Interest Valued	:	Leasehold interest
Basis of Valuation	:	Market Value on an "as is" basis, with vacant possession
Registered Lessor/ Lessee	:	The Property is leased by JTC Corporation to PSC Corporation Ltd.
Master Plan 2019 (Approved Amendments Incorporated)	:	Zoning - "Business 2" with a gross plot ratio of 2.5
Brief Description	:	The Property is located at the north-western junction of Jalan Boon Lay and International Road, approximately 22.0 km from the City Centre. It is an industrial complex comprising a 2-storey ancillary office block (Block A), a single-storey warehouse with mezzanine (Block B) and a 2-storey industrial building (Block C). The Certificate of Statutory Completion for Block A was issued on 17 May 2006. The Certificate of Statutory Completion for Blocks B & C was issued on 16 October 2019.
Occupancy	:	We understand that about 498.9 sm (5,370 sf) of Block A is currently tenanted, 551.9 sm (5,941 sf) of Block A is currently vacant whilst the remaining areas are occupied by the registered lessee and its subsidiary companies. <i>Note: We have been provided with the tenancy information by the registered lessee and have relied on that information as being correct. No additional verification has been undertaken.</i>
Land Area	:	49,415.7 sm (531,906 sf) <i>Source: Certificate of Title from the Singapore Land Authority.</i>
Gross Floor Area (GFA)	:	29,027.39 sm (312,448 sf) <i>Source: As provided and subject to final survey.</i>
Valuation Approach	:	Direct Comparison Method
Date of Inspection	:	30 July 2025
Date of Issue	:	12 August 2025
Valuation Date	:	15 July 2025
Market Value (Exclusive of GST)	:	S\$73,000,000 (Singapore Dollars Seventy-Three Million Only) BASED ON A BALANCE LEASE TERM OF ABOUT 24.1 YEARS AND EXCLUDING THE VALUE OF COLD ROOM FACILITIES AND ALL OTHER PLANT, MACHINERY AND EQUIPMENT
Market Value on GFA	:	S\$2,515 psm (S\$234 psf)
Assumptions, Disclaimers, Limitations & Qualifications	:	<i>This valuation certificate is provided subject to the assumptions, disclaimers, limitations, and qualifications set out herein, and should be read in conjunction with the General Scope of Valuation Work and General Terms of Business for Valuation Services located at the end of the certificate. Any reliance on this certificate and any extension of our liability are conditional upon the reader's full acknowledgement and understanding of these statements. Use of, or reliance upon, this document for any purpose not expressly authorised by Knight Frank Pte Ltd is strictly prohibited. We accept no liability for any loss or damage arising from such unauthorised use or reliance. This document should not be reproduced, in whole or in part, without our prior written authority.</i> <i>This valuation has been carried out in accordance with the Singapore Institute of Surveyors and Valuers (SISV) Valuation Standards and Practice Guidelines and the International Valuation Standards (IVS). All applicable codes, standards, and requirements of professional conduct have been duly observed. The analyses, opinions, and conclusions expressed in this valuation certificate are subject only to the stated assumptions and limiting conditions, and represent our personal, unbiased professional judgement. This valuation certificate has also undergone internal review in accordance with Knight Frank Pte Ltd's quality assurance procedures.</i> <i>Knight Frank Pte Ltd is acting in the capacity of an independent contractor and not as an employee or agent of PSC Corporation Ltd., nor is the firm authorised, whether expressly or by implication, to represent itself as an employee or agent of PSC Corporation Ltd. The valuers' compensation is not contingent upon the reporting of a predetermined value, a particular direction in value that favours the client's position, the amount of the value estimate, the achievement of a stipulated result, or the occurrence of any future event. We certify that the valuer conducting this valuation on behalf of Knight Frank Pte Ltd is duly authorised to practise as professional valuer and possess over 35 years of continuous experience in valuing properties within comparable industries to the Property. The valuer holds a valid appraiser's licence issued by the Inland Revenue Authority of Singapore (IRAS) and is a member in good standing of the Singapore Institute of Surveyors and Valuers (SISV).</i>
Prepared by	:	Knight Frank Pte Ltd  Sherri Fong Senior Director Valuation & Advisory B.Sc.(Estate Management) Hons., MSISV Appraiser's Licence No. AD 041-2008950C For and on behalf of Knight Frank Pte Ltd  Chiam Tok Ling Director Valuation & Advisory B.Sc.(Estate Management) MSISV Appraiser's Licence No: AD 041-2004449G For and on behalf of Knight Frank Pte Ltd

KF Ref: 1972/V/197/25/CTL/dl

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APPENDIX F – VALUATION REPORTS

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General Scope of Valuation Work

As required by the Singapore Institute of Surveyors and Valuers (SISV) Valuation Standards and Practice Guidelines / International Valuation Standards this General Scope of Valuation Work describes information we will rely on, the investigations that we will undertake, the limits that will apply to those investigations and the assumptions we will make, unless we are provided with or find information to the contrary.

Definitions

"Assumption" is something which it is agreed the valuer can reasonably accept as being true without specific investigation or verification.

"Property" is the interest which we are instructed to value in land including any buildings or other improvements constructed upon it.

"Valuation" shall mean any valuation report, valuation certificate, supplementary report or subsequent update report, produced pursuant to this engagement and any other replies or information we produce in respect of any such report and/or any relevant property.

1. Property to be valued

1.1 We will exercise reasonable care and skill (but will not have an absolute obligation to you) to ensure that the Property, identified by the address provided in your instructions, is the Property inspected by us and included within our Valuation. If there is ambiguity as to the Property address, or the extent of the Property to be valued, this should be drawn to our attention in your instructions or immediately upon receipt of our Valuation.

1.2 We are entitled to rely upon the information provided to us, by the sources listed in the Valuation, relating to the Property to be valued, including details of tenure, tenancies, and sub-tenancies, other third-party interests, planning consents and other relevant matters, as summarised in our Valuation. For the avoidance of doubt, we are not obliged to, and will not conduct any checks with any government departments, and/or any other regulatory authorities on the legality of the structures, approved gross floor area or any other information that has been so provided to us. We will not make or commission any investigations to verify any of this information. In particular, we will not investigate or verify that:

- (a) all title information relied upon and referred to in our Valuation is complete and correct,
- (b) all documentation is satisfactorily drawn,
- (c) there are no undisclosed onerous conditions or restrictions that could impact on the marketability of the Property valued, and
- (d) there is no material litigation pending, relating to the Property valued.

We shall not be held liable for any loss, and/or damage of any kind that may relate to or arise from any such information that was provided to us, being found to be unreliable, and/or inaccurate in any way.

1.3 Unless otherwise stated, all information has been obtained by our search of records and examination of documents or by enquiry from Government departments or other appropriate authorities.

1.4 Where we provide a plan of the Property in our Valuation this is for identification only. While the plan, and the extent of the Property outlined in the plan is based on our understanding of the information provided to us, and/or our understanding of the boundaries of the Property, it must not be relied upon to define boundaries, title or easements.

1.5 Our Valuation will include those items of plant and machinery normally considered to be part of the service installations to a building and which would normally pass with the Property on a sale or letting. We will exclude all other items of process plant, machinery, trade fixtures and equipment, chattels, vehicles, stock and loose tools, and any tenant's fixtures and fittings.

1.6 Unless agreed otherwise in writing we will neither investigate nor include in our Valuation any unproven or unquantified mineral deposits, felled timber, airspace or any other matter which may or may not be found to be part of the Property, but which would not be known to a buyer or seller on the valuation date.

1.7 Unless agreed otherwise our Valuation will make the Assumption that all parts of the Property occupied by the current owner on the valuation date would be transferred with vacant possession and any tenancies, sub-tenancies or other third-party interests existing on the valuation date will continue.

1.8 Where requested legal title and tenancy information is not provided in full, in the absence of any information provided to the contrary, our Valuation will make the Assumption that the subject Property has good title and is free from any onerous restrictions and/or encumbrances or any such matter which would diminish its value.

2. Portfolios

2.1 Where instructed to value a portfolio of properties, unless specifically agreed with you otherwise, we will value each Property separately on the basis that it is offered individually to the market.

3. Building age, specification and condition

3.1 Where the age of the building is estimated, this is for guidance only.

3.2 We will note the general condition of any building and any building defect brought to our attention and reflect this in our Valuation. We will not undertake a detailed investigation of the materials or methods of construction or of the condition of any specific building element. We will not test or commission a test of service installations. Unless we become aware during our normal investigations of anything to the contrary and mention this in our Valuation, our Valuation will, make the Assumption that:

- (a) any building is in a condition commensurate with its age, use and design and is free from significant defect,
- (b) no construction materials have been used that are deleterious, or likely to give rise to structural defects,
- (c) no potentially hazardous or harmful materials are present, including asbestos,
- (d) all relevant statutory requirements relating to use, construction and fire safety have been complied with,
- (e) any building services, together with any associated computer hardware and software, are fully operational and free from impending breakdown or malfunction and
- (f) the supply to the building of electricity, data cable network and water, are sufficient for the stated use and occupancy.

3.3 If you require information on the structure or condition of any building our specialist building surveyors can provide a suitable report as a separate service.

4. Environment and sustainability

4.1 Our Valuation will reflect the market's perception of the environmental performance of the Property and any identified environmental risks as at the valuation date. This may include reflecting information you provide to us that has been prepared by suitably qualified consultants on compliance of existing or proposed buildings with recognised sustainability metrics. Where appropriate we will research any freely available information issued by public bodies on the energy performance of existing buildings.

4.2 We will investigate whether the Property has a current Energy Performance Certificate on the relevant government register and report our findings. As part of our valuation service, we will not advise on the extent to which the Property complies with any other Environmental, Social or Governance (ESG) metrics or to what extent the building, structure, technical services, ground conditions, will be impacted by future climate change events, such as extreme weather, or legislation aimed at mitigating the impact of such events. If required KF may be able to advise on ESG considerations and their long-term impact on a Property as a separate service.

5. Ground conditions and contamination

5.1 We will only rely on any information you may provide to us about the findings and conclusions of any specialist investigations into ground conditions or any contamination that may affect the Property. Where such information is not provided to us by you for the purposes of the Valuation, we are not obliged to, and will not conduct any independent investigation into these matters.

5.2 Unless specifically instructed by you to do so, we will not commission specialist investigations into past or present uses either of the Property or any neighbouring property to establish whether there is contamination or potential for contamination, or any other potential environmental risk. Neither will we be able to advise on any remedial or preventive measures.

5.3 Where we have been instructed by you to commission any investigation in accordance with Clause 5.2 above, we will comment on our findings and any relevant information discovered during our investigations in our Valuation.

5.4 Unless we become aware of anything to the contrary and mention this in our Valuation, for each Property valued our Valuation will make the Assumption that:

- (a) the site is physically capable of development or redevelopment, when appropriate, and that no extraordinary costs will be incurred in providing foundations and infrastructure,
- (b) there are no archaeological remains on or under the land which could adversely impact on value,
- (c) the Property is not adversely affected by any form of pollution or contamination,
- (d) there is no abnormal risk of flooding,
- (e) there are no high voltage overhead cables or large electrical supply equipment affecting the Property,
- (f) the Property does not have levels of radon gas that will require mitigation work, and
- (g) there are no invasive species present at the Property or within close proximity to the Property,
- (h) There are no protected species which could adversely affect the use of the Property.

6. Planning and highway enquiries

6.1 We may, but are not obliged to research freely available information on planning history and relevant current policies or proposals relating to any Property being valued using the appropriate authorities' website. Our Valuation will make the Assumption that any information obtained from any

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- such research, if conducted, will be correct, but our findings should not be relied on for any contractual purpose. We are not obliged to, and will not commission a formal local search.
- 6.2 Unless we obtain information from you to the contrary, Our Valuation will make the Assumption that:
- (a) the use to which the Property is put is lawful and that there is no pending enforcement action,
 - (b) there are no local authority proposals that might involve the use of compulsory purchase powers or otherwise directly affect the Property.
- 6.3 We do not undertake searches to establish whether any road or pathways providing access to the Property are publicly adopted. Unless we receive information to the contrary or have other reason to suspect an adjoining road or other access route is not adopted, our Valuation will make the Assumption that all such routes are publicly adopted.
7. **Other statutory and regulatory requirements**
- 7.1 A property owner or occupier may be subject to statutory regulations depending on their use. Depending on how a particular owner or occupier uses a building, the applicable regulations may require alterations to be made to buildings. Our valuation service does not include identifying or otherwise advising on works that may be required by a specific user in order to comply with any regulations applicable to the current or a proposed use of the Property. Unless it is clear that similar alterations would be required by most prospective buyers in the market for a property, our Valuation will make the Assumption that no work would be required by a prospective owner or occupier to comply with regulatory requirements relating to their intended use.
- 7.2 We are not obliged to, and will not investigate or comment on licences, permits, and/or approvals of any kind that may be required by the current or any potential users of the Property relating to their use or occupation.
8. **Measurements**
- 8.1 Where building floor areas are required for our valuation, unless we have agreed to rely on floor areas provided by you or a third party, we will take measurements and calculate the appropriate floor areas for the buildings in accordance with the appropriate standard. These measurements will either be wholly taken by us during our inspection or from scaled drawings provided to us and checked by sample measurements on site. The floor areas will be within a tolerance that is appropriate having regard to the circumstances and purpose of the valuation instruction.
9. **Investment properties**
- 9.1 Where the Property valued is subject to a tenancy or tenancies, we will have regard to the market's likely perception of the financial status and reliability of tenants in arriving at our Valuation. We will not undertake detailed investigations into the financial standing of any tenant. Unless we are provided with information by you to the contrary our Valuation will make the Assumption that there are no material rent arrears or breaches of other lease obligations.
10. **Development properties**
- 10.1 If we are instructed to value Property for which development, redevelopment or substantial refurbishment is proposed or in progress, we strongly recommend that you supply us with build cost and other relevant information prepared by a suitably qualified construction cost professional, such as a quantity surveyor. We shall be entitled to rely on such information in preparing our valuation. If a professional estimate of build costs is not made available, we will rely on published build cost data, but this must be recognised as being less reliable as it cannot account for variations in site conditions and design. This is particularly true for refurbishment work or energy efficiency and environmental upgrades. In the absence of a professionally produced cost estimate for the specific project we may need to qualify our report and the reliance that can be placed on our Valuation, all of which will be set out in our Valuation.
- 10.2 For Property in the course of development, we will reflect the stage reached in construction and the costs remaining to be spent at the date of valuation. We will have regard to the contractual liabilities of the parties involved in the development and any cost estimates that have been prepared by the professional advisers to the project. For recently completed developments we will take no account of any retentions, nor will we make allowance for any outstanding development costs, fees, or other expenditure for which there may be a liability.
11. **GST, taxation and costs**
- 11.1 The reported valuation will be our estimate of the price that would be agreed with no adjustment made for costs that would be incurred by the parties in any transaction, including any liability for GST, stamp duty or other taxes. It is also gross of any mortgage or similar financial encumbrance.
12. **Property insurance**
- 12.1 Except to the limited extent provided in clause 3 and clause 4 above we do not investigate or comment on how potential risks would be viewed by the insurance market. Our Valuation will be on the Assumption that each Property would, in all respects, be insurable against all usual risks including fire, terrorism, ground instability, extreme weather events, flooding and rising water table at normal, commercially acceptable premiums.
13. **Reinstatement cost estimates**
- 13.1 We can only accept a request to provide a building reinstatement cost estimate for insurance purposes alongside our Valuation of the Property interest on the following conditions:
- (a) the assessment provided is indicative, without liability and only for comparison with the current sum insured, and
 - (b) the building is not specialised or listed as being of architectural or historic importance.
- 13.2 Otherwise, we can provide an assessment of the rebuilding cost by our specialist building surveyors as a separate service.
14. **Legal advice**
- 14.1 We are appointed to provide valuation opinion(s) in accordance with our professional duties as valuation surveyors. The scope of our service is limited accordingly. We are not qualified legal practitioners and we do not provide legal advice. Further, and without prejudice to the generality of this Clause 14.1:
- (a) Where reassurance is required on planning matters, we recommend that, amongst other things, formal written enquiries should be undertaken by your legal advisers.
 - (b) Unless instructed to the contrary, we will not read title or lease documentation and will make the Assumption that summary tenure and tenancy information provided is accurate and includes all material factors that could impact value.
 - (c) If we indicate what we consider the effect of any provision in the Property's title documents, leases or other legal requirements may have on value, we strongly recommend that this be reviewed by a qualified lawyer before you take any action relying on our Valuation.
15. **Loan security**
- 15.1 If we are requested to comment on the suitability of the Property as a loan security, we are only able to comment on any risk to the reported value that is inherent in either its physical attributes or the interest valued. We will not comment on the degree and adequacy of capital and income cover for an existing or proposed loan or on the borrower's ability to service payments.
16. **Attendance in court**
- 16.1 The valuer is not obliged to give evidence, appear in Court, or participate in any proceedings, whether legal or otherwise, involving you and/or any other party, arising from, or in connection with the contents of the valuation report and/or certificate, and/or the Property. If the valuer's assistance is required for the purposes of any such proceedings, the necessary arrangements shall be discussed, and the valuer's, and Company's consent, shall be obtained in writing.

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General Terms of Business for Valuation Services

Important Notice

If you have any queries relating to this Agreement, please let us know as soon as possible and in any event before signing the Terms of Engagement Letter and/or giving us instructions to proceed.

Your instructions to proceed (howsoever received, whether orally or in writing) will constitute your offer to purchase our services on the terms of the Agreement.

Accordingly, our commencement of work pursuant to your instructions shall constitute acceptance of your offer and as such establish the contract between us on the terms of the Agreement.

These General Terms of Business for Valuation Services (the "**General Terms**"), the General Scope of Valuation Work (the "**General Scope of Work**") and our Terms of Engagement Letter (the "**Engagement Letter**") together form the agreement between you and us (the "**Agreement**"). References to "**you**", "**your**" etc. are to persons or entities who are our client and, without prejudice to clauses 3 and 4 below, to any persons purporting to rely on our Valuation.

Unless the context otherwise requires, all other terms and expressions used but not defined herein shall have the meaning ascribed to them in the Engagement Letter.

When used within these General Terms, the General Scope of Work and/or in the Engagement Letter, the term "**Valuation**" shall mean any valuation report, supplementary report or subsequent/update report, produced pursuant to our engagement and any other replies or information we produce in respect of any such report and/or any relevant property. Any words following the terms "**including**", "**in particular**" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

All of the terms set out in these General Terms shall survive termination of the Agreement.

In the event of any inconsistency between these General Terms, the Scope of Work and the Engagement Letter, the order of precedence should be as follows: (1) the Engagement Letter, (2) the Scope of Work and (3) these General Terms.

1. **Knight Frank**
- 1.1 Knight Frank Pte Ltd ("**Knight Frank**", "**Company**", "**our**", "**us**", or "**we**") is a privately owned company with registration number 198205243Z. Knight Frank is a corporate body which has employees and not partners. Any work done by an employee of Knight Frank pursuant to this Agreement is done in the capacity as an employee of the Company.
- 1.2 Knight Frank's registered office is at 10 Collyer Quay #08-01 Ocean Financial Centre Singapore 049315 where a list of employees may be inspected.
- 1.3 The term "**Knight Frank Person**" shall, when used in this Agreement shall mean any employee of Knight Frank.
- 1.4 Our GST registration number is M2-0058829-X.
- 1.5 The details of our professional indemnity insurance will be provided to you on request made in writing.
- 1.6 Valuations will be carried out in accordance with the Singapore Institute of Surveyors and Valuers (SISV) Valuation Standards and Practice Guidelines and International Valuation Standards (IVS).
2. **Governing law and jurisdiction**
- 2.1 The Agreement and any dispute or claim (including non-contractual disputes or claims) arising out of or in connection with it or its subject matter or formation or any Valuation shall be governed by and construed in accordance with Singapore law.
- 2.2 The courts of Singapore shall have exclusive jurisdiction to settle any dispute or claim (including non-contractual disputes or claims) arising out of or in connection with this Agreement or its subject matter or formation or any Valuation. This will apply wherever the relevant property or the client, or any relevant third party, is located or the service is provided.
3. **Limitations on liability**
- 3.1 Subject to clause 3.8, the maximum total liability of Knight Frank for any direct loss or damage, arising out of or in connection with this Agreement and/or its subject matter and/or the Valuation, is limited to the lower of S\$1 million or 3 times the fees payable to Knight Frank pursuant to this Agreement.
- 3.2 Subject to clause 3.8, Knight Frank shall not be liable for any loss of profits, loss of data, loss of chance, loss of goodwill, or any indirect or consequential loss of any kind.
- 3.3 Knight Frank's liability to you shall be reduced to the extent that we prove that we would have been able to claim a contribution, whether pursuant to the **Contributory Negligence and Personal Injuries Act** or otherwise at law, from one or more of the other professionals instructed by you in relation to any relevant property and/or the Purpose (and in each case if, as a result of an exclusion or limitation of liability in your agreement with such professional, the amount of such contribution would be reduced, our liability to you shall be further reduced by the amount by which the contribution we would be entitled to claim from such professional is reduced).
- 3.4 Subject to clause 3.8, any limitation on our liability will apply however such liability is or would otherwise have been incurred, whether in contract, tort (including negligence), for breach of statutory duty, or otherwise.

- 3.5 Except as set out in clauses 3.6 and 4.7 and 4.8 below no third party shall have any right to enforce any of the terms of this Agreement, whether under the **Contracts (Rights of Third Parties) Act 2001**, or otherwise.
- 3.6 No claim arising out of or in connection with this Agreement may be brought against any Knight Frank Person. Those individuals will not have a personal duty of care to you or any other person and any such claim for losses must be brought against Knight Frank. Any Knight Frank Person may enforce this clause under the **Contracts (Rights of Third Parties) Act 2001**, but the terms of this Agreement may be varied by agreement between the client and Knight Frank at any time without the need for any Knight Frank Person to consent.
- 3.7 No claim, action or proceedings arising out of or in connection with the Agreement and/or any Valuation shall be commenced against us after the expiry of the earlier of (a) six years from the Valuation Date (as set-out in the relevant Valuation) or (b) any limitation period prescribed by law.
- 3.8 Whether or not specifically qualified by reference to this clause, nothing in the Agreement shall exclude or limit our liability in respect of fraud, or for death or personal injury caused by our negligence or negligence of those for whom we are responsible, or for any other liability to the extent that such liability may not be so excluded or limited as a matter of applicable law.
4. **Purpose, reliance and disclosure**
- 4.1 The Valuation is prepared and provided solely for the stated purpose. Unless expressly agreed by us in writing, it cannot be relied upon, and must not be used, for any other purpose and, subject to clause 3.8, we will not be liable for any such use.
- 4.2 Without prejudice to clause 4.1 above, the Valuation may only be relied on by our Client. Unless expressly agreed by us in writing the Valuation may not be relied on by any third party and we will not be liable for any such purported reliance.
- 4.3 Subject to clause 4.4 below, the Valuation is confidential to our Client and must not be disclosed, in whole or in part, to any third party without our express written consent (to be granted or withheld in our absolute discretion). Subject to clause 3.8, Knight Frank shall not be liable for any loss or damage of any kind to any third party for the whole or any part of any Valuation disclosed in breach of this clause.
- 4.4 Notwithstanding any statement to the contrary in the Agreement, you may disclose documents to the minimum extent required by any court of competent jurisdiction or any other competent judicial or governmental body or the laws of Singapore.
- 4.5 Neither the whole nor any part of the Valuation and/or any reference thereto may be included in any published document, circular or statement nor published in any way whatsoever whether in hard copy or electronically (including on any website) without our prior written consent and approval of the form and context in which it may appear.
- 4.6 Where permission is given for the publication of a Valuation neither the whole nor any part thereof, nor any reference thereto, may be used in any publication or transaction that may have the effect of exposing us to liability for actual or alleged violations of the Securities Act 1933 as amended, the Securities Exchange Act of 1934 as amended, any state Blue Sky or securities law or similar federal, state provincial, municipal or local law, regulation or order in either the United States of America or Canada or any of their respective territories or protectorates (the "**Relevant Securities Laws**"), unless in each case we give specific written consent, expressly referring to the Relevant Securities Laws.
- 4.7 You agree that we, and/or any Knight Frank Person, may be irreparably harmed by any breach of the terms of this clause 4 and that damages may not be an adequate remedy. Accordingly, you agree that we and/or any Knight Frank Person may be entitled to the remedies of injunction or specific performance, or any other equitable relief, for any anticipated or actual breach of this clause.
- 4.8 You agree to indemnify and keep fully indemnified us, and each relevant Knight Frank Person, from and against all liabilities, claims, costs (including legal and professional costs), expenses, damages and losses arising from or in connection with any breach of this clause 4 and/or from the actions or omissions of any person to whom you have disclosed (or otherwise caused to be made available) our Valuation otherwise than in accordance with this clause 4.
- 4.9 You warrant and represent that all information provided to us shall be accurate, complete and up-to-date and can be relied upon by us for the purposes of the Agreement and you shall be liable to us or any other third party for any such information provided by you that is not accurate, complete or up-to-date.

APPENDIX F – VALUATION REPORTS

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- 5. Knight Frank network**
- 5.1 Knight Frank is a member of an international network of independent firms which may use the "Knight Frank" name and/or logos as part of their business name and operate in jurisdictions outside Singapore (each such firm, an "Associated Knight Frank Entity").
- 5.2 Unless specifically agreed otherwise, in writing, between you and us: (i) no Associated Knight Frank Entity is our agent or has authority to enter into any legal relations and/or binding contracts on our behalf; and (ii) we will not supervise, monitor or be liable for any Associated Knight Frank Entity or for the work or actions or omissions of any Associated Knight Frank Entity, irrespective of whether we introduced the Associated Knight Frank Entity to you.
- 5.3 You are responsible for entering into your own agreement with any relevant Associated Knight Frank Entity.
- 5.4 This document has been originally prepared in the English language. If this document has been translated and to the extent there is any ambiguity between the English language version of this document and any translation thereof, the English language version as prepared by us shall take precedence.
- 6. Severance**
- 6.1 If any provision of the Agreement is invalid, illegal or unenforceable, the parties shall negotiate in good faith to amend such provision so that, as amended, it is legal, valid and enforceable and, to the greatest extent possible, achieves the intended commercial result of the original provision. If express agreement regarding the modification or meaning or any provision affected by this clause is not reached, the provision shall be deemed modified to the minimum extent necessary to make it valid, legal and enforceable. If such modification is not possible, the relevant provision shall be deemed deleted. Any modification to or deletion of a provision under this clause shall not affect the validity and enforceability of the rest of this Agreement.
- 7. Entire agreement**
- 7.1 The Agreement, together with any Valuation produced pursuant to it (the Agreement and such documents together, the "Contractual Documents") constitute the entire agreement between you and us and supersedes and extinguishes all previous agreements, promises, assurances, warranties, representations and understandings between you and us, whether written or oral, relating to its subject matter.
- 7.2 Subject to clause 3.8 above, you agree that in entering into the Agreement you do not rely on, and shall have no remedies in respect of, any statement, representation, assurance or warranty (whether made innocently or negligently) that is not expressly set out in the Contractual Documents. You further agree that you shall have no claim for innocent or negligent misrepresentation based on any statement set out in the Contractual Documents.
- 7.3 The Engagement Letter, the Scope of Work and these General Terms shall apply to and be incorporated in the contract between us and will prevail over any inconsistent terms or conditions contained or referred to in your communications or publications or which would otherwise be implied. Your standard terms and conditions (if any) shall not govern or be incorporated into the contract between us.
- 7.4 Subject to clause 3.8 and clause 6, no addition to, variation of, exclusion or attempted exclusion of any of the terms of the Contractual Documents will be valid or binding unless recorded in writing and signed by duly authorised representatives on behalf of the parties.
- 8. Assignment**
- You shall not assign, transfer, mortgage, charge, subcontract, declare a trust over or deal in any other manner with any of the rights and obligations under the Agreement without our prior written consent (such consent to be granted or withheld in our absolute discretion).
- 9. Force majeure**
- Neither party shall be in breach of this Agreement nor liable for delay in performing, or failure to perform, any of its obligations under this Agreement if such delay or failure results from events, circumstances or causes beyond its reasonable control.
- 10. Our fees**
- 10.1 Without prejudice to clause 10.3 below, you become liable to pay our fees upon issuance of the Valuation. For the avoidance of doubt, unless expressly agreed otherwise in writing, the payment of our fees is not conditional on any other events or conditions precedent.
- 10.2 If any invoice remains unpaid after the date on which it is due to be paid, we reserve the right to charge interest, calculated daily, from the date when payment was due until payment is made at 1.5% per month.
- 10.3 If we should find it necessary to use legal representatives or collection agents to recover monies due, you shall, to the extent permitted by law, be liable for any, and all costs, and expenses incurred by Knight Frank in doing so.
- 10.4 If before the Valuation is concluded you end this instruction, we shall be entitled to charge abortive fees (calculated on the basis of a proportion of the total fee by reference to reasonable time and expenses incurred), with a minimum charge of 50% of the full fee if we have already inspected the property (or any property, if the instruction relates to more than one).
- 10.5 If you delay the instruction by more than 30 days or materially alter the instruction which resulted to additional work required at any stage or if we are instructed to carry out additional work that we consider (in our reasonable opinion) to be either beyond the scope of providing the Valuation or to have been requested after we have finalised our Valuation (including, but not limited to, commenting on reports on file), we shall be entitled to charge additional fees for this work. Such additional fees will be calculated on the basis of reasonable time and expenses incurred, and be notified to you in writing.
- 10.6 Where the valuation is for loan security purposes, Knight Frank shall not be bound by any term of any loan arrangement between the client and the borrower, whether in relation to the party responsible for payment of fees to Knight Frank, or any other conditions relating to such payment, whether or not notice of any such term has been brought to Knight Frank's notice.
- 11. Anti-bribery, corruption & Modern Slavery**
- 11.1 We agree that throughout the term of our appointment we shall:
- (a) comply with all applicable laws, statutes, regulations, and codes relating to anti-bribery and anti-corruption including but not limited to the Prevention of Corruption Act, (the "Relevant Requirements");
- (b) not engage in any activity, practice or conduct which would constitute an offence under Prevention of Corruption Act if such activity, practice or conduct had been carried out in Singapore;
- (c) maintain anti-bribery and anti-corruption policies to comply with the Relevant Requirements and any best practice relating thereto; and
- (d) promptly report to you any request or demand for any undue financial or other advantage of any kind in connection with the performance of our services to you.
- 11.2 We take all reasonable steps to ensure that we conduct our business in a manner that is consistent with our Anti-Slavery Policy and comply with applicable anti-slavery and human trafficking laws, statutes, regulations and codes from time to time in force.
- 12. Data Protection**
- 12.1 For the purposes of this clause "Data Protection Legislation" means: the **Personal Data Protection Act**, and any regulations and secondary legislation, as amended or updated from time to time, in Singapore. The terms "Personal Data", "Data Processor" and "Data Subject" shall have the meanings ascribed to them in the Data Protection Legislation.
- 12.2 You and we shall comply with applicable requirements of the Data Protection Legislation.
- 12.3 Without prejudice to the generality of the foregoing, you will not provide us with Personal Data unless the Agreement requires the use of it, and/or we specifically request it from you. By transferring any Personal Data to us you warrant and represent that you have the necessary authority to share it with us and that the relevant Data Subjects have been given the necessary information regarding its sharing and use.
- 12.4 We may transfer Personal Data you share with us to other Associated Knight Frank Entities and/or group undertakings. We will only transfer such Personal Data where we have a lawful basis for doing so and have complied with the specific requirements of the Data Protection Legislation.
- 12.5 Full details of how we use Personal Data can be found in our Privacy Statement at <http://www.knightfrank.com/legals/privacy-statement>.
- 13. Waiver**
- 13.1 Failure to exercise, or a delay in exercising, a right or remedy provided by this Agreement or by law does not constitute a waiver of the right or remedy or a waiver of other rights or remedies. No single or partial exercise of a right or remedy provided by this Agreement or by law prevents the further exercise of the right or remedy or the exercise of another right or remedy. A waiver of a breach of this Agreement does not constitute a waiver of a subsequent or prior breach of this Agreement.

APPENDIX F – VALUATION REPORTS

12 Marina View,
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Singapore 018961
+65 6223 2323

colliers.com/Singapore



Colliers International Consultancy & Valuation (Singapore) Pte Ltd
UEN No. 198105965E

Your Ref: -
Our Ref: JY/COT/IJ/251006

30 July 2025

Tat Seng Packaging Group Ltd
28 Senoko Drive
Singapore 758214

Attention: Mr Chin Shi Long

Dear Sir,

Re: Valuation of 28 Senoko Drive Singapore 758214 (the "Property")

In accordance with our terms of engagement dated 25 July 2025, we attach our report setting out our opinion of the value of the "Property".

We confirm that we have carried out an inspection of the Property, made relevant investigations and obtained such further information as we consider necessary as to allow us to provide you with our opinion of value for the purpose of a possible mandatory chain offer.

Please note this report is for your sole use and for the purpose indicated only and no liability to any third party can be accepted for the whole or any part of the contents of the document. Neither the whole nor any part of this valuation report nor any reference thereto may not be included in any published documents, circular or statement, nor published in any way whatsoever except with the prior written approval of Colliers International Consultancy and Valuation (Singapore) Pte Ltd as to the form and context in which it may appear.

Should you have any queries on the content of this report, please contact Yee Yeh Shiunn at 6531 8558, who would be pleased to assist.

Yours faithfully,
For and on behalf of
Colliers International Consultancy & Valuation (Singapore) Pte Ltd

Yee Yeh Shiunn
Licensed Appraiser No. AD041-2006553D
B.Sc (Hons) Land Management, MSISV, MRICS
Executive Director
Valuation And Advisory Services I Singapore

Authorizing Signature

APPENDIX F – VALUATION REPORTS

The Colliers logo, featuring the word "Colliers" in white serif font on a dark blue rectangular background with a thin yellow and red horizontal stripe at the bottom.

Valuation Report 28 Senoko Drive Singapore 758214 (the "Property")

Prepared For Tat Seng Packaging Group Ltd
30 July 2025

Colliers
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APPENDIX F – VALUATION REPORTS



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Appendices

<i>Appendix I</i>	<i>Caveats and Assumptions</i>
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Colliers International Consultancy & Valuation (Singapore) Pte Ltd
UEN No. 198105965E

1 Executive Summary

Property Address	28 Senoko Drive Singapore 758214 (the "Property")
Description	The Property comprises a single-storey warehouse building with a 4-storey ancillary office building
Registered Proprietors	Tat Seng Packaging Group Ltd
Interest Valued	30 years JTC lease commencing 16 December 2009 (with unexpired lease of about 14.4 years)
Purpose of Valuation	For the purpose of a possible mandatory chain offer
Valuation Approach	Comparison Method
Inspection Date	28 July 2025
Valuation Date	15 July 2025
Valuation	Market Value S\$18,000,000/- Singapore Dollars Eighteen Million Only

2 Introduction

2.1 Terms of Engagement

Terms of engagement have been agreed with Verdeland Pte Ltd on 25 July 2025 to provide the value of the Property (as defined hereinafter) for the purpose of a possible mandatory chain offer.

2.2 The Property

The Property comprises a single-storey warehouse building with a 4-storey ancillary office building.

2.3 Valuation Date

The valuation date is 15 July 2025 based upon our inspection of 28 July 2025. Due to possible changes in market forces and circumstances in relation to the Property the report can only be regarded as representing our opinion of the value of the Property as at the valuation date. We assume that the Property is in the same condition on the valuation date as the inspection date.

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2.4 Basis of Valuation

Our valuation is made on the basis of Market Value, which we define as “the estimated amount for which an asset should exchange on the valuation date between a willing buyer and a willing seller in an arm’s-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion”.

Our valuation of Market Value is synonymous with Fair Value Measurement of the Singapore Financial Reporting Standards (International) 13 (SFRS(I) 13). We have regarded the existing use as the highest and best use, given the existing state of the property/planning guidelines and in the absence of evidence to the contrary.

2.5 Valuation Standards Adopted

This valuation has been carried out in accordance with the Singapore Institute of Surveyors and Valuers’ Valuation Standards and Practice Guidelines.

Colliers International Consultancy & Valuation (Singapore) Pte Ltd is regulated by the Singapore Institute of Surveyors and Valuers and all necessary investigations, inspections, and other work carried out for the purpose of this valuation have been in accordance with its’ valuation standards. The Singapore Institute of Surveyors and Valuers monitors regulated firms under its Conduct and Disciplinary regulations. Colliers International maintains a complaint handling procedure, a copy of which is available on request.

2.6 Valuer

The valuation has been prepared by Colin Tham and reviewed by Yee Yeh Shiunn.

Yee Yeh Shiunn is a Licensed Appraiser under the Inland Revenue Authority of Singapore and Member of the Singapore Institute of Surveyors & Valuers. He is suitably qualified to carry out the valuation of this magnitude and nature and has over 30 years’ experience in the real estate industry in Singapore.

Neither the valuer nor Colliers International Consultancy & Valuation (Singapore) Pte Ltd are aware of any pecuniary interest or conflict of interest that could reasonably be regarded as being capable of affecting the ability to give an unbiased and objective, opinion of the value of the Property.

2.7 Caveats and Assumptions

This report is subject to and includes our Standard Caveats and Assumptions as set out in the appendices at the end of this report, as well as our agreed terms of our engagement.

Please note the report is for your sole use and for the purpose indicated only and no liability to any third party can be accepted for the whole or any part of the contents of the document. The whole nor any part of the valuation report nor any reference thereto should not be included in any published documents, circular or statement, nor published in any way whatsoever except with the prior written approval of Colliers International Consultancy & Valuation (Singapore) Pte Ltd Limited as to the form and context in which it may appear.

Colliers International Consultancy & Valuation (Singapore) Pte Ltd will at all times keep all information relating to this valuation report confidential and not release it to third parties, without the written consent of the client.



3 Inspection And Investigations

The valuer has carried out an internal inspection in the main areas within the Property, and made independent investigations as necessary for carrying out this valuation.

The opinion of value contained in the valuation reports are not guarantees or predictions but are based on the information obtained from reliable and reputable agencies and sources, the manager and other related parties. Whilst Colliers International Consultancy & Valuation (Singapore) Pte Ltd has endeavored to obtain accurate information, it has not independently verified all the information provided by the manager or other reliable and reputable agencies.

No structural survey or environmental survey of the property has been carried out. Services and facilities have not been tested.



4 Property Details

4.1 Property Address

28 Senoko Drive Singapore 758214

4.2 Property Type

The Property comprises a single-storey warehouse building with a 4-storey ancillary office building.

4.3 Site Area

20,070.9 sm

4.4 Gross Floor Area

Approximately 16,061 sq.m. - according to grant of written permission vide URA Reference number: ES20230807R0177 dated 11 August 2023 and subjected to final survey

4.5 Year of Completion

We understand that the Certificate of Statutory Completion was obtained on October 1984

4.6 Building Condition

The Property appeared to be in average state of maintenance and repairs based on our visual inspection having regard to its age and existing uses. We have undertaken no structural nor condition surveys. We further advise that unexposed or inaccessible portions of the building have not been inspected and we are therefore unable to state that these are free from rot, infestation or hazardous material. We have also assumed that the building complies with all relevant statutory requirements in respect of health, building and fire safety regulations.



5 Title Particulars

5.1 Legal Description

Lot 1677X Mukim 13

5.2 Tenure

Leasehold 30 + 30 years commencing from 16 December 1979 (with an unexpired lease of about 14.4 years as at the material date of valuation)

5.3 Registered Proprietor(s)

Tat Seng Packaging Group Ltd

5.4 Legal Encumbrance

Nil.

6 Town Planning

6.1 Master Plan (2019 Edition)

The subject site is zoned for Business 2 with a plot ratio of 2.5 in accordance to the Master Plan (2019 Edition).

[Master Plan](#)

Figure 1.0 Master Plan 2019



Source: Urban Redevelopment Authority

Note: We have not applied for Road and Drainage Interpretation Plans and the Railway Protection Plan for the Property as this is outside our terms of reference. Our Valuation is therefore made on the assumption that the Property is not adversely affected by any approved/proposed road/drainage/railway schemes. It is recommended that the valuation is referred back to us for a review should your solicitors subsequently discover the existence of any such schemes after legal requisitions with the various competent authorities have been completed by them.

7 Building Description

7.1 Location Of Property

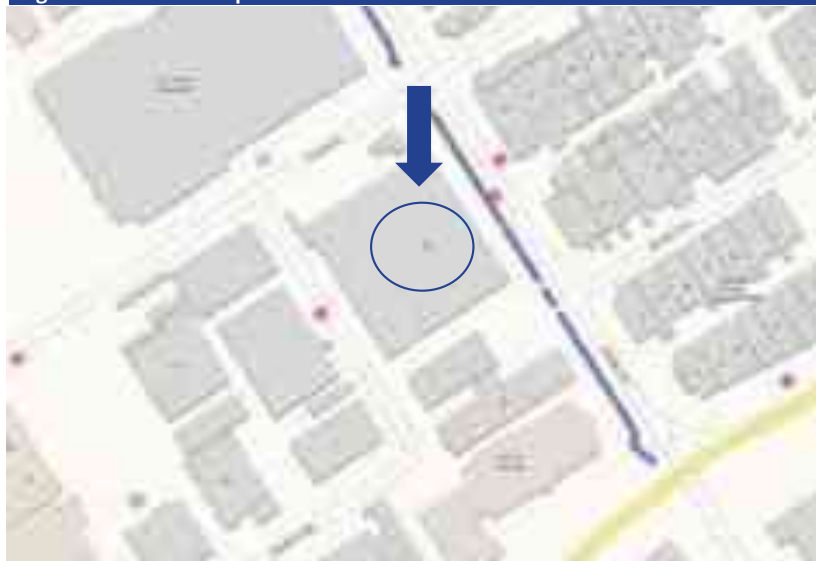
The property is located on the southern junction of Senoko Road and Senoko Drive, within Woodlands East Industrial Estate. It is approximately 24.8 km from the City Centre.

The surrounding locality is generally medium/heavy industrial in nature comprising purpose-built factories, food factories, warehouses, terrace factories, etc. Notable landmarks in the vicinity include Tee Yih Jia Food Hub, Senoko Food Connection, JTC Food Hub @ Senoko, GSM Building @ Senoko, Northtech, Fuji Jetty and Senoko Fishery Port, amongst others.

Labour supply and public amenities are readily available within the nearby Woodlands/ Admiralty and Sembawang (HDB) estates. In addition, the Admiralty and Sembawang MRT Stations are located within the vicinity. Accessibility to other parts of the island is enhanced by its proximity to the Bukit Timah Expressway (BKE) and Seletar Expressway (SLE).

[Location Map Of The Property](#)

Figure 2.0 Location Map



Source: onemap.sg

APPENDIX F – VALUATION REPORTS

7.2 Site Description

The property comprises a near regular shaped site with a frontage of about 130 metres onto Senoko Drive and average depth of about 157 metres. The land has a flat contour and is slightly above the access road. The site boundaries are enclosed by metal fencing and concrete boundary walls with sliding metal grille entrance/ exit gates.

Standing on the site is a single-storey warehouse building with a 4-storey ancillary office building.

Other site improvements include a guard house, electric substation, surface car parking lots, loading/unloading bays with dock leveller, concreted and paved compound area.

[Site Plan](#)

Figure 3.0 Site Details



Source: onemap.sg

APPENDIX F – VALUATION REPORTS



7.3 Construction

The buildings are constructed of reinforced concrete (r.c.) framed structure, part r.c flat/part metal roofing supported on metal stanchions, infill brick wall, aerofoil aluminium screen, exterior curtain glass cladding, r.c floors and staircases. It is fitted with aluminium framed glass windows/doors and fire rated timber doors and automated aluminium roller shutters generally.

7.4 Accommodation

1st Storey	:	Lift lobby, entrance lobby, waiting room, general office area, general warehouse area, general production area, male and female toilet generally
2nd Storey	:	Lift lobby, general office area, conference room, pantry, male and female toilet generally
3rd storey	:	Lift lobby, general office area, conference room, male and female toilet generally
4th storey	:	Lift lobby, canteen, general office area, meeting rooms, male and female toilet generally

APPENDIX F – VALUATION REPORTS



7.5 Internal Finishes and Fittings

Floor	:	Ceramic tiles/ homogeneous tiles/ concrete with epoxy finish generally
Wall	:	Ceramic tiles/ partition board and emulsion paint generally
Ceiling	:	Emulsion paint/ painted concrete/ suspended ceiling boards incorporating light diffuser generally
Fittings	:	Cassette air-con generally

7.6 Building Services

Vertical access within the building is via passenger lifts and supplemented by r.c. staircases. The building is equipped with modern fire protection system. There are also CCTV, office access control system, security guard service and security barriers for physical security control.

Essential public utilities and telecommunication services are connected.

7.7 Environmental Issues

We have inspected the Property and have seen no evidence of environmental concerns such as contamination or other hazards. However our inspection does not include investigations into this type of issue, and we are not qualified to assess such environmental concerns. Should you wish or require a thorough investigation of such issues, it is recommended to seek the advice of professionals with appropriate expertise. Should subsequent investigations show evidence of contamination or the like, then our valuation may be subject to revision.



8 Building Occupancy Details

The Property is partially owner-occupied and partially tenanted as at the time of our inspection.

9 Permitted Use

According to the JTC lease document, the permitted use of the property is for the manufacture of corrugated boards and cartons, polyform and paper tubes only

10 Land Rent

The land rent payable to JTC is S\$45,924.05 per month including GST (S\$3,791.89 psm).

11 Property Tax

The Annual Value of the Property is currently assessed at S\$2,310,000/- for the year 2025. Property tax is payable at 10% per annum of the assessed annual value.

APPENDIX F – VALUATION REPORTS



12 Valuation Approach

Our valuation is based on direct comparison, where applicable, with recent transactions of comparable properties in the vicinity.

In arriving at our valuation figure, we have taken into consideration the prevailing market conditions and have made due adjustments for differences between the Property and the comparables in terms of location, tenure, size, shape, design and layout, age and condition of buildings, dates of transactions and other factors affecting its value.

Some of the recent transactions of comparable properties we have considered are as follows:

Address	Tenure	Approx Land/ Floor Area (sm)	Sale Price	Date of Sale
505 Yishun Industrial Park A	30+30 yrs from 01/07/1991	3,097/ 5,646	S\$12,200,000/-	April 2025
39 Senoko Way	30+30 yrs from 16/02/1994	6,413/ 8,849	S\$15,788,888/-	December 2024
15 Senoko Loop	30+30 yrs from 01/06/1990	24,464/ 41,482	S\$53,200,000/-	February 2024
55A Yishun Industrial Park A	30+30 yrs from 01/01/1992	5,061/ 6,374	S\$11,270,000/-	October 2023



13 Valuation Assumptions

This valuation has been undertaken assuming the following:-

We have assumed that the Property is free from and clear of any and all charges, liens and encumbrances of an onerous nature likely to affect value, whether existing or otherwise, unless otherwise stated

We have assumed the Property can be freely transferred, mortgaged and let in the market without any additional fee.

We have assumed that all Information, estimates and opinions furnished to us and contained in this report have been obtained from sources considered reliable and believed to be true and correct, but we can assume no responsibility for their accuracy.

We have assumed that the Property is free from any environmental problem or hazard.

We are not aware of any easements or rights - of - way affecting the property and our valuation assumes that none exists.

We have assumed that the Property has been constructed, occupied and used in full compliance with, and without contravention of, all relevant laws, ordinances and statutory requirements except only where otherwise stated.

We have assumed that, for any use of the Property upon which this valuation report is based, any and all required licences, permits, certificates, and authorisation have been obtained, and are capable of renewal without difficulty, except only where otherwise stated.

We have assumed the Property is in an average state of repair, management and maintenance and fit for the use to which it is put, and will continue to be managed and maintained to this standard in the future.



14 Final Value Conclusion

In view of the foregoing and having taken into consideration the prevailing market conditions, we are of the opinion that the Market Value of the unexpired leasehold interest in the Property on 'As-Is basis', subject to the contents, terms and conditions contained within and annexed to our report as at 15 July 2025, is as follows :

Market Value **S\$18,000,000/-**
(Singapore Dollars Eighteen Million Only)

For and on behalf of
Colliers International Consultancy & Valuation (Singapore) Pte Ltd

A handwritten signature in black ink, appearing to read "Yee Yeh Shiunn", written over a horizontal line.

Yee Yeh Shiunn
Licensed Appraiser No. AD041-2006553D
B.Sc (Hons) Land Management, MSISV, MRICS
Executive Director
Valuation And Advisory Services I Singapore



Appendix I

Inputs And Assumptions



Caveats And Assumptions

1. Definitions

In these Caveats and Assumptions the following words or phrases shall have the meaning or meanings set out below:

'Confidential Information' means information that:

- (a) Is by its nature confidential.
- (b) Is designed by Us as confidential.
- (c) You know or ought to know is confidential.
- (d) Includes, without limitation: information comprised in or relating to any of Our intellectual property in the Services or any reports or certificates provided as part of the Services.

'Currency Date' means, in relation to any valuation report, the date as at which our professional opinion is stated to be current.

'Fee' means the amount agreed to be paid for the Services as set out in the Quotation.

'Parties' means You or Us as the context dictates.

'Quotation' means the written quote provided by Us in relation to the Services.

'Services' means the valuation services provided pursuant to these Terms and Conditions and the Quotation, and includes any documents, reports or certificates provided by Us in connection with the Services.

'The Property' means the assets which are subject of our appointment as your advisor.

'We', 'Us', 'Our', 'Colliers' means Colliers International Limited.

'You', 'Your', 'Client' means the person, company, firm or other legal entity by or on whose behalf instructions are given, and any person, firm, company or legal entity who actually gave the instructions to us even though such instructions were given as agent for another.

'Professional Property Practice Standards' refers to RICS Valuation and Appraisal Handbook, or Singapore Institute of Surveyors & Valuers' Valuation Standards and Practice Guidelines.

2. Performance Of Services

- 2.1 We have provided the Services in accordance with:
 - (a) The Terms and Conditions contained herein; or
 - (b) As specifically instructed by You for the purpose of the Services; and
 - (c) Within the current provisions set by the prevailing Professional Property Practice Standards.

3. Condition Of The Property

- 3.1 No allowance has been made in our report for any charges, mortgages or amounts owing on any of the properties valued nor for any expenses or taxation which may be incurred in effecting a sale. We have assumed that the Property is free from and clear of any and all charges, liens and encumbrances of an onerous nature likely to affect value, whether existing or otherwise, unless otherwise stated. We assume no responsibility for matters legal in nature nor do we render any opinion as to the title which is assumed to be good and marketable. We are not aware of any easements or rights of way affecting the property and our valuation assumes that none exists.
- 3.2 We have assumed that the Property has been constructed, occupied and used in full compliance with, and without contravention of, all ordinances, except only where otherwise stated. We have further assumed that, for any use of the Property upon which this report is based, any and all required licences, permits, certificates, and authorisations have been obtained, except only where otherwise stated.
- 3.3 We have assumed that any development sites are in a condition suitable for development; this has not been checked by us.
- 3.4 We have not carried out detailed site measurements to verify the correctness of the site areas in respect of the properties but have assumed that the site areas shown on the documents and official site plans handed to us are correct. All documents and contracts have been used as reference only and all dimensions, measurements and areas are approximations. No on-site measurements has been taken.
- 3.5 We have assumed that there is no timber infestation, asbestos or any other defect (unless advised otherwise) and that the property is compliant with all relevant environmental laws. It is Your responsibility to provide reports to Us that are relevant to these issues.
- 3.6 An internal inspection has been made, unless otherwise stated.
- 3.7 While due care is exercised in the course of our inspection to note any serious defects, no structural survey of the Property will or has been undertaken, and We will not (and are not qualified to) carry out a structural, geotechnical or environmental survey. We will not inspect those parts of the property that are unexposed or inaccessible.
- 3.8 None of the services have been tested by Us and we are unable therefore to report on their present condition, but will presume them to be in good working order.

APPENDIX F – VALUATION REPORTS



- 3.9 We recommend that You engage appropriately qualified persons to undertake investigations excluded from our Services.
- 3.10 No responsibility will be accepted either to You or to any third party for loss or damage that may result directly or indirectly from the condition of the property.

4. **Environment And Planning**

- 4.1 We have obtained town planning information from the prevailing Master Plan available on URA website. It is your responsibility to check the accuracy of this information under the appropriate planning legislation.
- 4.2 For obvious reasons, we do not and cannot provide information relating to government acquisitions unless the land has already been gazetted for acquisition.
- 4.3 No requisition on road, MRT, LRT, drainage and other government proposals has been made by us. Such information will not be tendered unless specifically requested for and we be properly reimbursed.
- 4.4 We do not hold ourselves to be experts in environmental contamination. Unless otherwise stated, our inspection of the site did not reveal any contamination or pollution affectation, and our valuation has been prepared on the assumption that the land is not contaminated and has not been affected by pollutants of any kind. We would recommend that that this matter be checked by a suitably qualified environmental consultant. Should subsequent investigation show that the site is contaminated, our valuation may require revision.

5. **Floor/Building Areas And Lettable Areas**

- 5.1 Where a survey is provided to Us for consideration, We will assume that information contained in the survey is accurate and has been prepared in accordance with the prevailing Professional Property Practice Standards.
- 5.2 If you do not provide Us with a survey, We will estimate floor/building and/or lettable areas based only upon available secondary information (including but not limited to building plans, deposited plans, and our own measurements). Such estimates do not provide the same degree of accuracy or certainty as would be provided by a survey prepared by an appropriately qualified professional in accordance with the prevailing Professional Property Practice Standards.
- 5.3 Where such a survey is subsequently produced which differs from the areas estimated by us then You will refer the valuation back to Us for comment or, where appropriate, amendment.

6. **OTHER ASSUMPTIONS**

- 6.1 Unless otherwise notified by You, We will assume:
 - (a) There are no easements, mortgages, leases, encumbrances, covenants, caveats, rights of way or encroachments except those shown on the Title.
 - (b) All licences and permits can be renewed and We have not made any enquires in this regard.
- 6.2 Where third party expert or specialist information or reports are provided to Us or obtained by Us in connection with Services (including but not limited to surveys, quantity surveyors reports, environmental audits, structural/ dilapidation reports), we will rely upon the apparent expertise of such experts/ specialists. We will not verify the accuracy of this information or reports, and assume no responsibility for their accuracy.
- 6.3 Our services are provided on the basis that the client has provided us with a full and frank disclosure of all information and other facts which may affect the service, including all secrecy clauses and side agreements. We accept no responsibility or liability whatsoever for the valuation unless such a full disclosure has been made.
- 6.4 Any plans, sketches or maps included in this report are for identification purposes only and should not be treated as certified copies of areas or other particulars contained therein.
- 6.5 The study of possible alternative development options and the related economics are not within the scope of this report, unless otherwise stated.
- 6.6 Our opinion about the Market Value of the property is free from any influence and/ or point of views of any other parties.
- 6.7 All Location Plans are obtained from www.onemap.gov.sg. Whilst we do make every endeavor to update the maps as far as it is possible, we do not vouch for the accuracy of the maps and shall not be responsible if it is otherwise.
- 6.8 Values are reported in Singapore currency unless otherwise stated.

APPENDIX F – VALUATION REPORTS



7. Estimated Selling Price

- 7.1 Where you instruct Us to provide an Estimated Selling Price, You agree that the Services:
- (a) Are limited to the provision of an opinion based on Our knowledge of the market and informal enquiries.
 - (b) We are not required to carry out a full inspection of the property; any inspection of comparable properties; a search of Title(s) or other enquiries as to encumbrances, restrictions or impediments on Title(s); or other investigations which would be required for a formal valuation.
 - (c) Provide an indicative figure only which is not suitable for use for any purpose other than as general information or guide as to sale expectations. It is not suitable to be relied upon for the purpose of entry into any transaction.
- 7.2 No responsibility will be accepted either to You or to any third party for loss or damage that may result from the issue of such an Estimated Selling Price.

8. Currency Of Valuation

- 8.1 Due to possible changes in market forces and circumstances in relation to the property the Services can only be regarded as relevant as at the Currency Date.
- 8.2 Where You rely upon Our valuation report after the Currency Date, You accept the risks associated with market movements between the Currency Date and the date of such reliance.
- 8.3 Without limiting the generality of 9.1, You should not rely upon Our valuation:
- (a) After the expiry of 3 months from the Currency Date;
 - (b) Where circumstances have occurred during that period which may have a material effect on the value of the property or the assumptions or methodology used in the valuation report.

9. Market Projections

- 9.1 Any market projections incorporated within our Services including, but not limited to, income, expenditure, associated growth rates, interest rates, incentives, yields and costs are projections only and based on information currently available to us and not representative of what actual values of the property will be as at future date. Accordingly, such market projections should be interpreted as an indicative assessment of potentialities only, as opposed to certainties.
- 9.2 Where Our Services include market projections such projections require the dependence upon a host of variables that are highly sensitive to varying conditions. Accordingly, variation in any of these conditions may significantly affect these market projections.
- 9.3 Where market projections form part of Our Services, We draw your attention to the fact that there will be a number of variables within acceptable market parameters that could be pertinent to Our Services and the projections adopted are representative of only one of these acceptable parameters.
- 9.4 All statements of fact in the valuation report which are used as the basis of our analyses, opinions, and conclusions will be true and correct to the best of our knowledge and belief. We do not make any representation or warranty, express or implied, as to the accuracy or completeness of the information or the state of affairs of the Property furnished to us by you.

10. Your Obligations

- 10.1 You warrant that the instructions and subsequent information supplied by You contain a full and frank disclosure of all information that is relevant to Our provision of the Services.
- 10.2 You warrant that all third party expert or specialist reports provided to Us by You for the purpose of Us providing the Services are provided with the authority of the authors of those reports.
- 10.3 You authorise and license Us to incorporate Your intellectual property within Our report(s).
- 10.4 You will not release any part of Our valuation report or its substance to any third party without Our written consent. When we consent for You to release Our report or any part of Our report to any third party, we do so on the basis that these terms and conditions will apply to the new addressee(s) as if it/ they had been a party to the original letter of instruction between us. Where we consent to such reliance, You agree to furnish the addressee with a copy of any reliance letter issued by Us and/ or a copy of these terms and conditions.
- 10.5 We reserve the right to reconsider or amend the valuation advice, or the Fee set out in Our Quotation to You, if;
- (a) Certificates, surveys, leases, side agreements or related documentation that were not provided to Us prior to the provision of the Services are subsequently provided, and contain matters that may affect the value of the advice; or
 - (b) Where subsequent site inspections made in relation to any of the matters raised in Clause 3 materially affect or may alter the value of the property, the subject of the Services.
 - (c) The information provided to Us by You prior to the provision of services is in any way incomplete, misleading or wrong.

APPENDIX F – VALUATION REPORTS



- 10.6 If You release any part of the valuation advice or its substance without written consent, You agree to defend, You agree to defend and indemnify Us against claims by a third party who has reviewed the report if We have not, at or subsequent to the time of engagement, provided our specific written consent to such party reviewing and replying on the report. We have no responsibility to any other person even if that person suffers damage as a result of You providing this valuation without Our prior consent.
 - 10.7 You agree that the only remedy for losses or damages relating to the breach of this Agreement shall be limited to three times Our contracted fee for the assignment and no claim shall be made any consequential or punitive damages.
 - 10.8 You agree not to bring any claim for any losses against any director, consultant or any employee of Ours. You hereby agree that Our director, consultant or any employee does not have a personal duty of care to You and any claim for losses must be brought against Colliers International.
 - 10.9 Where any loss is suffered by You for which We and any other person are jointly and severally liable to You the loss recoverable by You from Us shall be limited so as to be in proportion to our relative contribution to the overall fault.
- 11. Confidentiality**
- 11.1 This report and each part of it is prepared and intended for the exclusive use of the Client for the sole purpose stated in our valuation report, and in accepting this report, the Client expressly agrees not to use or rely upon this report or any part of it for any other purpose. No person other than the Client shall use or rely upon this report or any part of it for any purpose unless we have given Our express written consent. Similarly neither the whole nor any part of this report nor any reference there to may be included in any document, circular or statement nor published in any way without our written approval of the form and context in which it may appear.
 - 11.2 If consent to disclose the Confidential Information is provided by Us, You agree to abide by any additional terms and conditions that We may apply to that disclosure.
 - 11.3 You agree that You will indemnify, hold harmless and defend Us from and against any and all loss, liability, costs or expenses (including but not limited to professional or executive time) We may suffer or reasonably incur, directly or indirectly, as a result of a breach of this clause.
 - 11.4 Unless otherwise directed in writing by Client, Colliers International retains the right to include references to the Services in its promotional material. Such references shall not contain confidential material.
- 12. Privacy**
- 12.1 We may obtain personal information about You in the course of performing Our Services. We respect your privacy and advise You that we will only obtain information that is necessary to assist us in the course of performing Our Services. If it is necessary for Us to engage third parties, we will inform these parties that they are not to disclose any personal information about You to any person or organisation other than Us.
- 13. Subcontracting**
- 13.1 We may sub-contract or otherwise arrange for another person to perform any part of the Services or to discharge any of Our obligations under any part of these Terms and Conditions, with Your consent.
- 14. Limitation Of Colliers Liability**
- 14.1 To the extent permissible under applicable laws, in no event shall Colliers International be liable to Client or anyone claiming by, through or under Client, including insurers, for any lost, delayed, or diminished profits, revenues, production, business, use or opportunities, or any incidental, special, indirect, or economic losses, wasted costs, diminution of value or consequential damages, of any kind or nature whatsoever, however caused.
 - 14.2 We shall be released from Our obligations to the extent that performance thereof is delayed, hindered or prevented by any circumstances beyond Our reasonable control (example being a strike, act of God or act of terrorism). All the costs and benefits forecasted will, ultimately, be determined by future market conditions. Forecasts of these elements are based on assumptions of certain variable factors, which, in turn, are extremely sensitive to changes in the market and economic contexts. For this reason, the figures mentioned in this report were not computed under any known or guaranteed conditions. Rather, these are forecasts drawn from reliable sources of data and information and made in the best judgment and professional integrity of Colliers international. Notwithstanding this, Colliers International reiterates that it will not accept any responsibilities in the face of damage claims that might result from any error, omission or recommendations, viewpoints, judgments and information provided in this report.

APPENDIX F – VALUATION REPORTS



- 14.3 Neither Colliers nor any employee of Ours shall be required to give testimony or to appear in court or any other tribunal or at any government agency by reason of this valuation report or with reference to the property in question, except by court summons/ judicial notification, and unless prior arrangements have been made and we are properly reimbursed for reasonable time and expenses incurred. The hourly billing pertain to court preparation, waiting and travel time, document review and preparation (excludes valuation report) and all meetings related to court testimony.
- 14.4 We are free from any possible legal and/ or non-legal issue which may attach to the Property's title documents.
- 14.5 All statements of fact in the valuation report which are used as the basis of our analyses, opinions, and conclusions will be true and correct to the best of our knowledge and belief. We do not make any representation or warranty, express or implied, as to the accuracy or completeness of the information or the state of affairs of the Property furnished to Us by You.
- 14.6 Our liability for loss and damage attributable to Our negligence, breach of contract, misrepresentation or otherwise (but not in respect of fraud, fraudulent misrepresentation, death or personal injury) shall be limited to a maximum of three times Our contracted fee for the assignment per property for any single case. A single case of damages is defined as the total sum of all damage claims of all persons entitled to claim, which arise from one and the same professional error/ offence. In the case of damages suffered from several offences brought about by the same technical error within the scope of several coherent services of a similar nature, we are only to held liable for an amount of three times Our contracted fee for the assignment per property.
- 14.7 Where the agreement is addressed to more than one Client, the above limit of liability applies to the aggregate of all claims by all such Clients and not separately to each Client.
- 14.8 No third party will be entitled to rely on any part of Our valuation report or its substance or advice except with our written consent. Should any third party rely on Our report without obtaining Our written consent, We are not bound by any liability which arises from the use of or reliance upon Our valuation report by such unauthorized party.
- 14.9 We will not be liable for any services outside the scope of the services agreed to be performed by Us, and in respect of any consequential losses or loss of profits.
- 14.10 Responsibility for Our valuation extends only to the party(ies) to whom it is addressed. However in the event of Us being asked by You to re-address Our report to another party or other parties or permit reliance upon it by another party or other parties, We will give consideration to doing so, to named parties, and We reserve the right to charge additional fee for doing so although We will agree such fee with You before commencing the work.
- 15. Entire Agreement**
- 15.1 No further agreement, amendment or modification of these Terms and Conditions shall be valid or binding unless made in writing and executed on behalf of the Parties by their duly authorised officers.
- 15.2 If there is inconsistency between these Terms and Conditions and the Quotation, any letter of instruction from You, or other specific request or information shall prevail to the extent of the inconsistency.
- 15.3 Copyright in any reports, documents or other material provided to You by Us shall remain Our property at all times unless otherwise stated
- 16. Anti Bribery And Corruption Measures**
- 16.1 We represent, in connection with any services to be provided to You, that neither We nor Our contractors, employees or agents (collectively, "Consultant") has made or will make, either directly or indirectly, any payments (i) to or for the use or benefit of any Government Official (ii) to any other person either for an advance or reimbursement, if Consultant knows or has reason to know that any part of such payment has been or will be given to any Government official or (iii) to any person or entity, the payment of which would violate laws and regulations in Australia, the United States, the United Kingdom or any other government entity having jurisdiction over the activities carried out by Consultant. The term "Government Official" in this paragraph means any officer or employee of a government or any governmental department or agency, or any person acting in an official capacity for or on behalf of any such government or governmental department or agency, including employees of state-owned or controlled entities and candidates for political office.
- 16.2 We represent that, in connection with any services to be provided to You, We will conduct operations at all times in compliance with applicable financial recordkeeping and reporting requirements, including all applicable money laundering-related laws of any jurisdictions where We conduct business or own assets.

Appendix II

Photographs of the Property

APPENDIX F – VALUATION REPORTS



Photographs of the Property

External View of Property



External View of Admin Building



General Office Area



Conference Room



Warehouse Area



Production Area



APPENDIX F – VALUATION REPORTS

Car park area



Canteen



Loading & Unloading Area



Guard House





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we are
enterprising.

*We maximise the potential of property to
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our people.*

Our expert advice to property occupiers, owners and investors leads the industry into the future. We invest in relationships to create enduring value. What sets us apart is not what we do, but how we do it. Our people are passionate, take personal responsibility and always do what's right for our clients, people and communities. We attract and develop industry leaders, empowering them to think and act differently to drive exceptional results. What's more, our global reach maximises the potential of property, wherever our clients do business.

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APPENDIX F – VALUATION REPORTS

Report Ref: BSG25-PTD 12624-045/CRC
Date: 04 August 2025

MESSRS TIPS INDUSTRY (M) SDN BHD
PTD 12624, Jalan Air Hitam
Batu 31 1/2 Bukit Batu
81200 Kulai
Johor Darul Ta'zim



BURGENNS

Burgenns Valuation Services

Level 22A/25, Jalan 2/29
Ampang, Selangor
No 12, Jalan Negeri Hong
KEMAS Industrial Park
Batu Kawan, Kedah
Johor, Malaysia

Call: 018-255 2000
Email: info@burgenns.com.my
burgenns.com.my

PRIVATE & CONFIDENTIAL

Dear Sirs,

Letter of Update Valuation of property held under Lot No PTD 12624, Title No M5(M) 4187, Mukim Bukit Batu, Daerah Kulai, Johor Darul Ta'zim.
(Identified as M57 1101, Jalan Air Hitam, Batu 31 1/2 Bukit Batu, 81200 Kulai, Johor Darul Ta'zim)

1.0 TERMS OF REFERENCE

We refer to your instructions requesting us to carry out an update of the Market Value of the above-mentioned property (hereinafter referred to as the 'Subject Property') as of 30 June 2025 for Financial Reporting purposes.

This update valuation is based on details contained in our previous Valuation Report under Ref. No. BSG24/TT21/1025/CRC and additional information provided by the client. As such, we have assumed that the physical, legal, and planning status of the Subject Property is the same as described in the above-mentioned valuation report.

In accordance with the instructions, we have studied the details contained in the above-mentioned valuation report and gathered other relevant information necessary to arrive at our opinion of value.



Chartered Surveyors | Registered Valuers | Commercial & Industrial Agents

Malaysia | Johor | Kuala Lumpur | Singapore
International Associates | Singapore | Hong Kong | China | Australia | UK



APPENDIX F – VALUATION REPORTS

	
	
	
2.0 PROPERTY TYPE	The Subject Property is a parcel of freehold industrial land erected upon with Two (2) Single Storey Detached Warehouse, and other existing buildings.
3.0 ADDRESS	The Subject Property is identified as MCD 1201, Jalan Ke Hitam, Blok 31/5, Bukit Batu, 01000 Kuching, Sarawak Darul Ta'zim.
4.0 LOT / TITLE DETAILS	Relevant details of the title deed are given as follows:
Lot No / Title No	PTD 32624 / HJ/M 4187
Land Area	1,9071 hectares (about 4.71 acres / 205,280 square feet)
Tenure	Freehold
Category of Land Use	Perumahan / Residential
Special Condition	i) Tanah ini hendaklah digunakan sebagai kawasan Perumahan. Pihak-pihak berkepentingan yang berkepentingan dengan tanah yang dituntut oleh Pihak Berkuasa Tempatan yang berkenaan. ii) Segala hak-hak dan kepentingan yang berkaitan dengan tanah ini hendaklah diserahkan kepada Pihak Berkuasa Tempatan yang berkenaan. iii) Segala hak dan kepentingan yang berkaitan dengan tanah ini hendaklah diserahkan kepada Pihak Berkuasa Tempatan yang berkenaan.

APPENDIX F – VALUATION REPORTS



VALUATION REPORT

4.0 LOT / TITLE DETAILS (Cont'd)

Description of interest

Tanah ini tidak dibebankan dengan apa pun sebagai jaminan/ infrastruktur untuk tempatan sewa di kawasan yang telah siap dibina mengikut plan yang disediakan oleh Pihak Berkuasa Tempatan yang berkenaan.

Registered Proprietor (Lessor)

TIPS INDUSTRY (M) SDN BHD

Currently change to 100% SAJUT, GOMAH is as follow:

- i) Pres. No. 786/2015, dated 18 August 2015;
- ii) Pres. No. 786/2015, dated 18 August 2015.

THE TITLE PARTICULARS AS OBTAINED FROM THE PELAJAR TANAH KUALA JOHOR DARUL TA'ZIM, IS DEEMED CORRECT AS AT THE DATE OF VALUATION. A COPY OF THE PRINTED TITLE SEARCH IS ATTACHED AS EXHIBIT 1.

FOR PRUDENT PURPOSES, WE PROPOSE THAT VERIFICATION OF THE ABOVE DETAILS BE OBTAINED FROM A SOLICITOR.

5.0 BASIS OF VALUATION

The valuation presented in this report is based on **Market Value**, in accordance with the definition set out in the Malaysian Valuation Standards (MVS 2020) and the International Valuation Standards (IVS 2021). Market Value is defined as:

"The estimated amount for which an asset should exchange on the valuation date between a willing buyer and a willing seller in an arms length transaction after proper marketing, where the parties had each acted knowledgeably, prudently, and without compulsion".

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APPENDIX F – VALUATION REPORTS



Valuation Report

5.0 BASIS OF VALUATION (Continued)

For financial reporting purposes, the valuation also complies with the concept of Fair Value as defined in Malaysian Financial Reporting Standard 13 (MFRS 13 – Fair Value Measurement):

“The price that would be received to sell an asset or settle a liability in an orderly transaction between market participants at the measurement date”.

While the definitions of Market Value and Fair Value are framed differently, both share a consistent underlying principle – the valuation reflects the price in an orderly transaction between informed and willing market participants, acting independently and without duress.

Accordingly, the value reporting for financial reporting purposes under MFRS 13 can be equated to Market Value as determined by professional valuation standards. This alignment is supported by guidance from the Royal Institution of Chartered Surveyors (RICS): Valuation – Global Standards.

APPENDIX F – VALUATION REPORTS



VALUATION REPORT

6.0 METHOD OF VALUATION

The Subject Property is valued using the **Cost Approach**, which is commonly applied for specialised or owner-occupied industrial assets where market comparables may not reflect full asset utility.

The Cost Approach entails:

- Estimating the Market Value of the land using the Direct Comparison Method, based on recent comparable land transactions;
- Estimating the Replacement Cost New (RCN) of the existing improvements, using current construction benchmarks and market cost indicators;
- Deducting appropriate allowance for physical depreciation, functional obsolescence, and external obsolescence, where relevant.

Land value was derived by analysing recent transactions of comparable industrial lands within the surrounding area, taking into account:

- Location and accessibility;
- Land area and shape;
- Tenure and zoning;
- Infrastructure availability;
- Date of transaction and prevailing market conditions.

APPENDIX F – VALUATION REPORTS



30 SEPTEMBER 2024

7.0 CONSIDERATION OF VALUE

Selected comparable Land Transactions are as follows:-

Item	Comparable 1	Comparable 2	Comparable 3
Address	Lot 31071, Off Batu 27, Jalan Johor Bahru-Ke Kluang, Bukit Batu, Kluang, Johor	Lot 31070, Off Batu 27, Jalan Johor Bahru-Ke Kluang, Bukit Batu, Kluang, Johor	Lot 2526, Off Batu 20A, Jalan Johor Bahru-Ke Kluang, Bukit Batu, Kluang, Johor
Plot Area	82,480.0 square metres (about 13.0 acres)	11,362.0 square metres (about 2.8 acres)	17,600.0 square metres (about 2.88 acres)
Type	Vacant Industrial Land	Vacant Industrial Land	Vacant Industrial Land
Tenure	Leasehold 60 years	Leasehold 60 years	Leasehold 99 years
Date of Transaction	28 September 2024	19 September 2024	07 August 2024
Transaction Price	RM11,080,077.00	RM3,087,488.00	RM8,705,120.00
Analysed Value (RM)	RM25.00	RM25.00	RM32.30
Adjusted Value (RM)	RM32.50	RM27.50	RM33.20
Remarks	Positive Adjustment Size – Quantum allowance – smaller land size is easier to develop it. Tenure – Subject Property is a freehold land. Site Improvement – Subject Property is improved with buildings. Access – Comparable is not the 2nd layer from the main road, its existing road is easement to the land.	Positive Adjustment Tenure – Subject Property is a freehold land. Site Improvement – Subject Property is improved with buildings. Negative Adjustment Size – Quantum allowance – smaller land size is easier to develop it.	Positive Adjustment Tenure – Subject Property is a freehold land. Site Improvement – Subject Property is improved with buildings.

Source: Land Transaction Statistics (LTS) 2024, JKR/DOJ, 2024/2025

APPENDIX F – VALUATION REPORTS



REVALUATION REPORT

7.0 CONSIDERATION OF VALUE (Cont'd)

Following the analysis of comparables, we are of the opinion that the fair market price range for the land lot between RM27.00 and RM30.00 per square foot. After taking into consideration all relevant factors, we have adopted **RM29.00 per square foot** for the land value.

The cost of constructing the improvement as new is based on:

- Benchmark rates from Building Cost Information Services Malaysia (BCISMI) Database 2024.
- Internal cost database and recent cost data from comparable factory development.
- Adjustments for complexity, layout and local conditions.

According to the (BCISMI Database 2024), the estimated construction cost for light-duty factory and warehouse buildings, inclusive of mechanical and electrical (M&E) services, ranges from RM148.00 to RM247.00 per square foot. For valuation purposes, a rate of **RM150.00 per square foot** has been adopted in the assessment of the main floor area of the building.

The depreciation of the building has been determined based on the following criteria:

- **Physical Condition** : age, structural integrity, wear and tear, and maintenance history.
- **Functional Obsolescence** : suitability of design, layout, and infrastructure for current use.
- **External economic obsolescence** : impact of changes in the surrounding area, market trends, and zoning.

The Subject Property is in fair condition and fair value of repair. Based on the condition and age of the building, we have adopted that depreciation rate of the building is **80%**.



APPENDIX F – VALUATION REPORTS



2019/2020 ANNUAL REPORT

8.0 MARKET OVERVIEW AND INSIGHTS (Cont'd)

The overall sentiment for the industrial sector in these areas remains positive. The introduction of incentives under the Iskandar Malaysia and Johor state initiatives, coupled with the ongoing development of key infrastructure projects like the Johor-Singapore Special Economic Zone (JSSEZ) and the Rapid Transit System (RTS) line to Singapore, are expected to attract more foreign direct investment (FDI).

The sustained interest from both local and foreign market participants is projected to continue driving demand for industrial properties, particularly for those with modern specifications and strategic locations. While the market has experienced some fluctuations, the long-term outlook appears favourable, supported by a strong foundation of economic and infrastructural development.

9.0 VALUATION

Taking into consideration all relevant factors, we are of the opinion that the Market Value of the Interest owned in the Subject Property as at 30 June 2020, held under PTD 22624, Title No H20014387, Mukim Bukit Batu, Daerah Kulai, Johor Darul Ta'zim, together with the site improvement and buildings / structures erected thereon, in its existing condition, free from all encumbrances, and with vacant possession is **RM8,900,000.00** (Eight Million Eight Hundred Thousand Ringgit) and nine hundred thousand units.

The Market Value may be apportioned as follows :-

Land	RM 5,700,000.00	*
Building	RM 3,200,000.00	*
Total	RM 8,900,000.00	

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APPENDIX F – VALUATION REPORTS



Dear Valued Client,

We wish to draw your attention that this update letter shall be used solely for purposes of Financial Reporting and NOT to be used for any other purposes.

For all intent and purposes, this letter is to be used together with our previous valuation report under Ref. No. BV/24/1791 1025/CBC.

This letter is confidential to the Client for the specific purpose to which it refers. Neither the whole nor any part of this letter or any reference thereto may be included in any published document, circular or statement nor in any communication with third parties without our prior written approval of the form and context in which it may appear.

Signed for and on behalf of:
Burgess Valuation Services (P) Ltd.
(Registered) Valuers under the Valuers' Regulations, Estate Agents
and Property Managers Act 2007

A handwritten signature in black ink, appearing to read "Daniel Choi", written over a horizontal line.

DANIEL CHOI
Registered Valuer (V0088)
Date: 130 June 2025

(Note:) **Dr Choi Sir Choi**, a Senior Registered Valuer (P0008) with over 28 years of experience, serves as the Director of Burgess Valuation Services. He possesses a comprehensive understanding of property valuation, with a particular emphasis on financial reporting purposes. With a track record of expertise that encompasses Malaysia, Dr Choi Sir Choi is committed to delivering accurate and reliable valuations, bringing his extensive knowledge and experience to ensure the highest standards of professionalism.

APPENDIX F – VALUATION REPORTS

CATATAN CARIAN PERSENDIRIAN HAKMILIK DAN MAKLUMAT TIDAK BERKUATKUASA

Jenis dan No. Hakmilik	: HSM 4187	Nombor PT	: PTD 32624
Bandar/Pekan/Mekin	: Mukim Bukit Baru	Tempat	: KAMPUNG BUKIT BATU, KULAI
Keluasan	: 1.9071 Hektar	Daerah	: Kelai
Nombor Syik Pwasi	: 88 A II	Nombor Pelas Akai	: Tiada
Tarif Pegangan (Selama-lamanya atau Pajakan)	: Selama-lamanya	Tarikh Luput Pajakan (Jika Berkesinambungan)	: Tiada
Tarikh Daftar	: 4 Januari 2016	Cukai Tanah	: RM5,157.00
Kawasan Riaseb (Jika Berkesinambungan)	: Tiada		

Kategori Kegunaan Tanah	: Perusahaan/Perindustrian
Syarat Nyata	: i) Tanah ini hendaklah digunakan sebagai kawasan Perusahaan Ringan dan kegunaan lain yang berkaitan dengannya, dibina mengikut pelan yang diluluskan oleh Pihak Berkuasa Tempatan yang berkenaan. ii) Segala kekotoran dan pencemaran akibat daripada aktiviti ini hendaklah dibersihkan / dibuang ke tempat-tempat yang telah ditentukan oleh Pihak Berkuasa Berkenaan. iii) Segala dasar dan syarat yang telah ditetapkan dan dikuatkuasakan dari semasa ke semasa oleh Pihak Berkuasa Berkenaan hendaklah dipatuhi.
Sekatan Kepentingan	: Tanah ini tidak dibenarkan dipindahmilik dengan apa cara sekalipun melainkan infrastruktur untuk kemudahan awam di kawasan kilang telah siap dibina mengikut pelan yang diluluskan oleh Pihak Berkuasa Tempatan yang berkenaan.

Rekod Ketuarpunyaan:

TIPS INDUSTRY (M) SDN BHD, No. Syarikat : 220906-U
1/1 bahagian
MLO 1101 JALAN AIR HITAM, BATU 3 1/4 BUKIT BATU, 81000 KULAIJAYA JOHOR

Rekod urusan dan endapan lain:

Nombor Perserahan : 788/2015 Gadai menjamai wang pokok
oleh TIPS INDUSTRY (M) SDN BHD, No. Syarikat : 220906-U, 1/1 bahagian
kepada RHB BANK BERHAD, No bank :6171-M
1ST FLOOR NO. 35 & 37 JALAN PERMAS 10/2 BANDAR BARU PERMAS JAYA, MASAI 81750
Johor

Hakmilik : 0012040234000040187
Maklumat : 1 1 1 1
Tarikh : 08 / 12 / 2024

APPENDIX F – VALUATION REPORTS

didaftarkan pada 18 Ogos 2015 jam 09:45:32 pagi
Serat kuasa Wakil : 63/2013

Nombor Persewaan : 789/2015 Gadalan menjamia wang pokok
oleh TIPS INDUSTRY (M) SDN BHD, No. Syarikat : 220506-U ,1/1 bahagian
kepada RHB BANK BERHAD, No bank :6171-M
1ST FLOOR NO. 35 & 37 JALAN PERMAS 10/2 BANDAR BARU PERMAS JAYA, MASAJ 81750
Johor
didaftarkan pada 18 Ogos 2015 jam 09:45:32 pagi
Serat kuasa Wakil : 63/2013

Nombor Persewaan : 309/2019 Pinjaman Cukai Tanah
didaftarkan pada 21 Oktober 2019 jam 05:01:00 petang

Urusan-urusan dalam Persewaan yang belum didaftarkan : Tiada

Urusan-urusan dalam Persewaan yang digantung : 0

Endoson-endoson yang terdahulu yang tidak berkuatkuasa lagi : Tiada

Hakmilik yang terdahulu :
(Dikecualikan hakmilik terdahulu)

Tarikh mula diberikan :
Hakmilik Asal (Tetap atau Sementara) :
Hakmilik Terdahulu daripada ini : Mukim Bukit Batu HSM 4187

Perkara lain yang melibatkan hakmilik :
Cukai tanah dipinda dari RM 3634 kepada RM 5157
menurut Seksyen 101 Kanan Tanah Negara mulai dan
(No Warta J. P.U. 49, bertarikh 3 Disember 2019.)

Dikeluarkan pada : 12:14:33 petang	Tarikh : 8 Disember 2024
Bayaran dijelaskan : RM 120.00	Nombor Resit : 081224G00972068

Hakmilik : 01216495M00004087
Mukasana : 2 / 2
Tarikh : 08 / 12 / 2024

APPENDIX F – VALUATION REPORTS



Burgenns Valuation Services

Level 10, 100, Jalan 1/10
 Mid Valley City
 No. 10, Jalan 1/10, Mid Valley City
 59100 Kuala Lumpur
 Tel: +603 2261 1000
 Email: info@burgenns.com.my
 Website: www.burgenns.com.my

Ref No: BVS/1188/2024/CNT
 Date: 14 August 2024

Ref No: BVS/1188/2024/CNT
 Date: 14 August 2024

MESSRS TIPS INDUSTRY (M) SDN BHD
 PTD 32702, Jalan Air Hitam,
 Batu 31 1/2, Mukim Bukit Batu,
 81000 Kulai,
 Johor Darul Ta'zim

PRIVATE & CONFIDENTIAL

Dear Sirs,

Letter of Update Valuation of property held under Lot No PTD-32702, Title No H5(M)
 4272, Mukim Bukit Batu, Daerah Kulai, Johor Darul Ta'zim.
 (Identified as PTD 32702, Jalan Air Hitam, Batu 31 1/2, Mukim Bukit Batu, 81000 Kulai, Johor Darul
 Ta'zim)

1.0 TERMS OF REFERENCE

We refer to your instructions requesting us to carry out an update on the **Market Value** of the above-mentioned property (hereinafter referred to as the **Subject Property**) as of **30 June 2025** for **Financial Reporting** purposes.

This update valuation is based on details contained in our previous valuation report under Ref. No. BVS/24/1751/1024/CNT and additional information provided by the client. As such, we have assumed that the physical, legal, and planning status of the Subject Property is the same as described in the above-mentioned valuation report.

In accordance with the instructions, we have studied the details contained in the above-mentioned valuation report and gathered other relevant information necessary to arrive at our opinion of value.



Chartered Surveyors | Registered Valuers | Commercial & Industrial Agencies

Malaysia | China | Hong Kong | Singapore
 International | Indonesia | Brunei | Philippines | India | Australia | UK



APPENDIX F – VALUATION REPORTS



RESEARCHING CLIENT

2.0 PROPERTY TYPE

The Subject Property is a parcel of Freehold Industrial Land which upon a Single Storey Detached Factory with Double Storey Office and other ancillary buildings.

3.0 ADDRESS

The Subject Property is situated at PTG 32702, Jalan Air Hitam, Batu 21 1/2, Bukit Batu, 81000 Kulim, Johor Darul Ta'zim.

4.0 LOT / TITLE DETAILS

Relevant details of the title deed are given as follows:

Lot No. / Title No.	PTG 32702 / HK(M) 4272
	Mukim, Bukit Batu, Daerah Kulim, Johor Darul Ta'zim.
Land Area	2.725 Hectares (about 6.69 acres / 40,208 square feet)
Tenure	Freehold
Category of Land Use	Perumahan / Perindustrian
Excluded Condition	i) Tanah ini hendaklah digunakan sebagai: kawasan Perumahan Ringan dan kegiatan lain yang berkaitan dengannya, dimana meliputi jalan yang dibayarkan dan Pihak Berkuasa Tempatan yang berkenaan. ii) Segala hakikat dan pemilikan asal daripada aktiviti ini hendaklah diserahkan / dituang ke tempat-tempat yang berkenaan dan Pihak Berkuasa Tempatan. iii) Segala lesen dan syarat yang telah ditetapkan dan semua ke sempad dan Pihak Berkuasa Tempatan hendaklah dipatuhi.
Restriction in interest	No
Registered Proprietor	TIPS INDUSTRY (M) SDN BHD

APPENDIX F – VALUATION REPORTS



SCALE OF CONTENTS

8.0 LOT / TITLE DETAILS (Cont'd)

THE TITLE PARTICULARS AS OBTAINED FROM THE PEJABAT TANAH KUALA JENGH DARUL TA'ZIM, IS DEEMED CORRECT AS AT THE DATE OF VALUATION. A COPY OF THE PRINTED TITLE SEARCH IS ATTACHED AS EXHIBIT I.

FOR PRUDENT PURPOSES, WE PROPOSE THAT VERIFICATION OF THE ABOVE DETAILS BE OBTAINED FROM A SOLICITOR.

9.0 BASIS OF VALUATION

The valuation presented in this report is based on **Market Value**, in accordance with the definition set out in the Malaysian Valuation Standards (MVPS 2022) and the International Valuation Standards (IVS 2022). Market Value is defined as:

"The estimated amount for which an asset should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing, wherein the parties have each acted knowledgeably, prudently, and without compulsion"

For Financial Reporting purposes, the valuation also complies with the concept of **Fair Value** as defined in Malaysian Financial Reporting Standard 13 (MFRS 13 – Fair Value Measurement):

"The price that would be received to sell an asset or settle a liability in an orderly transaction between market participants at the measurement date"

While the definitions of Market Value and Fair Value are framed differently, both share a consistent underlying principle: the valuation reflects the price in an orderly transaction between informed and willing market participants, acting independently and without duress.

APPENDIX F – VALUATION REPORTS



VALUATION REPORT

5.0 BASIS OF VALUATION (Continued)

Accordingly, the value reported for financial reporting purposes under IFRS 13 can be equated to Market Value as determined by professional valuation standards. This alignment is supported by guidance from the Royal Institution of Chartered Surveyors (RICS) *Valuation – Global Standards*.

6.0 METHOD OF VALUATION

The Subject Property is valued using the **Cost Approach**, which is commonly applied for specialised or owner-occupied industrial assets where market comparables may not reflect full asset utility.

The Cost Approach entails:

- Estimating the Market Value of the land using the Direct Comparison Method, based on recent comparable land transactions;
- Estimating the Replacement Cost New (RCN) of the existing improvements, using current construction benchmarks and market cost indices;
- Deducting appropriate allowances for physical depreciation, functional obsolescence, and economic obsolescence, where relevant.

Land value was assessed by analysing recent transactions of comparable industrial lands within the surrounding area, taking into account:

- Location and accessibility;
- Land area and shape;
- Terrain and zoning;
- Infrastructure availability;
- Date of transaction and prevailing market conditions.

APPENDIX F – VALUATION REPORTS



REF: BURG/2024/001/001

1.0 CONSIDERATION OF VALUE: Selected comparable Land Transactions are as follows:

Item	Comparable 1	Comparable 2	Comparable 3
Address	Lot 31071, Off Batu 17, Jalan Johor Bahru ke Hilir, Bukit Batu Kuching, Sarawak	Lot 31072, Off Batu 17, Jalan Johor Bahru ke Hilir, Bukit Batu Kuching, Sarawak	950 2506, Off Batu 264, Jalan Johor Bahru ke Hilir, Bukit Batu Kuching, Sarawak
Floor Area	40,480.0 square metres (about 0.52 acres)	11,380.0 square metres (about 0.26 acres)	13,040.0 square metres (about 0.30 acres)
Type	Vacant Industrial Land	Vacant Industrial Land	Vacant Industrial Land
Tenure	Leasehold 60 years	Leasehold 60 years	Leasehold 99 years
Date of Transaction	28 September 2024	19 September 2024	07 August 2024
Transaction Price	RM13,892,877.00	RM3,057,489.00	RM4,755,120.00
Analysed Value (RM)	RM29.00	RM29.00	RM32.00
Adjusted Value (RM)	RM31.25	RM36.25	RM32.00
Remarks	Positive Adjustment Size – Quantum difference – smaller land size is easier to develop it. Tenure – Subject Property is a freehold land. Site improvement – Subject Property is improved with buildings. Access – Comparable is to the 2nd lane from the main road. No existing road is adjacent to the land.	Positive Adjustment Tenure – Subject Property is a freehold land. Site improvement – Subject Property is improved with buildings. Negative Adjustment Size – Quantum difference – smaller land size is easier to develop it.	Positive Adjustment Tenure – Subject Property is a freehold land. Site improvement – Subject Property is improved with buildings. Negative Adjustment Size – Quantum difference – smaller land size is easier to develop it.

Source: Land Transaction Information Portal (LTIP), BURGEM, Sarawak 2024.

APPENDIX F – VALUATION REPORTS



Subject Property Address:

7.0 CONSIDERATION OF VALUE CONTINUED

Following the analysis of comparables, we are of the opinion that the fair market price range for the land lies between RM28.00 and RM32.00 per square foot. After taking into consideration all relevant factors, we have adopted **RM30.00 per square foot** for the land value.

The cost of constructing the improvement as new is based on:

- Benchmarks taken from Building Cost Information Services Malaysia (BCIMS) Circular 2024.
- Internal cost database and recent cost data from comparable factory developments.
- Adjustments for complexity, layout and local conditions.

According to the BCIMS Circular 2024, the estimated construction cost for light-duty factory and warehouse buildings, inclusive of mechanical and electrical (M&E) services, ranges from RM148.00 to RM247.00 per square foot. For valuation purposes, a rate of **RM160.00 per square foot** has been adopted in the assessment of the main floor area of the building.

The depreciation of the building has been determined based on the following criteria:

- Physical Condition - age, structural integrity, wear and tear, and maintenance history.
- Functional obsolescence - suitability of design, layout, and infrastructure for current use.
- External economic obsolescence - impact of changes in the surrounding area, market trends, and zoning.

The Subject Property is in fair condition and fair state of repair. Based on the condition and age of the building, we have adopted that depreciation rate of the building is **35%**.



INDUSTRIAL PROPERTIES

8.1 MARKET OVERVIEW AND INSIGHTS

The industrial property market in Johor, particularly in Kulai / Seneh areas, continues to be a key driver of the state's economic growth. The region's strategic location, with its close proximity to Singapore and established infrastructure, makes it a highly sought-after destination for both local and foreign investors.

The industrial hubs in Kulai / Seneh are benefiting from increased connectivity through major highways like the North-South Expressway (PLUS) and the Second Link Expressway, as well as the presence of Seneh International Airport. This connectivity supports a wide range of industries, including logistics, manufacturing, and data centres.

The Kulai / Seneh areas have cemented their position as significant industrial hubs. This is particularly evident with the rise of planned, master-planned industrial parks such as i-Park and Seneh Industrial Park. These developments offer modern, ready-built facilities with features like gated and guarded security, catering to the growing demand for high-quality, sustainable, and automation-ready facilities.

Market activity has shown a steady demand for various industrial property types, including landed, semi-detached, and detached factories, with recent transactions indicating a stable to upward price trend, particularly for well-located and modern properties. The ongoing Seneh Johor Bahru Electrified Double Deck Rail Project is also anticipated to further stimulate industrial and residential demand in the Kulai-Seneh region.

APPENDIX F – VALUATION REPORTS



REVALUATION PRICE

8.0 MARKET OVERVIEW AND INSIGHTS (Cont'd)

The overall sentiment for the industrial sector in these areas remains positive. The introduction of incentives under the Iskandar Malaysia and Johor state initiatives, coupled with the ongoing development of key infrastructure projects (ie. the Johor-Singapore Special Economic Zone (JSSEZ) and the Rapid Transit System (RTS) line to Singapore), are expected to attract more foreign direct investment (FDI).

This sustained interest from both local and foreign market participants is projected to continue driving demand for industrial properties, particularly for those with modern specifications and strategic locations. While the market has experienced minor fluctuations, the long-term outlook appears favourable, supported by a strong foundation of economic and infrastructural development.

8.1 VALUATION

Taking into consideration all relevant factors, we are of the opinion that the **Market Value** of the freehold interest in the Subject Property as at 30 June 2025, held under PTG 32702, Title No. M5/M 4272, Mukim Bukit Batu, District Kuala Lumpur, Federal Territory of Kuala Lumpur, together with the site improvement and buildings / structures erected thereon, in its existing condition, free from all encumbrances, and with vacant possession is **RM22,200,000.00** (TWENTY MILLION TWO HUNDRED THOUSAND ONLY).

The Market Value may be apportioned as follows:

Land	RM 7,800,000.00
Building	RM 14,400,000.00
Total	RM 22,200,000.00

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APPENDIX F – VALUATION REPORTS



Page 10 of 10

We wish to draw your attention that this update letter shall be used solely for purposes of Financial Reporting and NOT to be used for any other purposes.

For all intent and purposes, this letter is to be read together with our previous valuation report under Ref. No. BBN24/T753 1024/CBE.

This letter is confidential to the Client for the specific purpose in which it is issued. Neither the whole nor any part of this letter or any reference thereto may be included in any published document, circular or statement nor in any communication with third parties without our prior written approval of the form and content in which it may appear.

Signed for and on behalf of:
Burgess Valuation Services (M) SDN BHD
(Registered Valuers under the Valuers, Appraisers, Estate Agents
and Property Managers Act 1981)

A handwritten signature in black ink, appearing to read 'Chuan Han Chye', written over a horizontal line.

CHUAN HAN CHYE
Registered Valuer (V0258)
Date: 20 June 2025

(Note: I, Chuan Han Chye, a Senior Registered Valuer (V0258) with over 25 years of experience, serve as the Director of BURGESS Valuation Services. We possess a comprehensive understanding of property valuation, with a particular emphasis on financial reporting purposes, with a broad scope of expertise that encompasses Malaysia. In this role, I am committed to delivering accurate and reliable valuation, leveraging my extensive knowledge and experience to ensure the highest standards of professionalism.)

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APPENDIX F – VALUATION REPORTS

CATATAN CARIAN PERSENDIRIAN HAKMILIK DAN MAKLUMAT TIDAK BERKUATKUASA

Penis dan No. Hakmilik	: HSM 4272	Number PT	: PTD 32703
Bandar/Pekae/Makim	: Makim Bukit Baru	Tempat	: KAMPUNG BUKIT BATU, KULAI
Keluasan	: 2.789 Hektar	Darrah	: Kulai
Number Syik Pihak	: 58A II	Number Pelas Akai	: Tiada
Taraf Pegangan	: Selama-lamanya	Tarikh Luput Pajak:	
	(Selama-lamanya atau Pajak)		(Jika Berkesan)
Tarikh Daftar	: 4 Januari 2016	Cukai Tanah	: RM7,533.00
Kawasan Rintab	: Tiada		
	(Jika Berkesan)		

Kategori Kegunaan Tanah	: Perusahaan/Perindustrian
Syarat Nyata	: 0) Tanah ini hendaklah digunakan sebagai kawasan Perusahaan Ringan dan kegunaan lain yang berkaitan dengannya, dibina mengikut pelan yang diluluskan oleh Pihak Berkuasa Tempatan yang berkenaan.
	: ii) Segala kebotoran dan pencemaran akibat daripada aktiviti ini hendaklah disalurkan / dibuang ke tempat-tempat yang telah ditentukan oleh Pihak Berkuasa Berkenaan.
	: iii) Segala dasar dan syarat yang telah ditetapkan dan dikuatkuasakan dari semasa ke semasa oleh Pihak Berkuasa Berkenaan hendaklah dipatuhi.
Sekatan Kepentingan	: Tiada

Rekod Ketuampunyaan

TIPS INDUSTRY (M) SDN BHD . No. Syarikat : 220300-U
 Terletak di bawah Akta Syarikat 1963 , 1/1 bahagian
 SUITE 1301, 13TH FLOOR, CITY PLAZA, JALAN TEBRAU, JOHOR BAHERU, 80300 JOHOR

Rekod urusan dan endusan lain:

Number Perserahan : 309/2019 Pindaan Cukai Tanah
 didaftarkan pada 21 October 2019 jam 05:01:00 petang

Urusan-urusan dalam Perserahan yang belum didaftarkan : Tiada

Hakmilik : 042104830400004272
 Maklumat : 1 1 2 1
 Tarikh : 08 / 12 / 2024

APPENDIX F – VALUATION REPORTS

Urusan-urusan dalam Persebaran yang digantung : @

Endoson-endoson yang terdahulu yang tidak berkuatkuasa lagi : Tidak

Hakmilik yang terdahulu :

(Silu hakmilik (sambungan))

Tarikh mula dipermilik : :

Hakmilik Asal (Temp atau Sementara) : :

Hakmilik Terdahulu daripada ini : Mukim Bukit Batu HSM 4272

Perkara lain yang melibatkan hakmilik :

Cukai tanah dipinda dari RM 3906 kepada RM 7333

menurut Seksyen 101 Kanun Tanah Negara melalui da :

(No Warta J. P.U. 49, bertarikh 5 Disember 2019.)

Diklasarkan pada : 12:14:33 petang

Bayaran dijelaskan : RM 120.00

Tarikh : 8 Disember 2024

Nombor Bilik : 08123400972068

Hakmilik : 012164053400004272
Maksimum : 2 1 2 1
Tarikh : 08 / 12 / 2024

APPENDIX F – VALUATION REPORTS



BURGENNS
Valuation Services

Level 215.01, Level 216
Menara Laksamana
No 21, Jalan Pagar Utama
63000 Kuala Lumpur
Kuala Lumpur
Malaysia

Tel: +603 206 2000
Fax: +603 206 2001
Email: info@burgenns.com.my
burgenns.com.my

File Ref: **PH25/F102/084/ERC**
Date: **4 August 2025**

MESSRS FORTUNE FOOD MANUFACTURING SDN BHD
No 2, Jalan Seletar 3
Taman Perindustrian Ringan Fula
81300 Skudai
Johor Darul Ta'zim

PRIVATE & CONFIDENTIAL

Dear Sirs,

Letter of Update Valuation of property held under Lot No 15871D, Title No GM 1904, Mukim Tebrau, Daerah Johor Bahru, Johor Darul Ta'zim, identified as No 2, Jalan Seletar 3, Taman Perindustrian Ringan Fula, 81300 Skudai, Johor Darul Ta'zim.

1.0 TERMS OF REFERENCE

We refer to your instructions requesting us to carry out an update on the Market Value of the above-mentioned property (hereinafter referred to as the "Subject Property") as of 30 June 2025 for Financial Reporting purposes.

This update valuation is based on details contained in our previous valuation report under Ref. No. BR/24/F146/1006/CRD and additional information provided by the client. As such, we have assumed that the physical, legal, and planning status of the Subject Property is the same as described in the above-mentioned valuation report.

In accordance with the instructions, we have studied the details contained in the above-mentioned valuation report and gathered other relevant information necessary to arrive at our opinion of value.



Chartered Surveyors | Registered Valuers | Commercial & Industrial Agencies

Malaysia | Singapore | Hong Kong | United Kingdom | Australia | New Zealand



APPENDIX F – VALUATION REPORTS



Ref No: Valuation Report

2.0 PROPERTY TYPE

The Subject Property is a unit of One and a half Storey Semi-Detached Factory.

3.0 ADDRESS

The Subject Property is identified as 3, Jalan Sebatan 3, Zonal Perindustrian Ringan Pulau, 81100 Skudai, Johor Darul Ta'zim.

4.0 LOT / TITLE DETAILS

Relevant details of the title deed are given as follows:

Lot No. / Title No.	1	LH 148710 / QM 2004 Mukim Teluk, Daerah Johor Bahru, Johor Darul Ta'zim.
Land Area	2	2,712.01 square metres (about 10,000 square feet).
Tenure	3	Freehold
Category of Land Use	1	Perindustrian / Perindustrian
Caveat Condition	4	ii) Tanah ini disediakan digunakan sebagai kawasan industri bersebelahan untuk tujuan perindustrian ringan dan menengah sah yang berkaitan dengannya, untuk mengelak jalan yang dibuktikan oleh Pihak Berkuasa Tempatan. iii) Segala hakikatnya dan kandungan akta, akta atau tambahan disalurkan ke tempat tempai yang telah ditentukan oleh Pihak Berkuasa Berhukum. iv) Segala dasar dan syarat yang ditetapkan dan dilaksanakan dan semua ke semua oleh Pihak Berkuasa Berhukum kemudian dipatuhi.

APPENDIX F – VALUATION REPORTS



Ref No. BNM/PTD/144/142

4.0 LOT / TITLE DETAILS (Cont'd)

Restriction / Interest

Tanah ini ialah dibekalkan dengan air oleh bekalan reservoir infrastruktur untuk kemudahan awam di Kawasan Alang Selat yang akan meliputi kawasan yang dibekalkan oleh Pihak Berkuasa Tempatan yang berkenaan.

Registered Proprietor

FORTUNE FOOD MANUFACTURING SDN BHD

Encumbrance

Nil

THE TITLE PARTICULARS AS OBTAINED FROM THE DEPARTMENT OF LAND AND MINES IN KOTA ISKANDAR, ISKANDAR PUTERI, JOHOR DARUL TA'ZIM, IS DEEMED CORRECT AS AT THE DATE OF VALUATION. A COPY OF THE PRINTED TITLE SEARCH IS ATTACHED AS EXHIBIT L.

FOR PRUDENT PURPOSES, WE PROPOSE THAT VERIFICATION OF THE ABOVE DETAILS BE OBTAINED FROM A SOLICITOR.

5.0 BASIS OF VALUATION

The valuation presented in this report is based on **Market Value**, in accordance with the definition set out in the Malaysian Valuation Standards (MVS 2020) and the International Valuation Standards (IVS 2022). Market Value is defined as:

"The estimated amount for which an asset should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing, wherein the parties had each acted prudently, soberly, and without compulsion."

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APPENDIX F – VALUATION REPORTS



Appendix F – Valuation Reports

5.0 BASIS OF VALUATION (Cont'd)

For Financial Reporting purposes, the valuation also complies with the concept of **Fair Value** as defined in Malaysian Financial Reporting Standard 12 (**MFRS 12 – Fair Value Measurement**):

"The price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date".

While the definitions of Market Value and Fair Value are framed differently, both share a consistent underlying principle – the valuation reflects the price in an orderly transaction between informed and willing market participants, acting independently and without duress.

Accordingly, the value reported for financial reporting purposes under MFRS 12 can be equated to Market Value as determined by professional valuation standards. This alignment is supported by guidance from the Royal Institution of Chartered Surveyors (**RICS**) Valuation – Global Standards.

6.0 METHOD OF VALUATION

The unique features of the Subject Property required the use of the **Comparative Method of Valuation** to determine its Market Value. However, the **Cost Method** may also be applicable for this valuation.

6.1 Comparative Method

Under the Comparative approach, an estimate of value of Subject Property is derived from comparing the values of other similar properties that were sold recently and those that are currently offered for sale in the vicinity.

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APPENDIX F – VALUATION REPORTS



Appendix F – Valuation Reports

6.0 METHOD OF VALUATION (Cont'd)

A study of the respective characteristics, merits and demerits of each comparative property is made. This entails analyzing the available sales data and diligent adjustments thereof are then made to reflect the differences to arrive at an acceptable degree of comparability and the value of the Subject Property.

6.1 Cost Method

The Cost Approach entails:

- Estimating the Market Value of the land using the Direct Comparison Method, based on recent comparable land transactions.
- Estimating the Replacement Cost New (RCN) of the existing improvements, using current construction benchmarks and market cost indicators.
- Deducting appropriate allowances for physical deterioration, functional obsolescence, and external obsolescence, where relevant.

Land value was assessed by analyzing recent transactions of comparable industrial lands within the surrounding area, taking into account:

- Location and accessibility.
- Land area and shape.
- Future and zoning.
- Infrastructure availability.
- Date of transaction and prevailing market conditions.

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Page No. 100/100 Page 100/100

3.0 CONSIDERATION OF VALUE: Selected comparable Land Transactions are as follows:

Item	Comparable 1	Comparable 2	Comparable 3
Address	1, 3m, Ompingagan 1/7, 2m, Business Park 1, Jalan Bahrus, Jalan Darat Tarikan	14, 3m, Batai 2/1, Tmn. Piri Maja Jaya, Jalan Bahrus, Jalan Darat Tarikan	15, 3m, Batai 2/1, Tmn. Piri Maja Jaya, Jalan Bahrus, Jalan Darat Tarikan
Plot Area	(230.0 square metres about 14,402 square metres)	(580.0 square metres about 17,017 square metres)	(240.0 square metres about 13,347 square metres)
Type	Double Storey Semi- Detached Factory	One and a half Storey Semi Detached Factory	Double Storey Semi- Detached Factory
Tenure	Freehold	Freehold	Freehold
Date of Transaction	5 June 2020	10 March 2020	03 February 2020
Transaction Price	RM3,700,000.00	RM3,600,000.00	RM4,100,000.00
Adjusted Value (Discount Conservation Method)	RM3,515,000.00	RM3,400,000.00	RM4,645,000.00
Estimated Building Cost	RM1,400,000.00	RM1,400,000.00	RM1,400,000.00
Analysed Value (net)	RM2,115.30	RM2,000.00	RM3,245.00
Adjusted Value (net)	RM215.71	RM200.00	RM324.50
Remarks	Negative Adjustment Size – Quantum difference – smaller land size is easier to dispose of	No Adjustment	Negative Adjustment Size – Quantum difference – smaller land size is easier to dispose of

Source: JAKPA Transaction, Kuantan, 2020 (P1) & Kuantan, 2020 (P2)

APPENDIX F – VALUATION REPORTS



Section 10 – Valuation Report

7.0 CONSIDERATION OF VALUE (Cont'd)

The final adjustment based on Comparison Method shows a market price range from RM1,515,000.00 to RM4,845,000.00 per unit. Based on Comparison Approach, we selected market value of **RM4,800,000.00** for Subject Property.

As an additional valuation method, we utilized the Cost Approach, which yielded a low market price range for the land spanning from RM129.00 to RM283.00 per square feet. We have assessed the land value at **RM150.00 per square feet**.

The cost of constructing the improvement as new is based on:

- Benchmark rates from Building Cost Information Services Malaysia (BCIM) CostBook 2024.
- Internal cost database and recent cost data from comparable factory development.
- Adjustments for complexity, layout and local conditions.

For the value of the building, we have taken into consideration of current market rate as derived from an analysis of a similar type of construction and current cost estimates by Building Cost Information Services Malaysia (BCIM) CostBook 2024. Our basis of depreciation rate is depending on the age and wear and tear of the building.

The depreciation of the building has been determined based on the following criteria:

- Physical Condition : age, structural integrity, wear and tear, and maintenance history.
- Functional Obsolescence : suitability of design, layout, and infrastructure for current use.
- External Economic Obsolescence : impact of changes in the surrounding area, market trends, and zoning.

The Subject Property assessed as being fair in condition. Based on the condition and age of the building, we have adopted the depreciation of the building at **3%**.

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Section 1: Market Overview

8.0 MARKET OVERVIEW AND INSIGHTS

The industrial property market in Johor, particularly in Tebrau area, continues to be a key driver of the state's economic growth. The region's strategic location, with its close proximity to Singapore and established infrastructure, makes it a highly sought-after destination for both local and foreign investors.

Tebrau benefits from well-established infrastructure and connectivity via major arteries such as the Feroz-Galang Highway, Eastern Dypassal (Johor Expressway (JHE)) and the Johor Expressway (JHE). This enhanced accessibility supports a diverse range of industries, including logistics, warehousing, light manufacturing, and a growing fulfilment, particularly for businesses seeking fast and efficient distribution capabilities.

The Tebrau area has undergone rapid transformation, particularly with the development of master-planned industrial estates such as Eco Business Park. This integrated industrial park offers modern, ready-to-occupy factory units featuring gated and guarded security, wide road access, high ceilings, and sustainable design elements. These facilities cater to the growing demand for high-specification, automation-friendly industrial spaces, especially among SMEs and multinational firms prioritising operational efficiency, safety, and long-term adaptability.

Market activity in Tebrau reflects steady demand across various factory types, including bonded, semi-detached, and detached units. Recent transactions suggest a healthy interest in well-located properties, especially those with modern specifications and easy access to transport networks. The area is also seeing growing interest from data centre operators and light industrial users due to its reliable infrastructure and power supply.

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as to, including, but not limited to:

8.0 MARKET OVERVIEW AND INSIGHTS (Cont'd)

looking ahead, ongoing government initiatives such as the **Johor Singapore Special Economic Zone (JS-SEZ)** and infrastructure enhancements including the **Rapid Transit System (RTS)**, etc. are expected to further strengthen Teluk's appeal. These prospects are poised to attract more foreign direct investment (FDI) and catalyze industrial demand in Johor Bahru's eastern corridor.

Despite broader economic uncertainties, sentiment within Teluk's industrial sector remains positive. The combination of strategic location, infrastructure readiness, and strong investor interest positions Teluk as a key area of focus in Johor's industrial landscape, with a favorable outlook for the medium to long term.

8.2 VALUATION

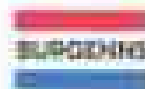
Taking into consideration all relevant factors, we are of the opinion that the **Market Value** of the freehold interest in the **SUBJECT PROPERTY** as at **30 June 2025**, held under Lot 108710, Title No. CM 1904, Mukim Teluk, Daerah Johor Bahru, Johor Darul Ta'lim, together with the site improvement and buildings / structures erected thereon, in its existing condition, free from all encumbrances, and with vacant possession is **RM4,000,000.00** (FOUR MILLION AND NO HUNDRED THOUSAND ONLY).

The Market Value may be apportioned as follows:-

Land	RM 2,800,000.00
Building	RM 1,200,000.00
Total	RM 4,000,000.00

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We wish to draw your attention that this update letter shall be used solely for purposes of Financial Reporting and NOT to be used for any other purposes.

For all intent and purposes, this letter is to be read together with our previous valuation report under Ref. No. BV428/F346 1006/CRC.

This letter is confidential to the Client for the specific purpose to which it refers. Neither the whole nor any part of this letter or any reference thereto may be included in any published document, circular or statement nor in any communication with third parties without our prior written approval of the form and content in which it may appear.

Signed for and on behalf of
Burgins Valuation Services (Company)
(Registered Valuers under the Valuers, Appraisers, Estate Agents
and Property Managers Act 2011)

A handwritten signature in black ink, appearing to read "Chen Kim Choy". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

CHEN KIM CHOY
Registered Valuer (V02288)
Date: 4 August 2023

(Note: I, Chen Kim Choy, a Senior Registered Valuer (V02288) with over 30 years of experience, holder of the Diploma of BSBFVNC Valuation Services, 16 possesses a comprehensive understanding of property valuation, with a particular emphasis on Financial Reporting purposes, with a track record of meeting the requirements of the Act. I, Chen Kim Choy, is committed to delivering accurate and reliable valuations, ensuring the highest standards of professionalism.)

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CATATAN CARIAN PERSENDIRIAN HAKMILIK DAN MAKLUMAT TIDAK BERKUATKUASA

Jenis dan No. Hakmilik :	GM 1904	Nombor Lot :	Lot 168710
Bandar/Pejabat/Mukim :	Mukim Tebrau	Tempat :	TAMAN PERINDUSTRIAN BENGIAN PULAI
Keluasan :	1751 Meter Persegi	Daerah :	Johor Bahru
Nombor Syil Pihak :	65 D III & 65 D I	Nombor Pelan Akaui :	PA 231348
Taraf Penguasaan :	Selama-lamanya	Tarikh Luput Pajakan :	(Sila Berkenaan)
(Selama-lamanya atau Pajakan)			
Tarikh Daftar :	23 November 2022	Costa Tanah :	RM2,100.00
Kawasan Rimb :	Tiada		
(Sila Berkenaan)			

Kategori Kegunaan Tanah :	Perusahaan/Perindustrian
Syarat Nyata :	i) Tanah ini hendaklah digunakan sebagai kawasan industri berbanding untuk tujuan perusahaan ringan dan kegunaan lain yang berkaitan dengannya, dibina mengikut pelan yang dibekalkan oleh Pihak Berkuasa Tempatan yang berkenaan. ii) Segala kekotoran dan pencemaran akibat aktiviti ini hendaklah disalurkan ke tempat-tempat yang telah ditentukan oleh Pihak Berkuasa berkenaan. iii) Segala dasar dan syarat yang ditetapkan dan dikuatkuasakan dari semasa ke semasa oleh Pihak Berkuasa berkenaan hendaklah dipatuhi.
Sekatan Kepentingan :	Tanah ini tidak dibenarkan dipindahmilik dengan apa cara sekalipun melainkan infrastruktur untuk kemudahan awam di kawasan kilang telah mula dibina mengikut pelan yang dibekalkan oleh Pihak Berkuasa Tempatan yang berkenaan.

Rekod Ketuapannya:

FORTUNE FOOD MANUFACTURING SDN. BHD. , No. Syarikat : 1330620-P
 Terletak di bawah Ordinan-Ordinan Syarikat 1940 - 1946 , 1/1 bahagian
 SUITE 1301 13TH FLOOR CITY PLAZA, JALAN TEBRAU, 80900 JOHOR BAHRU JOHOR

Rekod urusan dan endosan lain:

Hakmilik : 010308GCM00001904
 Maklumat : 1 1 2 3
 Tarikh : 09 / 12 / 2024

APPENDIX F – VALUATION REPORTS

Urusan-urusan dalam Perserahan yang belum didaftarkan : Tidak

Urusan-urusan dalam Perserahan yang digantung : 0

Endosan-endosan yang terdahulu yang tidak berkuatkuasa lagi : Tidak

Hakmilik yang terdahulu :

(Silu hakmilik sambungan)

Tarikh mula dibertitlik :	19 Disember 2016
Hakmilik Asal (Temp atau Sementara) :	Mukim Tehran HSM 4188
Hakmilik Terdahulu daripada ini :	

Perkara lain yang melibatkan hakmilik :

Dikeluarkan pada :	11:37:04 pagi	Tarikh :	9 Disember 2024
Bayaran dijelaskan :	RM 60.00	Nombor Resit :	09122402040300003

Hakmilik : 00000000000000000000
Maklumat : 3 1 3 1
Tarikh : 09 / 12 / 2024

Real Estate Appraisal Report

Appraisal Report No.: Su Xin Real Estate Appraisal (Nantong)

Doc. [2025]Su.030161

Appraisal Project: Market Value Appraisal of the Industrial Real

Estate located at No.88 Wenda Road,

Wangting Town, Xiangcheng District,

Suzhou City, owned by Tai Seng

Packaging (Suzhou) Co., Ltd.

Client: TAI SENG PACKAGING GROUP LTD.

Appraisal Agency: Jiangsu Suixin Real Estate Appraisal &

Consulting Co., Ltd.

Certified Real Estate Appraisers:

Gao Qingsong (Registration No. 3220140075)

Wu Lingli (Registration No. 3220120173)

Report Date: July 29, 2025



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Letter to the Appraisal Client

To: TAT SENG PACKAGING GROUP LTD.

Our company is entrusted by your company to evaluate the market value of the industrial real estate located at No.88 Wendu Road, Wangting Town, Xiangcheng District, Suzhou City.

Location: No.88 Wendu Road, Wangting Town, Xiangcheng District, Suzhou City.

Property Type (Use): Industrial Real Estate

Scope of Appraisal: The total floor area of the property is 36857.16m², and the land use right area is 58798.60m². It includes the built-in utility systems such as water and electricity for normal use of the factory building, decoration and renovation, but does not include other property or rights and interests such as structures, trees, movable property, creditor's rights and debts, franchise rights, etc.

Ownership: The owner of the property is Tat Seng Packaging (Suzhou) Co., Ltd. The certificate number is Su (2018) Suzhou Real Estate Right No.7001211. The nature of land right is transfer, the type of right is state-owned construction land use right, and the purpose is industry.

Purpose of appraisal:

For the purpose of a possible mandatory chain offer.

Valuation date: July 15, 2025.

Value type: Market Value.

Valuation method: income method.

Based on the materials provided by your company and in accordance with the national standards GB/T 50291-2015 "Specifications for Real Estate Appraisal" (《房地产估价规范》) and GB/T 50899-2013 "Basic Terminology Standards for Real Estate Appraisal" (《房地产估价基本术语标准》), as well as relevant laws and regulations, our certified real estate appraisers have

APPENDIX F – VALUATION REPORTS

conducted this appraisal independently, objectively, fairly, and legally. Following appropriate appraisal procedures and applying the cost approach as the fundamental method, combined with professional experience and an analysis of factors affecting real estate value, we hereby determine:

Under the conditions that all assumptions and restrictions are met, the real estate market value of the appraisal object on the valuation date of July 13, 2023 is RMB20,700,000 (Twenty Million Seven Hundred Five Thousand Five Hundred).

Summary Table of Real Estate Appraisal Results

Type	Building/Land Parcel No.	Area (m ²)	Appraised Unit Price (RMB/m ²)	Total Value (Ten Thousand RMB)
Building	1	9,708.30	1,615.67	1,568.62
	2	4,266.00	1,636.13	698.18
	3	7,005.20	1,636.13	1,145.32
	4	114.28	734.15	11.78
	5	1,392.36	954.64	133.12
	6	348.71	763.39	43.69
	8	2,907.06	988.42	286.13
	10	9,866.64	1,552.05	1,530.45
		36,457.16		3,579.97
Land	1	38,788.60	595.18	2,299.58
Total				9,079.35

Notes: To fully understand the subject property and related analysis and professional opinions, we recommend reading the complete appraisal report.

Jiangsu Saxon Real Estate Appraisal & Consulting Co., Ltd.

Signature: 


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Certified Real Estate Appraiser Declaration

Based on our professional knowledge and ethics, we hereby solemnly declare:

1. The facts stated in this appraisal report are true and accurate, without false records, misleading statements or material omissions.
2. The analysis, opinions and conclusions in this valuation report are our independent, objective and impartial professional analysis, opinions and conclusions, but subject to the assumptions and restrictions stated in this valuation report.
3. We have no actual or potential interest in the appraisal object in this report, have no interest in the appraisal client and the interested parties of the appraisal, and have no prejudice against the appraisal object, the appraisal client and the interested parties of the appraisal.
4. We analyze the real estate appraisal report in accordance with the National Standard of the People's Republic of China "Real Estate Appraisal Code", "Basic Terminology Standard for Real Estate Appraisal" and special standards for real estate appraisal corresponding to the appraisal purpose, and form opinions and conclusions.
5. The registered real estate appraiser shall conduct the appraisal completely independently, and no other professional personnel in the industry shall provide important professional assistance to this appraisal report.
6. The registered real estate appraiser participating in this appraisal project promises to keep the trade secrets, strictly abide by the professional ethics and codes of conduct for real estate appraisal, have professional competence, and do a good job in the appraisal work diligently and responsibly.

Valuation Assumptions and Constraints

The analysis, opinions and conclusions in this valuation report are our own impartial professional analysis, opinions and conclusions, subject to the following and the assumptions and limitations stated in this valuation report:

I. General Assumptions

1. This report is based on the following assumptions: the real estate ownership certificates and other materials provided by the client are authentic, legal, and valid; the subject property has no judicial or administrative restrictions such as seizure that would prohibit transfer or mortgage; there are no disputes regarding property rights; and all legal transfer conditions are met. Specifically, the valuation assumes that the subject property possesses legitimate ownership rights, is legally used, and can be freely transferred or mortgaged in the open market. The valuation result reflects the market value of the subject property at the valuation date, where "market value" refers to the average transaction price of a specific real estate in the market:

a. Appropriate marketing, that is, the object of valuation has been displayed in the market in an appropriate way. The display time may vary with the market conditions, but it is enough to attract the attention of a certain number of potential buyers;

b. Familiarity with the situation, that is, both the buyer and the seller understand the object of appraisal and are familiar with the market conditions, so that the buyer does not blindly buy and the seller does not blindly sell;

c. Caution, that is, both the buyer and the seller are calm, rational and cautious, without emotion;

d. No compulsion, that is, both the buyer and the seller are engaged in the transaction of the subject matter of appraisal out of their own needs. The buyer is not in a hurry to buy (it is not necessary to buy), and the seller is not in a hurry to sell (it is not necessary to sell). At the same time, the buyer is not forced to buy the subject matter of appraisal from a specific seller, and the

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seller is not forced to sell the subject matter of appraisal to a specific buyer;

e. Fair transaction, that is, both the buyer and the seller are engaged in the transaction of the appraisal object for their own interests, without any special or special relationship such as between relatives and friends, between parent and subsidiary companies, or between owners and tenants, and it is not a related party transaction.

2. On the basis of the information and materials specified by the appraisal client, the appraisal object shall define the scope and space of the property without omission or fabrication. If there is any discrepancy in the authenticity of the information provided by the client, the appraisal agency and the real estate appraiser shall not bear relevant responsibilities.

3. This report is based on the assumption that the building's construction quality meets safety standards and can be sustainably used over the long term. Our on-site inspection of the appraisal object focuses solely on its exterior appearance and operational status. For concealed, unexposed, or inaccessible areas, we conduct evaluations based on materials provided by the client. Unless otherwise agreed, we do not assume responsibility for investigating the structural quality of the building.

4. This appraisal does not make measurement and experiment on the building foundation and structure of the appraisal object, and this appraisal assumes that there are no major quality problems in the foundation and structure.

5. The registered real estate appraiser did not conduct professional measurement of the building area of the factory. After on-site inspection and observation, the building area of the property to be valued was roughly equivalent to that recorded in the Real Estate Ownership Certificate.

6. The appraisal object shall enjoy the right of passage to the common parts and the right of use to the common facilities such as water and electricity.

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II. Assumptions about Unassumed Matters

There is no unassumed matter in this evaluation.

II. Deviation from Factual Assumptions

This assessment is consistent with the factual assumptions.

IV. Inconsistent Assumptions

1. According to the on-site investigation by the appraiser, Building No.11 has been demolished at the valuation date. According to the "Real Estate Ownership Certificate" provided by the appraisal client, the floor area of Building No.11 is 46.2m². The current appraisal scope does not include the demolished Building No.11. The total floor area of the assessed building is 36,857.16m². The users of the appraisal report are reminded to pay attention to this.

2. The date of the on-site survey of this appraisal is July 28, 2025 and the on-site survey is completed on the same day, which is inconsistent with the value time point of July 15, 2025. There is no change in the appraisal object during the period of this appraisal.

V. Restrictions

1. This appraisal report is provided to the Appraiser for use according to the appraisal purpose and shall not be used for other purposes. If the appraisal purpose and conditions of use are changed, necessary adjustments or even re-appraisal shall be made after consulting with the Company.

2. The real estate market value determined in this evaluation report is based on specific purposes and assumptions under the current assessment conditions. It does not account for factors such as forced disposal, rapid liquidation, disposal costs, or transaction taxes. When utilizing the report's findings, users should carefully review the risk disclosures and liquidity analysis sections, give due consideration to these elements, and make prudent decisions.

3. After the valuation date, if the quality and price standard of the appraisal object changes during the validity period of the appraisal report and

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has a significant impact on the value of the appraisal object, the appraisal conclusion cannot be directly used.

4. This appraisal report is only for the appraisal client to review and use according to the agreed appraisal purpose and industry association and industry management department. Without the written consent of the appraisal agency, all or part of this appraisal report and any reference materials are not allowed to be quoted in any publicly published documents, notices or statements, nor shall they be publicly published in any other way.

5. The valuation results of this report are only for the purpose of valuation set forth in this report, that is, to provide objective and fair value reference for the real estate involved in the equity acquisition of the client, and shall not be used for other purposes, otherwise the valuation results of this report shall be invalid.

6. This valuation report shall remain valid for one year from the date of submission. If used after the expiration date, date adjustments or re-evaluation must be made. Any misuse beyond the validity period of the valuation report will result in liability on the part of the user. However, if the report is used within its valid period, the issuing institution shall bear the responsibility, except in cases of improper use by the user.

7. The results of this appraisal report include the value of state-owned land use right, as well as the value of water, electricity and all related auxiliary facilities that are integral to the real estate and meet its functional requirements.

8. All the data in the report are calculated by computerized continuous calculation. Since the calculated data in the report are rounded to one or two decimal places or taken as whole, there may be some incomplete equality, but it will not affect the accuracy of the calculation results and the final evaluation conclusions.

9. This appraisal report shall be signed by the real estate appraiser and

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affixed with the official seal of the appraisal agency, and shall be valid as a whole, and the copy is invalid.

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Real estate appraisal results report

Su Xin Real Estate Appraisal (Nantong) Doc. [2025] No.030161

I. Client

Name: TAT SENG PACKAGING GROUP LTD

II. Real Estate Appraisal Agencies

Name: Jiangsu Suxin Real Estate Appraisal & Consulting Co., Ltd.

Address: 2nd Floor, Building T4, Nanjing Ali Center, No.8 Yongchu Road, Jianye District, Nanjing

Qualification level: Level 1

Certificate number: Su Jian Fang Gu Bei (I) Nanjing 00008

Legal representative: Cao Canwei

Contact: Qu Dongyan

Contact number: 13962808917

III. Purpose of Appraisal

For the purpose of a possible mandatory chain offer

IV. Valuation Object

(1) the scope of property subject to valuation

The subject of this appraisal is the industrial real estate located at No.88 Wendu Road, Wangting Town, Xiangcheng District, Suzhou City, owned by Tat Seng Packaging (Suzhou) Co., Ltd. The property covers a total floor area of 36,857.16m² with a land use right area of 58,798.6m². It includes the built-in utility systems such as water and electricity systems that are integral to the building's normal operation, along with interior decoration. This appraisal excludes other assets or rights, including structures, trees, movable property, creditor-debtor relationships, franchise rights, and similar interests.

(2) Basic information of the appraisal object

According to the real estate ownership certificate provided by the appraisal client.

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权 利 人	达成包装制品（苏州）有限公司
共有情足	单独所有
置	相城区望事镇勾渡路88号
不动产电 房	320507123116 GB00003 F99999999
权利类型	国有建设用地使用权 /房屋（构筑物）所有权
权 利 性 质	出让 /
目 录	工业用地 /非居住
图 则	土地面积58798.60 ㎡ /房屋建筑面积36903.36㎡
史 用 期 限	国有建设用地使用权 2047年09月04日 止
附 件	建筑面积：36503.36平方米 其中：1#9708.8平方米；2#4264平方米；347995.2平方米；4#159.39平方米；6#1392.38平方米；7#569.71平方米；882907.06平方米；10#9860.64平方米，11=46.2平方米，
备 注	
2018年01月19日	

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According to the on-site investigation by the appraiser, the property No.11 has been demolished at the valuation time point. According to the real estate ownership certificate provided by the appraisal client, the floor area of the property No.11 is 46.2m². The assessment scope does not include the demolished property No.11, and the total floor area of the property is 36,857.16m². The users of the appraisal report should pay attention to this reminder.

(3) Basic land conditions

1. Location: No.88 Wendu Road, Wangting Town, Xiangcheng District, Suzhou;

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2. Land type (use): Industrial ;

3. Type of use right: Transfer;

4. Area of right: registered area 58798.60m², valued area 58798.60m²;

5. Land shape: relatively regular;

6. Termination date: September 04, 2047.

7. Boundaries: North to Mudan Road, south to Yinghu Village Road, west to Zhaiji Village Economic Cooperative of Wangting Town, Xiangcheng District, Suzhou City, east to Wendu Road;

8. The degree of infrastructure completion in the site: the development level of "six connections" such as access to roads, water supply, drainage, electricity, communication and gas, and "one flat" of the site;

9. Topography: The terrain is relatively flat and undulating;

10. Foundation: the foundation of the site is good, with large bearing capacity;

11. Geological and hydrological conditions: the foundation is relatively good, the bearing capacity is large, and only simple foundation treatment is needed in general industrial building construction, and the geological and hydrological conditions are relatively good;

(4) Basic conditions of the building

The appraisal object is located at No.88, Wendu Road, Wangting Town, Xiangcheng District, Suzhou City. The building is owned by Tat Seng Packaging (Suzhou) Co., Ltd. The buildings in the parcel are arranged in an orderly manner. According to the on-site survey of the registered appraiser, the buildings in the parcel where the appraisal object is located have obtained the "Real Estate Ownership Certificate".

Building number	Use	Building area (m ²)	Building Structure	Number of floors	Year of construction	Present condition
1	factory building	9708.8	Steel mixed	1	2004	The height is about 8 meters, with exterior wall paint, interior wall paint, epoxy floor, color steel roof, aluminum alloy doors and Windows, and rolling shutter doors

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2	factory building	4264	Steel mixed	1	2005	The height is about 8 meters, with exterior wall paint, interior wall paint, epoxy floor, color steel roof, aluminum alloy doors and Windows, and rolling shutter doors
3	factory building	7995.2	Steel mixed	1	2005	The height is about 8 meters, with exterior wall paint, interior wall paint, epoxy floor, color steel roof, aluminum alloy doors and Windows, and rolling shutter doors
4	switch board room	159.39	mixing	1	1998	The height of the floor is about 4.6 meters, with exterior wall paint, interior wall paint, floor tiles and aluminum alloy doors and Windows
5	dormitory	1392.36	mixing	6	1998	The height of the floor is about 3.4 meters, with exterior wall paint, interior wall paint, floor tiles, aluminum alloy doors and Windows, anti-theft doors, and stairs to go up and down
7	canteen	569.71	mixing	1	1997	The height of the floor is about 5.6 meters, with exterior wall tiles, interior wall paint, floor tiles and aluminum alloy doors and Windows
8	office building	2907.06	mixing	5	1996	The height of the floor is about 3.4 meters, with exterior wall paint, interior wall paint, floor tiles, aluminum alloy doors and Windows, anti-theft doors, and stairs to go up and down
10	factory building	9860.64	Steel mixed	1	1998	The height of the floor is about 8.4 meters, with exterior wall paint, interior wall paint, epoxy floor, color steel roof, aluminum alloy window and roller shutter door

The construction year of building 1 is about 2004, building 2 and 3 is about 2005, building 4, 5 and 10 is about 1998, building 7 is about 1997, building 8 is about 1996, the newness degree of the objects to be valued is general, and the water, electricity, communication and other facilities of the objects to be valued are relatively complete.

APPENDIX F – VALUATION REPORTS

V. Valuation date

July 15, 2025

VI. Value types

Market value.

VII. Valuation Principles

This appraisal complies with the principles of independence, objectivity, impartiality, legality and general principles such as the highest best use principle, value point principle and substitution principle.

1. The principle of independence, objectivity and impartiality

The principle requires that the evaluation be made in a neutral position, and that the value or price be assessed in a realistic, fair and honest manner that is fair and reasonable to all parties concerned.

2. Principle of legality

The principle that the appraisal result is the value or price of the appraisal object determined according to law.

3. Value point principle

The principle that the appraisal result is the value or price at a specific time determined according to the purpose of the appraisal

4. Principle of substitution

The principle that the value of the appraisal result and the price deviation of the similar real estate under the same conditions should be within a reasonable range.

5. The principle of best use

The principle requires that the appraisal result is the value or price of the object under the highest and best use. The so-called highest and best use refers to the reasonable and possible use of real estate which is legally allowed, technically possible, financially feasible and maximizes the value, including the best use, scale and grade.

VIII. Basis of valuation

(1) Relevant laws, regulations and departmental rules on which the

APPENDIX F – VALUATION REPORTS

appraisal is based

1. Civil Code of the People's Republic of China;
2. Urban Real Estate Administration Law of the People's Republic of China;
3. Land Administration Law of the People's Republic of China;
4. Notice on the Release and Implementation of the Minimum Price Standards for The Transfer of Industrial Land Nationwide.

(2) The technical regulations adopted in this appraisal

1. National Standard of the People's Republic of China GB/T50291-2015 "Code for Real Estate Appraisal"
2. GB/T50899-2013 "Basic Terminology Standard for Real Estate Appraisal" of the People's Republic of China

(3) relevant information provided by the appraisal client

1. Copy of the business license;
2. Copy of the Certificate of Real Estate Rights.

(4) relevant information collected and mastered by the appraisal agency and the registered real estate appraiser

1. Basic information about the natural conditions, social and economic conditions, administrative divisions and population of the location of the appraisal object;
2. Basic information about the urban infrastructure where the object of appraisal is located;
3. Registration of information about the ownership and current use of the appraisal object collected by the real estate appraiser during field survey and investigation;
4. Market data of real estate transactions such as land transfer, land market supply and demand status and industrial housing rental cases in the location of the appraisal object;
5. Photos of the current situation of the appraisal object taken by the

APPENDIX F – VALUATION REPORTS

registered real estate appraiser on site.

IX. Valuation Method

Generally speaking, real estate valuation methods typically include the comparison approach, income approach, cost approach, and hypothetical development approach. The comparison approach is suitable for valuing properties in developed markets with active transactions and sufficient alternative properties. The income approach applies to properties generating actual or potential returns. The hypothetical development approach is used for properties with investment potential or development prospects. The cost approach serves as a last resort when market evidence is lacking or insufficient, making it difficult to apply the comparison, income, or hypothetical development approaches.

Given that the subject property is a completed real estate unit currently in its optimal utilization state, the hypothetical development method is not applicable. The scarcity of comparable transaction cases for similar properties makes the comparison method unsuitable. Additionally, the cost approach no longer accurately reflects the actual value of the subject property, rendering it unsuitable. As the property is used for industrial purposes with generating income, and considering the active real estate market in the area where the subject property is located with numerous rental cases available, along with easy access to qualified rental examples within the region, the income approach is adopted for valuation. This assessment specifically employs the income method.

The so-called income method refers to the method of predicting the future income of the object of appraisal, using the rate of return or capitalization rate, income multiplier to convert the future income into value to obtain the value or price of the object of appraisal. The calculation formula for its net income to increase by a certain ratio is:

APPENDIX F – VALUATION REPORTS

$$V = \frac{A}{R - G} \left[1 - \frac{R - G}{1 + R} \right]^n$$

Among them: V—— income value

R—— real estate restoration rate

A—— Annual net income of real estate

n—— Annual period of real estate income

G—— The ratio of increasing net income year by year

X. Valuation results

Based on the materials provided by your company, our registered real estate appraiser has conducted the following evaluation in compliance with national standards GB/T 50291-2015 "Real Estate Appraisal Standards" and GB/T 50899-2013 "Basic Terminology Standards for Real Estate Appraisal", along with relevant laws, regulations, and policy provisions. After thoroughly understanding and analyzing the actual conditions of the appraisal subject, we adhered to the principles of independence, objectivity, fairness, and legality. Following standard appraisal procedures and applying the income approach as the primary methodology, combined with our professional expertise and analysis of real estate value factors, we hereby determine:

The real estate market value of the appraisal object on the valuation date of July 15, 2025 is RMB90,705,500, which is (RMB Ninety Million Seven Hundred Five Thousand Five Hundred)

XI. Certified Real Estate Appraisers

Name	Registration No.	Signature	Date of signature
Wu Lingli	3220120173		July 29, 2025
Gao qingsong	3220140075		July 29, 2025

APPENDIX F – VALUATION REPORTS

XII. Field Survey Period

July 28, 2025.

XIII. Valuation Period

From July 28, 2025 to July 29, 2025.

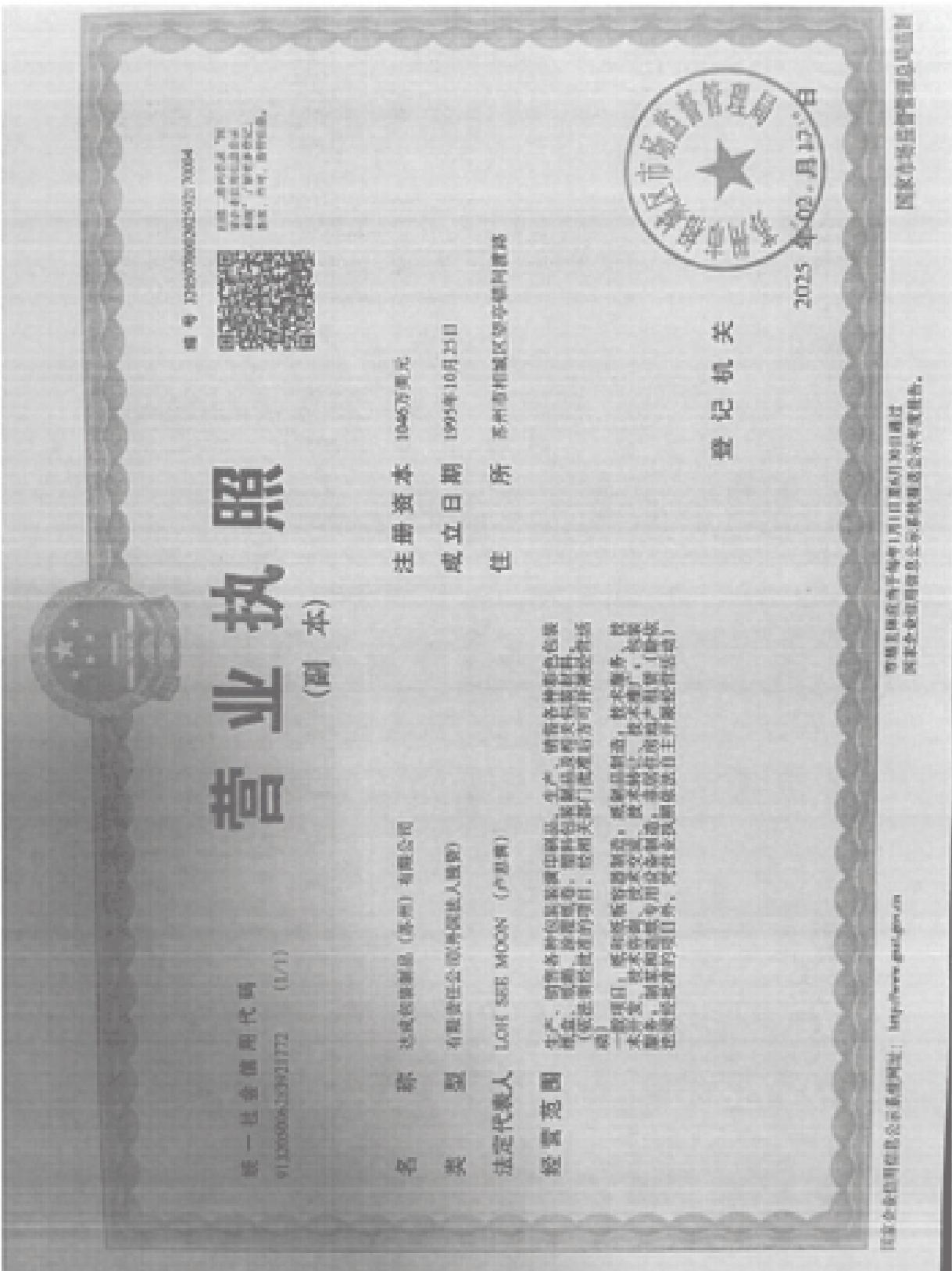
XIV. Validity Period of the Report

One year (from July 29, 2025 to July 28, 2026).

Appendices

1. Copy of the business license
2. Copy of the Certificate of Real Estate Rights
3. Use photos to evaluate the current situation of the object
4. Copy of the business license of the entrusted appraisal party
5. Copy of the qualification certificate of the entrusted appraisal party
6. Copy of the registered real estate appraiser qualification certificate for this evaluation

APPENDIX F – VALUATION REPORTS

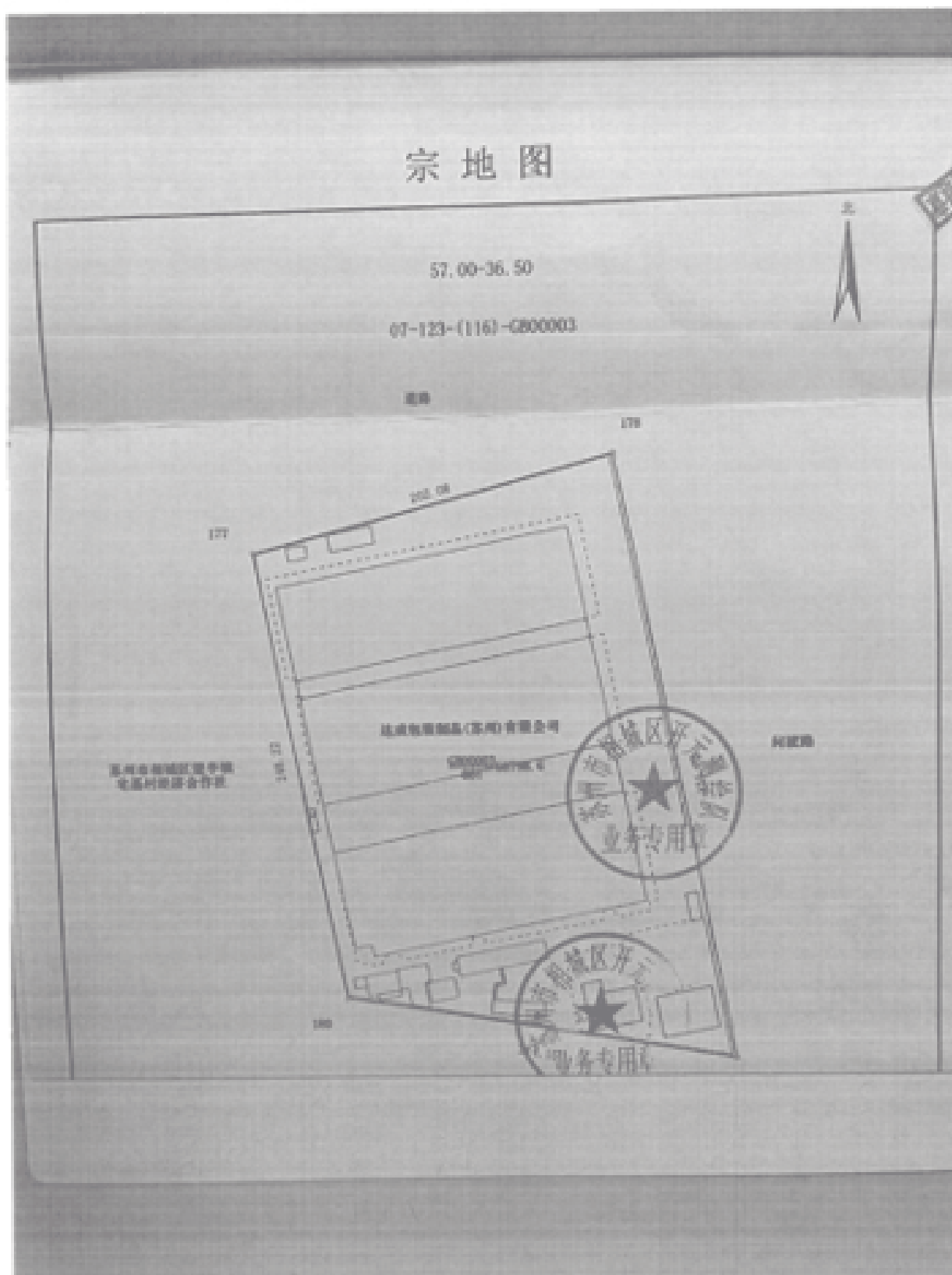


苏 (2018)	苏州市	不动产权第	10012111	号
权利人	江苏包装制品(苏州)有限公司			
共有情况	单独所有			
坐落	相城区望平街同建路68号			
不动产单元号	320507 123116 0200003 P99999999			
权利类型	国有建设用地使用权/房屋(构筑物)所有权			
权利性质	出让/			
用途	工业用地/非居住			
面积	土地面积18794.40㎡/房屋建筑面积30903.36㎡			
使用期限	国有建设用地使用权 2047年09月04日 止			
附注	建筑面积: 30903.36平方米, 其中: 149704.6平方米; 24284平方米; 347795.3平方米; 48159.39平方米; 58130.36平方米; 76885.71平方米; 88297.08平方米; 108960.94平方米; 11446.3平方米。			
苏州其他权证号				
2018年01月19日				

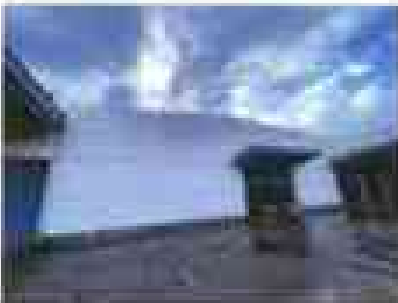
APPENDIX F – VALUATION REPORTS



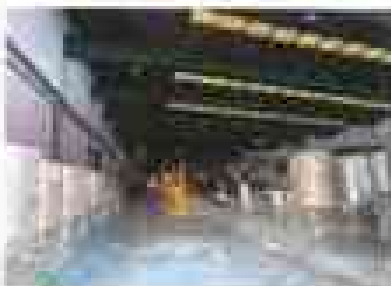
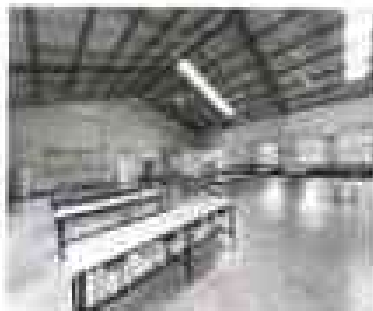
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APPENDIX F – VALUATION REPORTS



APPENDIX F – VALUATION REPORTS



统一社会信用代码 91320000134784154E (1/1)		营业执照 (副本)		编号: 32001020000002150600190018	
名称	江苏嘉信房地产评估咨询有限公司	注册资本	10000万元整	扫描二维码，了解更多“国家企业信用信息公示系统”/“信用中国”信息。	
类型	有限责任公司(自然人投资或控股)	成立日期	1995年05月15日		
法定代表人	曹雄皓	住所	南京市长江路118号德盛大厦9楼D座		
经营范围	房地产评估、土地评估、咨询服务及房地产經紀代理、土地 评估代理、社会鉴定风险评估、土地测量、不动产测绘(地 籍测绘、房产测绘)、资产评估、工程造价、(依法须经批准的项目，经相关部门批准后方可开展经营活动)				
			登记机关		
			2023年04月01日		
国家企业信用信息公示系统网址: http://www.gsxt.gov.cn			市场主体应当于每年1月1日至6月30日通过 国家企业信用信息公示系统报送公示年度报告。		
			国家市场监督管理总局监制		



APPENDIX F – VALUATION REPORTS

本证书由中华人民共和国住房和城乡建设部统一监制。

本证书合法持有人在中华人民共和国境内使用注册房地产估价师名称、执行业务、有权在房地产估价报告上签字。

This certificate is uniformly printed and supervised by the Ministry of Housing and Urban-Rural Development of the People's Republic of China.

The bearer of this certificate is entitled to use the designation of Registered Real Estate Appraiser to proceed real estate appraisal practices and to sign on real estate appraisal reports on a nationwide scale.



No. 00326951



姓名 / Full name
吴伶俐

性别 / Sex
女

身份证件号码 / ID No.
32068219820607248X

注册号 / Registration No.
3220120173

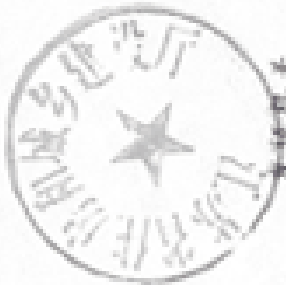
执业机构 / Employer
江苏信房地产评估咨询有限公司南通中心分公司

有效期至 / Date of expiry
2027-11-21

持证人签名 / Bearer's signature

APPENDIX F – VALUATION REPORTS

本证书由中华人民共和国住房和城乡建设部统一监制。 本证书合法持有人有权在全国范围内使用注册房地产估价师名称，执行房地产估价业务，有权在房地产估价报告上签字。 This certificate is uniformly printed and supervised by the Ministry of Housing and Urban-Rural Development of the People's Republic of China. The bearer of this certificate is entitled to use the designation of, Registered Real Estate Appraiser to proceed real estate appraisal practices and to sign on real estate appraisal reports on a nationwide scale.			
姓名 / Full name			
性别 / Sex			
身份证件号码 / ID No.			
注册号 / Registration No.			
执业机构 / Employer			
有效期至 / Date of expiry			
持证人签名 / Bearer's signature			



No. 00270527

Real Estate Appraisal Report

Appraisal Report No.: Su Xin Real Estate Appraisal (Nantong)

Doc. [2025]No.030168

Appraisal Project: Market Value Appraisal of industrial real
estate located at No.88 Wendu Road,
Wangting Town, Xiangcheng District,
Suzhou City, owned by Tat Seng Packaging
(Suzhou) Co., Ltd

Client: TAT SENG PACKAGING GROUP LTD.

Appraisal Agency: Jiangsu Suxin Real Estate Appraisal &
Consulting Co., Ltd.

Certified Real Estate Appraisers:

Gao Qingsong (Registration No. 3220140075)

Wu Lingli (Registration No. 3220120173)

Report Date: July 29, 2025



APPENDIX F – VALUATION REPORTS

Letter to the Appraiser

To: TAT SENG PACKAGING GROUP LTD.

Our company is entrusted by your company to evaluate the market value of industrial real estate located at No.88 Wendu Road, Wangting Town, Xiangcheng District, Suzhou City.

Location:No.88 Wendu Road, Wangting Town, Xiangcheng District, Suzhou City.

Property Type (Use): Industrial Real Estate

Scope of Appraisal: The floor area of the property is 6971.30m², including the built-in utility systems such as water and electricity for normal use, decoration and renovation, excluding other property or rights and interests such as land use right, structures, trees, movable property, creditor's rights and debts, franchise rights, etc.

Ownership: The owner of the property is Tat Seng Packaging (Suzhou) Co., Ltd. The ownership certificate number is Su Fang Quan Zheng Xiang cheng No.30008497, and the use is industrial.

Purpose of appraisal:

For the purpose of a possible mandatory chain offer.

Valuation date: July 15, 2025.

Value type: Market Value

Valuation method: Cost Approach

Based on the materials provided by your organization, our company's registered real estate appraisers have conducted evaluations in compliance with national standards GB/T 50291-2015 "Real Estate Appraisal Standards" and GB/T 50899-2013 "Basic Terminology for Real Estate Appraisal", along with relevant laws, regulations, and policy provisions. After thoroughly understanding and analyzing the actual conditions of the appraisal subject, we adhered to the principles of independence, objectivity, fairness, and legality. Following standard appraisal procedures and applying the cost approach as the

APPENDIX F – VALUATION REPORTS

primary methodology, combined with our professional expertise and analysis of factors influencing property value, we hereby confirm:

Under the constraint that all assumptions and restrictions are met, the real estate market value of the appraised object on the valuation date of July 15, 2025 is RMB 732,100 (Seven Million Nine Hundred Thirty- Two Thousand One Hundred).

Summary of real estate market value assessment results

Project	Building number	Building area (m ²)	Unit price of building area under evaluation (RMB/m ²)	Total price (Ten Thousand RMB)
Property	1	6971.2	103.59	(703.2)

Note: If you want to understand the situation of the appraisal object and relevant appraisal analysis and professional opinions, please ask the user of the report to read the full text of the real estate appraisal report carefully.

Jiangsu Suixin Real Estate Appraisal & Consulting Co., Ltd.



[Handwritten signature]

APPENDIX F – VALUATION REPORTS

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The subject of this appraisal is the industrial property located at No.88 Wendu Road, Wangting Town, Xiangcheng District, Suzhou City, owned by Tat Seng Packaging (Suzhou) Co., Ltd. The property covers a floor area of 6,971.30 m ² and includes the built-in utility systems such as water and electricity systems that are integral to normal operations, along with interior decorations. This valuation excludes land use rights, structures, trees, movable assets, creditor's rights, franchise rights, or other properties or interests.....	7
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Certified Real Estate Appraiser Declaration

Based on our professional knowledge and ethics, we hereby solemnly declare:

1. The facts stated in this appraisal report are true and accurate, without false records, misleading statements or material omissions.
2. The analysis, opinions and conclusions in this appraisal report are our independent, objective and impartial professional analysis, opinions and conclusions, but subject to the assumptions and restrictions stated in this appraisal report.
3. We have no actual or potential interest in the appraisal object in this report, have no interest in the appraisal client and the interested parties of the appraisal, and have no prejudice against the appraisal object, the appraisal client and the interested parties of the appraisal.
4. We analyze the real estate appraisal report in accordance with the National Standard of the People's Republic of China "Real Estate Appraisal Code", "Basic Terminology Standard for Real Estate Appraisal" and special standards for real estate appraisal corresponding to the appraisal purpose, and form opinions and conclusions.
5. The registered real estate appraiser shall conduct the appraisal completely independently, and no other professional personnel in the industry shall provide important professional assistance to this appraisal report.
6. The registered real estate appraiser participating in this appraisal project promises to keep the trade secrets, strictly abide by the professional ethics and codes of conduct for real estate appraisal, have professional competence, and do a good job in appraisal diligently and responsibly during the appraisal process.

Valuation assumptions and constraints

The analysis, opinions and conclusions in this valuation report are our own impartial professional analysis, opinions and conclusions, subject to the following and the assumptions and limitations stated in this valuation report:

I. General Assumptions

1. This report is based on the following assumptions: the information provided by the appraisal client is authentic, legal, and valid; the subject property has no judicial or administrative restrictions such as seizure that would prohibit transfer or mortgage; there are no disputes over real estate ownership; and it meets statutory conditions for transfer. Specifically, the valuation assumes that the subject property possesses legitimate ownership rights, is used lawfully, and can be freely transferred in the open market. The market value presented in this report reflects the publicly available market price of the subject property at the valuation date. The term "publicly available market price" refers to the most probable transaction price achievable through open market sales under the following conditions:

a. Appropriate marketing, that is, the object of valuation has been displayed in the market in an appropriate way. The display time may vary with the market conditions, but it is enough to attract the attention of a certain number of potential buyers;

b. Familiarity with the situation, that is, both the buyer and the seller understand the object of appraisal and are familiar with the market conditions, so that the buyer does not blindly buy and the seller does not blindly sell;

c. Caution, that is, both the buyer and the seller are calm, rational and cautious, without emotion;

d. No compulsion, that is, both the buyer and the seller are engaged in the transaction of the subject matter of appraisal out of their own needs. The buyer is not in a hurry to buy (it is not necessary to buy), and the seller is not in a

APPENDIX F – VALUATION REPORTS

hurry to sell (it is not necessary to sell). At the same time, the buyer is not forced to buy the subject matter of appraisal from a specific seller, and the seller is not forced to sell the subject matter of appraisal to a specific buyer;

c. Fair transaction, that is, both the buyer and the seller are engaged in the transaction of the appraisal object for their own interests, without any special or special relationship such as between relatives and friends, between parent and subsidiary companies, or between owners and tenants, and it is not a related party transaction.

2. On the basis of the information and materials specified by the appraisal client, the appraisal object shall define the scope and space of the property without omission or fabrication. If there is any discrepancy in the authenticity of the information provided by the client, the appraisal agency and the real estate appraiser shall not bear relevant responsibilities.

3. This report is based on the assumption that the building's construction quality meets safety standards and can be sustainably used over the long term. Our on-site inspection of the appraisal subject was limited to its exterior appearance and operational status. For concealed, unexposed, or inaccessible areas, we assessed them using materials provided by the appraisal client. Unless otherwise agreed, we do not assume responsibility for investigating the structural integrity of the building.

4. This appraisal does not make measurement and experiment on the building foundation and structure of the appraisal object, and this appraisal assumes that there are no major quality problems in the foundation and structure.

5. The registered real estate appraiser did not conduct professional measurement of the building area of the factory. After on-site inspection and observation, the building area of the factory under appraisal was roughly equivalent to that recorded in the Real Estate Ownership Certificate.

6. The appraisal object shall enjoy the right of passage to the common parts and the right of use to the common facilities such as water and electricity.

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II. Assumptions about Unassumed Matters

There is no unassumed matter in this evaluation.

III. Deviation from Factual Assumptions

This assessment is consistent with the factual assumptions.

IV. Inconsistent Assumptions

1. The date of field survey for this evaluation is July 28, 2025, and the on-site survey is completed on the same day, which is inconsistent with the value time point of July 15, 2025. There is no change in the appraisal object during the period set for this evaluation.

V. Restrictions used in this valuation report

1. This appraisal report is provided to the Appraiser for use according to the appraisal purpose and shall not be used for other purposes. If the appraisal purpose and conditions of use are changed, necessary adjustments or even re-appraisal shall be made after consulting with the Company.

2. The real estate market value determined in this evaluation report is based on specific purposes and assumptions under the current assessment conditions, without considering factors such as forced disposal, rapid liquidation, disposal costs, or transaction taxes. When utilizing the findings of this report, users should carefully review the risk disclosures and liquidity analysis sections, give due consideration to these elements, and make prudent decisions.

3. After the valuation date, if the quality and price standard of the appraisal object changes during the validity period of the appraisal report and has a significant impact on the value of the appraisal object, the appraisal conclusion cannot be directly used.

4. This appraisal report is only for the appraiser's use in accordance with the agreed appraisal purpose and the review of industry associations and administrative departments. Without the written consent of the Appraisal Institution, all or part of this appraisal report and any reference materials are not allowed to be quoted in any publicly published documents, notices or

APPENDIX F – VALUATION REPORTS

statements, nor shall they be publicly published in any other way.

5. The valuation results of this report are only for the purpose set by this report, that is, to provide reference basis for the client to understand the market value of the real estate to be transferred, and shall not be used for other purposes, otherwise the valuation results of this report shall be invalid.

6. According to the notes on the "Real Estate Ownership Certificate" provided by the appraisal client, this certificate was valid until January 6, 2011. As of the valuation date of July 15, 2025, the certificate has expired. Pursuant to Article 1.2 of the "Land Lease Contract" submitted by the appraisal client, the lease term runs from January 1, 2025 to December 31, 2025. Article 6.6 stipulates that upon termination or dissolution of the contract, any facilities constructed by the lessee shall be transferred to the lessee's ownership, and the lessor may dispose of them at its discretion. Should the lessor exercise disposal rights during the validity period of this report, the report becomes invalid. According to Letter of Commitment issued by the lessor dated on July 23, 2018, the lessor guarantees the continuation of lease of the land to the lessee for the period from January 01, 2018 to December 31 , 2037.

7. This valuation report shall remain valid for one year from the date of submission. If used after the expiration date, date adjustments or re-evaluation must be made. Any misuse beyond the validity period of the valuation report shall result in liability on the part of the user. The issuing institution shall bear responsibility for using this report within its validity period, except in cases of improper use by the user.

8. The results of this appraisal report do not include the value of state-owned land use right, but include the value of water, electricity and all related auxiliary facilities that are integral to the real estate and meet its functional requirements.

9. All the data in the report are calculated by computerized continuous calculation. Since the calculated data in the report are rounded to one or two

APPENDIX F – VALUATION REPORTS

decimal places or rounded off, there may be some incomplete equality, but it will not affect the accuracy of the calculation results and the final evaluation conclusions.

10. This appraisal report shall be signed by the real estate appraiser and affixed with the official seal of the appraisal agency, and shall be valid as a whole, and the copy is invalid.

Real estate appraisal results report

Su Xin Real Estate Appraisal (Nantong) Doc. [2025] No.030168

I. Client

Name: TAT SENG PACKAGING GROUP LTD.

II. Real Estate Appraisal Agencies

Name: Jiangsu Suxin Real Estate Appraisal & Consulting Co., Ltd.

Address: 2nd Floor, Building T4, Nanjing Ali Center, No.8 Yongchu Road,
Jianye District, Nanjing

Qualification level: Level 1

Certificate number: Su Jian Fang Gu Bei (I) Nanjing 00008

Legal representative: Cao Canwei

Contact: Qu Dongyan

Contact number: 13962808917

III. Purpose of Appraisal

For the purpose of a possible mandatory chain offer

IV. Valuation Object

(1) the scope of property subject to valuation

The subject of this appraisal is the industrial property located at No.88 Wendu Road, Wangting Town, Xiangcheng District, Suzhou City, owned by Tat Seng Packaging (Suzhou) Co., Ltd. The property covers a floor area of 6,971.30 m² and includes the built-in utility systems such as water and electricity systems that are integral to normal operations, along with interior decorations. This valuation excludes land use rights, structures, trees, movable assets, creditor's rights, franchise rights, or other properties or interests.

(2) Basic information of the appraisal object

According to the "Real Estate Ownership Certificate" provided by the appraisal client

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1. 评估机构名称：北京中企华资产评估有限责任公司
2. 评估机构地址：北京市东城区东直门内大街18号



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The image shows a sample valuation report form. On the left is a table with multiple columns and rows, containing placeholder text and numbers. To the right of the table is a large, empty rectangular box. Below the table and to the right of the large box are two red circular stamps, each containing a star and some text.

(D) Basic conditions of the building

The appraisal object is located at No.88, Wenhua Road, Wangting Town, Xiangcheng District, Suzhou City. The building is owned by Tat Seng Packaging (Suzhou) Co., Ltd. The buildings at the site are arranged in an orderly manner. According to the on-site survey of the registered appraiser, the buildings in the parcel where the appraisal object is located have obtained the "Real Estate Ownership Certificate".

Building number	Use	Building area (m ²)	Building structure	Number of floors	Year of construction	Physical condition
1	Storage building	1000.00	Steel structure	1	2000	The height of the floor is about 10.0 meters, with concrete walls, steel roof, steel floor, steel columns, steel beams, steel doors and windows, and ceiling, plaster floor.

The building year of the object of appraisal is about 2007, and the new degree is general. The water, electricity, communication and other facilities of the object of appraisal are relatively complete.

V. Valuation date

July 15, 2025

VI. Value types

Market value.

VII. Valuation Principles

This appraisal complies with the principles of independence, objectivity, impartiality, legality, prudence and general principles such as the highest best use principle, value point principle and substitution principle.

1. The principle of independence, objectivity and impartiality

The principle requires that the evaluation be made from a neutral standpoint, and that the value or price be assessed in a realistic, fair and honest manner that is fair and reasonable to all parties concerned.

2. Principle of legality

The principle that the appraisal result is the value or price of the appraisal object determined according to law.

3. Value point principle

The principle that the appraisal result is the value or price at a specific time determined according to the purpose of the appraisal.

4. Principle of substitution

The principle that the value of the appraisal result and the price deviation of the similar real estate under the same conditions should be within a reasonable range.

5. The principle of best use

The principle requires that the appraisal result is the value or price of the object under the highest and best use. The so-called highest and best use refers to the reasonable and possible use of real estate which is legally allowed, technically possible, financially feasible and maximizes the value, including

APPENDIX F – VALUATION REPORTS

the best use, scale and grade.

VIII. Basis of valuation

(1) Relevant laws, regulations and departmental rules on which the appraisal is based

1. Civil Code of the People's Republic of China;
2. Urban Real Estate Administration Law of the People's Republic of China;

(2) The technical regulations adopted in this appraisal

1. National Standard of the People's Republic of China GB/T50291-2015 "Code for Real Estate Appraisal"
2. GB/T50899-2013 "Basic Terminology Standard for Real Estate Appraisal" of the People's Republic of China

(3) relevant information provided by the appraisal client

1. Copy of the business license;
2. Copy of the Real Estate Ownership Certificate.

(4) relevant information collected and mastered by the appraisal agency and the registered real estate appraiser

1. Basic information about the location of the object to be valued, such as natural conditions, social and economic conditions, administrative divisions and population

2. Registration of information about the ownership and current use of the appraisal object collected by the real estate appraiser during on-site inspection and investigation

3. Base land price data of the location of the appraisal object

4. Pricing Table for Construction and Decoration Engineering in Jiangsu Province

5. Cost Estimation Index for Construction Projects in Jiangsu Province

6. Description of Suzhou City Reference Standard for Housing Replacement Price Structure and Grade

IX. Valuation Method

1. Selection of valuation methods

Real estate appraisal methods generally have the comparison method, hypothetical development method, income method, cost method and so on.

Comparative method is a method of selecting a certain number of comparable instances, comparing them with the object to be valued, and processing the transaction price of the comparable instances according to their differences to obtain the object to be valued or the price.

The hypothetical development method is a valuation approach that calculates the necessary expenditures and discount rate for future development of the appraisal object, or the necessary expenditures and attributable profits for subsequent development, as well as the value after development completion. This method involves subtracting the discounted value of the completed development from the appraised value at the valuation date, or alternatively, deducting the necessary expenditures and attributable profits from the completed development value to determine the final appraisal value.

Income method is a method to predict the future income of the object of appraisal, and to convert the future income into value by using the rate of return or capitalization rate and income multiplier to obtain the value or price of the object of appraisal.

Cost method is a method to calculate the replacement cost or reconstruction cost and depreciation of the object of appraisal at the valuation date, and to obtain the value or price of the object of appraisal by deducting the replacement cost or reconstruction cost from the depreciation.

1.1 Method selection basis

1.1.1 Reasons for not using the following methods:

(1) Since the appraisal object is an industrial use (non-standard factory building) in use property, and the similar industrial property in the area is

mainly for self-use, with few sales cases, especially the non-standard factory buildings have poor comparability, so it is not suitable to use the comparison method for evaluation.

(2) The appraisal object is industrial property, and the similar property in the area is mainly for self-use. Moreover, it is difficult to accurately distinguish the benefits generated by the plant and equipment of the appraisal object itself, so it is difficult to separate the income of the property from the total income of the enterprise, so it is not suitable to use the income method for evaluation.

(3) The appraisal object is a built property, and it is unlikely to be rebuilt or expanded in the short term. This appraisal takes the maintenance of the current use of the appraisal object as the premise, and there is no value for redevelopment, so it is not appropriate to use the hypothetical development method for evaluation.

1.2.2 Reasons for using cost method:

Considering that the appraiser has a more comprehensive grasp of the cost composition of property development in Suzhou, it is determined to use the cost method for evaluation.

Cost method technical route: the method of estimating the objective and reasonable price or value of the object to be valued at the time of value by obtaining the replacement price or reconstruction price of the object to be valued, deducting depreciation. That is, the technical route of real estate replacement price is:

Property value = construction cost + management cost + investment interest + sales cost + development profit + sales tax-building depreciation

X. Valuation results

Based on the materials provided by your company, our registered real estate appraiser has conducted the following evaluation in accordance with national standards GB/T 50291-2015 "Real Estate Appraisal Standards" and GB/T 50899-2013 "Basic Terminology for Real Estate Appraisal", along with

APPENDIX F – VALUATION REPORTS

relevant laws, regulations, and policy provisions. After thoroughly understanding and analyzing the actual conditions of the appraisal subject, we adhered to the principles of independence, objectivity, fairness, and legality. Following standard appraisal procedures, we selected the cost approach as the primary methodology. Through the appraiser's professional expertise and comprehensive analysis of factors influencing property value, we have determined:

The market value of the property object on the valuation date of July 15, 2025 (under all assumptions and restrictions) is RMB 92,100,000 (Nine Million Nine Hundred Thirty-Two Thousand One Hundred).



XI. Certified Real Estate Appraisers

Name	Registration No.	Signature	Date of signature
Wu Lijun	3220120173		July 29, 2025
Gao qingrong	3220140075		July 29, 2025

XII. Field Survey Period

July 28, 2025

XIII. Valuation Period

From July 28, 2025 to July 28, 2025

XIV. Validity Period of the Report

One year (from July 29, 2025 to July 28, 2026)

Appendices

1. Copy of the business license
2. Copy of the Real Estate Ownership Certificate /Land Lease Contract and Letter Of Commitment
3. Use photos to evaluate the current situation of the object
4. Copy of the business license of the entrusted appraisal party
5. Copy of the qualification certificate of the entrusted appraisal party
6. Copy of the registered real estate appraiser qualification certificate for this evaluation

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APPENDIX F – VALUATION REPORTS

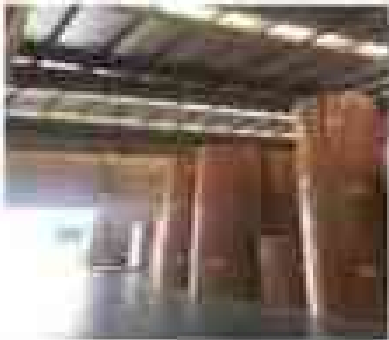


APPENDIX F – VALUATION REPORTS

用	定
本報刊例如下(每行10字)：	



APPENDIX F – VALUATION REPORTS



APPENDIX F – VALUATION REPORTS

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1. 1990年12月，中共中央、国务院作出《关于建立社会主义市场经济体制若干问题的决定》，明确建立社会主义市场经济体制的目标和基本原则，提出“使市场在国家宏观调控下对资源配置起基础性作用”。

- (3) 根据地形、地质及农业生产需要等实际情况，对土地进行划分，确定生产作业区、田间道路及田间水利设施等；

1997-1998, 1999-2000, 2000-2001, 2001-2002, 2002-2003, 2003-2004, 2004-2005, 2005-2006, 2006-2007, 2007-2008, 2008-2009, 2009-2010, 2010-2011, 2011-2012, 2012-2013, 2013-2014, 2014-2015, 2015-2016, 2016-2017, 2017-2018, 2018-2019, 2019-2020, 2020-2021, 2021-2022, 2022-2023, 2023-2024, 2024-2025, 2025-2026, 2026-2027, 2027-2028, 2028-2029, 2029-2030, 2030-2031, 2031-2032, 2032-2033, 2033-2034, 2034-2035, 2035-2036, 2036-2037, 2037-2038, 2038-2039, 2039-2040, 2040-2041, 2041-2042, 2042-2043, 2043-2044, 2044-2045, 2045-2046, 2046-2047, 2047-2048, 2048-2049, 2049-2050, 2050-2051, 2051-2052, 2052-2053, 2053-2054, 2054-2055, 2055-2056, 2056-2057, 2057-2058, 2058-2059, 2059-2060, 2060-2061, 2061-2062, 2062-2063, 2063-2064, 2064-2065, 2065-2066, 2066-2067, 2067-2068, 2068-2069, 2069-2070, 2070-2071, 2071-2072, 2072-2073, 2073-2074, 2074-2075, 2075-2076, 2076-2077, 2077-2078, 2078-2079, 2079-2080, 2080-2081, 2081-2082, 2082-2083, 2083-2084, 2084-2085, 2085-2086, 2086-2087, 2087-2088, 2088-2089, 2089-2090, 2090-2091, 2091-2092, 2092-2093, 2093-2094, 2094-2095, 2095-2096, 2096-2097, 2097-2098, 2098-2099, 2099-2100, 2100-2101, 2101-2102, 2102-2103, 2103-2104, 2104-2105, 2105-2106, 2106-2107, 2107-2108, 2108-2109, 2109-2110, 2110-2111, 2111-2112, 2112-2113, 2113-2114, 2114-2115, 2115-2116, 2116-2117, 2117-2118, 2118-2119, 2119-2120, 2120-2121, 2121-2122, 2122-2123, 2123-2124, 2124-2125, 2125-2126, 2126-2127, 2127-2128, 2128-2129, 2129-2130, 2130-2131, 2131-2132, 2132-2133, 2133-2134, 2134-2135, 2135-2136, 2136-2137, 2137-2138, 2138-2139, 2139-2140, 2140-2141, 2141-2142, 2142-2143, 2143-2144, 2144-2145, 2145-2146, 2146-2147, 2147-2148, 2148-2149, 2149-2150, 2150-2151, 2151-2152, 2152-2153, 2153-2154, 2154-2155, 2155-2156, 2156-2157, 2157-2158, 2158-2159, 2159-2160, 2160-2161, 2161-2162, 2162-2163, 2163-2164, 2164-2165, 2165-2166, 2166-2167, 2167-2168, 2168-2169, 2169-2170, 2170-2171, 2171-2172, 2172-2173, 2173-2174, 2174-2175, 2175-2176, 2176-2177, 2177-2178, 2178-2179, 2179-2180, 2180-2181, 2181-2182, 2182-2183, 2183-2184, 2184-2185, 2185-2186, 2186-2187, 2187-2188, 2188-2189, 2189-2190, 2190-2191, 2191-2192, 2192-2193, 2193-2194, 2194-2195, 2195-2196, 2196-2197, 2197-2198, 2198-2199, 2199-2200, 2200-2201, 2201-2202, 2202-2203, 2203-2204, 2204-2205, 2205-2206, 2206-2207, 2207-2208, 2208-2209, 2209-2210, 2210-2211, 2211-2212, 2212-2213, 2213-2214, 2214-2215, 2215-2216, 2216-2217, 2217-2218, 2218-2219, 2219-2220, 2220-2221, 2221-2222, 2222-2223, 2223-2224, 2224-2225, 2225-2226, 2226-2227, 2227-2228, 2228-2229, 2229-2230, 2230-2231, 2231-2232, 2232-2233, 2233-2234, 2234-2235, 2235-2236, 2236-2237, 2237-2238, 2238-2239, 2239-2240, 2240-2241, 2241-2242, 2242-2243, 2243-2244, 2244-2245, 2245-2246, 2246-2247, 2247-2248, 2248-2249, 2249-2250, 2250-2251, 2251-2252, 2252-2253, 2253-2254, 2254-2255, 2255-2256, 2256-2257, 2257-2258, 2258-2259, 2259-2260, 2260-2261, 2261-2262, 2262-2263, 2263-2264, 2264-2265, 2265-2266, 2266-2267, 2267-2268, 2268-2269, 2269-2270, 2270-2271, 2271-2272, 2272-2273, 2273-2274, 2274-2275, 2275-2276, 2276-2277, 2277-2278, 2278-2279, 2279-2280, 2280-2281, 2281-2282, 2282-2283, 2283-2284, 2284-2285, 2285-2286, 2286-2287, 2287-2288, 2288-2289, 2289-2290, 2290-2291, 2291-2292, 2292-2293, 2293-2294, 2294-2295, 2295-2296, 2296-2297, 2297-2298, 2298-2299, 2299-2300, 2300-2301, 2301-2302, 2302-2303, 2303-2304, 2304-2305, 2305-2306, 2306-2307, 2307-2308, 2308-2309, 2309-2310, 2310-2311, 2311-2312, 2312-2313, 2313-2314, 2314-2315, 2315-2316, 2316-2317, 2317-2318, 2318-2319, 2319-2320, 2320-2321, 2321-2322, 2322-2323, 2323-2324, 2324-2325, 2325-2326, 2326-2327, 2327-2328, 2328-2329, 2329-2330, 2330-2331, 2331-2332, 2332-2333, 2333-2334, 2334-2335, 2335-2336, 2336-2337, 2337-2338, 2338-2339, 2339-2340, 2340-2341, 2341-2342, 2342-2343, 2343-2344, 2344-2345, 2345-2346, 2346-2347, 2347-2348, 2348-2349, 2349-2350, 2350-2351, 2351-2352, 2352-2353, 2353-2354, 2354-2355, 2355-2356, 2356-2357, 2357-2358, 2358-2359, 2359-2360, 2360-2361, 2361-2362, 2362-2363, 2363-2364, 2364-2365, 2365-2366, 2366-2367, 2367-2368, 2368-2369, 2369-2370, 23

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1. 凡在本公司工作之员工，其工资由基本工资、绩效工资、奖金、津贴、补贴、福利、社会保险、住房公积金、其他福利等组成。

Figure 1. The effect of the concentration of the solution on the adsorption of the dye. The concentration of the solution was 0.01, 0.02, 0.03, 0.04, 0.05, 0.06, 0.07, 0.08, 0.09, 0.1, 0.2, 0.3, 0.4, 0.5, 0.6, 0.7, 0.8, 0.9, 1.0, 1.5, 2.0, 3.0, 4.0, 5.0, 6.0, 7.0, 8.0, 9.0, 10.0, 15.0, 20.0, 30.0, 40.0, 50.0, 60.0, 70.0, 80.0, 90.0, 100.0, 150.0, 200.0, 300.0, 400.0, 500.0, 600.0, 700.0, 800.0, 900.0, 1000.0, 1500.0, 2000.0, 3000.0, 4000.0, 5000.0, 6000.0, 7000.0, 8000.0, 9000.0, 10000.0, 15000.0, 20000.0, 30000.0, 40000.0, 50000.0, 60000.0, 70000.0, 80000.0, 90000.0, 100000.0, 150000.0, 200000.0, 300000.0, 400000.0, 500000.0, 600000.0, 700000.0, 800000.0, 900000.0, 1000000.0, 1500000.0, 2000000.0, 3000000.0, 4000000.0, 5000000.0, 6000000.0, 7000000.0, 8000000.0, 9000000.0, 10000000.0, 15000000.0, 20000000.0, 30000000.0, 40000000.0, 50000000.0, 60000000.0, 70000000.0, 80000000.0, 90000000.0, 100000000.0, 150000000.0, 200000000.0, 300000000.0, 400000000.0, 500000000.0, 600000000.0, 700000000.0, 800000000.0, 900000000.0, 1000000000.0, 1500000000.0, 2000000000.0, 3000000000.0, 4000000000.0, 5000000000.0, 6000000000.0, 7000000000.0, 8000000000.0, 9000000000.0, 10000000000.0, 15000000000.0, 20000000000.0, 30000000000.0, 40000000000.0, 50000000000.0, 60000000000.0, 70000000000.0, 80000000000.0, 90000000000.0, 100000000000.0, 150000000000.0, 200000000000.0, 300000000000.0, 400000000000.0, 500000000000.0, 600000000000.0, 700000000000.0, 800000000000.0, 900000000000.0, 1000000000000.0, 1500000000000.0, 2000000000000.0, 3000000000000.0, 4000000000000.0, 5000000000000.0, 6000000000000.0, 7000000000000.0, 8000000000000.0, 9000000000000.0, 10000000000000.0, 15000000000000.0, 20000000000000.0, 30000000000000.0, 40000000000000.0, 50000000000000.0, 60000000000000.0, 70000000000000.0, 80000000000000.0, 90000000000000.0, 100000000000000.0, 150000000000000.0, 200000000000000.0, 300000000000000.0, 400000000000000.0, 500000000000000.0, 600000000000000.0, 700000000000000.0, 800000000000000.0, 900000000000000.0, 1000000000000000.0, 1500000000000000.0, 2000000000000000.0, 3000000000000000.0, 4000000000000000.0, 5000000000000000.0, 6000000000000000.0, 7000000000000000.0, 8000000000000000.0, 9000000000000000.0, 10000000000000000.0, 15000000000000000.0, 20000000000000000.0, 30000000000000000.0, 40000000000000000.0, 50000000000000000.0, 60000000000000000.0, 70000000000000000.0, 80000000000000000.0, 90000000000000000.0, 100000000000000000.0, 150000000000000000.0, 200000000000000000.0, 300000000000000000.0, 400000000000000000.0, 500000000000000000.0, 600000000000000000.0, 700000000000000000.0, 800000000000000000.0, 900000000000000000.0, 1000000000000000000.0, 1500000000000000000.0, 2000000000000000000.0, 3000000000000000000.0, 4000000000000000000.0, 5000000000000000000.0, 6000000000000000000.0, 7000000000000000000.0, 8000000000000000000.0, 9000000000000000000.0, 10000000000000000000.0, 15000000000000000000.0, 20000000000000000000.0, 30000000000000000000.0, 40000000000000000000.0, 50000000000000000000.0, 60000000000000000000.0, 70000000000000000000.0, 80000000000000000000.0, 90000000000000000000.0, 100000000000000000000.0, 150000000000000000000.0, 200000000000000000000.0, 300000000000000000000.0, 400000000000000000000.0, 500000000000000000000.0, 600000000000000000000.0, 700000000000000000000.0, 800000000000000000000.0, 900000000000000000000.0, 1000000000000000000000.0, 1500000000000000000000.0, 2000000000000000000000.0, 3000000000000000000000.0, 4000000000000000000000.0, 5000000000000000000000.0, 6000000000000000000000.0, 7000000000000000000000.0, 8000000000000000000000.0, 9000000000000000000000.0, 10000000000000000000000.0, 15000000000000000000000.0, 20000000000000000000000.0, 30000000000000000000000.0, 40000000000000000000000.0, 50000000000000000000000.0, 60000000000000000000000.0, 70000000000000000000000.0, 80000000000000000000000.0, 90000000000000000000000.0, 100000000000000000000000.0, 150000000000000000000000.0, 200000000000000000000000.0, 300000000000000000000000.0, 400000000000000000000000.0, 500000000000000000000000.0, 600000000000000000000000.0, 700000000000000000000000.0, 800000000000000000000000.0, 900000000000000000000000.0, 10000000

4.4 非城市方面中受到污染的地點，多與非城市發展區內土地用途有關。例如在鄉村地區，由於非城市發展區內土地用途多樣，因此非城市發展區內土地用途與污染的關係，會比城市發展區內複雜一些。例如，如果非城市發展區內有農業土地用途，此類非城市發展區，便應考慮採取適當措施。

1. 本章程自颁布之日起施行。本章程未尽事宜，由董事会决定。本章程解释权归董事会。

[illegible]

4. 土地权属问题。如承租方建设经营涉及土地的,属于出租方两个月内,承租方出租方需依法办理所需,出租方应协助承租方办理所需手续,提供必要协助。如承租方建设经营涉及土地的,属于出租方两个月内,承租方出租方需依法办理所需,出租方应协助承租方办理所需手续,提供必要协助。

2000 年 12 月 10 日

7. 5. 3 按照圖 7. 5. 2 的, 假設系統以不穩定運行, 由左端方為負滑動時間, 則其右端方為正向滑動時間, 由右端方為正向滑動時間。

[illegible][illegible]

1.4 盈利能力分析 盈利能力是指企业赚取利润的能力。通常将企业的盈利能力分为营业盈利能力、资本盈利能力和资产盈利能力。营业盈利能力是指企业通过经营活动获取利润的能力。资本盈利能力是指企业通过经营活动获取利润的能力。资产盈利能力是指企业通过经营活动获取利润的能力。

你還記得「自由與平等」嗎？自由，是每個人都擁有的權利，但自由並非無限制。自由與平等是相輔相成，缺一不可的。自由是平等的基礎，平等是自由的保障。只有當每個人都享有自由和平等時，社會才能和諧穩定，國家才能繁榮昌盛。

1997年12月15日

7. 本章程自生效之日起,即成为规范本公司组织行为和经营活动,具有法律约束力的文件,对公司、股东、董事、监事、高级管理人员均具有约束力;前述人员均必须遵守本章程,并接受本章程的约束和监管。

1997, 1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019, 2020, 2021, 2022, 2023, 2024, 2025, 2026, 2027, 2028, 2029, 2030, 2031, 2032, 2033, 2034, 2035, 2036, 2037, 2038, 2039, 2040, 2041, 2042, 2043, 2044, 2045, 2046, 2047, 2048, 2049, 2050, 2051, 2052, 2053, 2054, 2055, 2056, 2057, 2058, 2059, 2060, 2061, 2062, 2063, 2064, 2065, 2066, 2067, 2068, 2069, 2070, 2071, 2072, 2073, 2074, 2075, 2076, 2077, 2078, 2079, 2080, 2081, 2082, 2083, 2084, 2085, 2086, 2087, 2088, 2089, 2090, 2091, 2092, 2093, 2094, 2095, 2096, 2097, 2098, 2099, 2100, 2101, 2102, 2103, 2104, 2105, 2106, 2107, 2108, 2109, 2110, 2111, 2112, 2113, 2114, 2115, 2116, 2117, 2118, 2119, 2120, 2121, 2122, 2123, 2124, 2125, 2126, 2127, 2128, 2129, 2130, 2131, 2132, 2133, 2134, 2135, 2136, 2137, 2138, 2139, 2140, 2141, 2142, 2143, 2144, 2145, 2146, 2147, 2148, 2149, 2150, 2151, 2152, 2153, 2154, 2155, 2156, 2157, 2158, 2159, 2160, 2161, 2162, 2163, 2164, 2165, 2166, 2167, 2168, 2169, 2170, 2171, 2172, 2173, 2174, 2175, 2176, 2177, 2178, 2179, 2180, 2181, 2182, 2183, 2184, 2185, 2186, 2187, 2188, 2189, 2190, 2191, 2192, 2193, 2194, 2195, 2196, 2197, 2198, 2199, 2200, 2201, 2202, 2203, 2204, 2205, 2206, 2207, 2208, 2209, 2210, 2211, 2212, 2213, 2214, 2215, 2216, 2217, 2218, 2219, 2220, 2221, 2222, 2223, 2224, 2225, 2226, 2227, 2228, 2229, 2230, 2231, 2232, 2233, 2234, 2235, 2236, 2237, 2238, 2239, 2240, 2241, 2242, 2243, 2244, 2245, 2246, 2247, 2248, 2249, 2250, 2251, 2252, 2253, 2254, 2255, 2256, 2257, 2258, 2259, 2260, 2261, 2262, 2263, 2264, 2265, 2266, 2267, 2268, 2269, 2270, 2271, 2272, 2273, 2274, 2275, 2276, 2277, 2278, 2279, 2280, 2281, 2282, 2283, 2284, 2285, 2286, 2287, 2288, 2289, 2290, 2291, 2292, 2293, 2294, 2295, 2296, 2297, 2298, 2299, 2300, 2301, 2302, 2303, 2304, 2305, 2306, 2307, 2308, 2309, 2310, 2311, 2312, 2313, 2314, 2315, 2316, 2317, 2318, 2319, 2320, 2321, 2322, 2323, 2324, 2325, 2326, 2327, 2328, 2329, 2330, 2331, 2332, 2333, 2334, 2335, 2336, 2337, 2338, 2339, 2340, 2341, 2342, 2343, 2344, 2345, 2346, 2347, 2348, 2349, 2350, 2351, 2352, 2353, 2354, 2355, 2356, 2357, 2358, 2359, 2360, 2361, 2362, 2363, 2364, 2365, 2366, 2367, 2368, 2369, 2370, 2371, 2372, 2373, 2374, 2375, 2376, 2377, 2378, 2379, 2380, 2381, 2382, 2383, 2384, 2385, 2386, 2387, 2388, 2389, 2390, 2391, 2392, 2393, 2394, 2395, 2396, 2397, 2398, 2399, 2400, 2401, 2402, 2403, 2404, 2405, 2406, 2407, 2408, 2409, 2410, 2411, 2412, 2413, 2414, 2415, 2416, 2417, 2418, 2419, 2420, 2421, 2422, 2423, 2424, 2425, 2426, 2427, 2428, 2429, 2430, 2431, 2432, 2433, 2434, 2435, 2436, 2437, 2438, 2439, 2440, 2441, 2442, 2443, 2444, 2445, 2446, 2447, 2448, 2449, 2450, 2451, 2452, 2453, 2454, 2455, 2456, 2457, 2458, 2459, 2460, 2461, 2462, 2463, 2464, 2465, 2466, 2467, 2468, 2469, 2470, 2471, 2472, 2473, 2474, 2475, 2476, 2477, 2478, 2479, 2480, 2481, 2482, 2483, 2484, 2485, 2486, 2487, 2488, 2489, 2490, 2491, 2492, 2493, 2494, 2495, 2496, 2497, 2498, 2499, 2500, 2501, 2502, 2503, 2504, 2505, 2506, 2507, 2508, 2509, 2510, 2511, 2512, 2513, 2514, 2515, 2516, 2517, 2518, 2519, 2520, 2521, 2522, 2523, 2524, 2525, 2526, 2527, 2528, 2529, 2530, 2531, 2532, 2533, 2534, 2535, 2536, 2537, 2538, 2539, 2540, 2541, 2542, 2543, 2544, 2545, 2546, 2547, 2548, 2549, 2550, 2551, 2552, 2553, 2554, 2555, 2556, 2557, 2558, 2559, 2560, 2561, 2562, 2563, 2564, 2565, 2566, 2567, 2568, 2569, 2570, 2571, 2572, 2573, 2574, 2575, 2576, 2577, 2578, 2579, 2580, 2581, 2582, 2583, 2584, 2585, 2586, 2587, 2588, 2589, 2590, 2591, 2592, 2593, 2594, 2595, 2596, 2597, 2598, 2599, 2600, 2601, 2602, 2603, 2604, 2605, 2606, 2607, 2608, 2609, 2610, 2611, 2612, 2613, 2614, 2615, 2616, 2617, 2618, 2619, 2620, 2621, 2622, 2623, 2624, 2625, 2626, 2627, 2628, 2629, 2630, 2631, 2632, 2633, 2634, 2635, 2636, 2637, 2638, 2639, 2640, 2641, 2642, 2643, 2644, 2645, 2646, 2647, 2648, 2649, 2650, 2651, 2652, 2653, 2654, 2655, 2656, 2657, 2658, 2659, 2660, 2661, 2662, 2663, 2664, 2665, 2666, 2667, 2668, 2669, 2670, 2671, 2672, 2673, 2674, 2675, 2676, 2677, 2678, 26

DOI: 10.1002/for

8.6 本指南所提舉人之申報標準, 合與或不合與國家安全之利益或公眾利益, 以有關人士之下述地址作判斷標準。此地址為報方的通訊地址。 (此地址與地址及永久地址無關)

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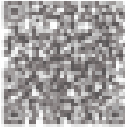
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一些被控的官员说，国家官员每年都要收到贿赂之利，而国家官员说，国家每年都要收到贿赂之利，国家每年都要收到贿赂之利，国家每年都要收到贿赂之利。

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		营业执照 (副本)		编号 3201142000202304030038 	
统一社会信用代码 91320000347841542E (1/0)		注册资本 1000万元整		登记机关 	
名称 江苏嘉德房地产评估咨询有限公司		成立日期 1995年03月13日		住所 南京市长江路188号德基大厦908B室	
类型 有限责任公司(自然人投资或控股)		法定代表人 曹越伟		经营范围 房地产评估、土地评估、咨询服务及房地产经纪代理、土地 登记代理、社会稳定风险评估、工程造价、不动产测绘、(地 产经纪、房产销售)、资产评估、工程造价、(依法须经批准的项目，经相关部门批准后方可开展经营活动)	
统一社会信用代码公示系统网址: http://www.gsxt.gov.cn		市场主体应当于每年1月1日至6月30日通过 国家企业信用信息公示系统报送公示年度报告。		国家市场监督管理总局监制	

中华人民共和国	
房地产估价机构备案证书	
REGISTRATION CERTIFICATE FOR REAL ESTATE APPRAISAL COMPANY IN THE PEOPLE'S REPUBLIC OF CHINA	
机 构 名 称:	江苏信房地产评估咨询有限公司
法 定 代 表 人:	曹知群
(执行事务合伙人)	
住 所:	南京市长江路188号德星大厦9楼D座
统一社会信用代码:	91320000134784154E
备 案 等 级:	壹级
证 书 编 号:	苏建房估备(壹)南京 000008
有 效 期 限:	2016年10月08日至 2025年11月10日
	
	
发证机关: 江苏省住房和城乡建设厅	
2025 年 10 月 10 日	

本证书由中华人民共和国住房和城乡建设部统一监制。

本证书合法持有人有权在全国范围内使用注册房地产估价师名称，执行业务，有权在房地产估价报告上签字。

This certificate is uniformly printed and supervised by the Ministry of Housing and Urban-Rural Development of the People's Republic of China.

The bearer of this certificate is entitled to use the designation of Registered Real Estate Appraiser to proceed real estate appraisal practices and to sign on real estate appraisal reports on a nationwide scale.



No. 00326951



姓名 / Full name
吴伶俐

性别 / Sex
女

身份证号码 / ID No.
32068219820607248X

注册号 / Registration No.
3220120173

执业机构 / Employer
江苏苏科房地产评估咨询有限公司
南通中心分公司

有效期至 / Date of expiry
2027-11-21

持证人签名 / Bearer's signature

APPENDIX F – VALUATION REPORTS

本证书由中华人民共和国住房和城乡建设部统一监制。 本证书合法持有人有权在全国范围内使用注册房地产估价师名称，执行房地产估价业务，有权在房地产估价报告上签字。 This certificate is uniformly printed and supervised by the Ministry of Housing and Urban-Rural Development of the People's Republic of China. The bearer of this certificate is entitled to use the designation of "Registered Real Estate Appraiser" to perform real estate appraisal practices and to sign on real estate appraisal reports on a nationwide scale.			
姓名 / Full name 王 磊		身份证件号码 / ID No. 340526198511152019	
性别 / Sex 男		注册号 / Registration No. 32200100071	
执业机构 / Employer 江苏协信地产评估有限公司 （南通分公司）		有效期至 / Date of expiry 2026-06-30	
持证人签名 / Bearer's signature			



发证机关

No. 00270527

Real Estate Appraisal Report

Appraisal Report No.: Su Xin Real Estate Appraisal (Nantong) Due:

[1025] No.030158

Appraisal Project: Market Value Appraisal of the Industrial Real

Estate South of Zipeng Road in the Hefei

Economic and Technological Development Zone,

owned by Hefei Damsun Packaging Co., Ltd.

Client: TAT SENG PACKAGING GROUP LTD.

Appraisal Agency: Jiangsu SuXin Real Estate Appraisal &

Consulting Co., Ltd.

Certified Real Estate Appraisers:

Gu Jinhua (Registration No. 3220130085)

Wu Lingli (Registration No. 3220120173)

Report Date: July 29, 2025



APPENDIX F – VALUATION REPORTS

Letter to the Appraisal Client

To: TAT SENG PACKAGING GROUP LTD.

We have accepted your commission to conduct a market value appraisal of the industrial real estate owned by Hefei Daxuan Packaging Co., Ltd., located south of Ziqiang Road in the Hefei Economic and Technological Development Zone.

Location: South of Ziqiang Road, Hefei Economic and Technological Development Zone

Property Type (Use): Industrial Real Estate

Scope of Appraisal: The subject property includes a total gross floor area of 11,241,98m² and a land use right area of 33,800,00m². It includes built-in utility systems such as water and electricity, as well as interior decoration, but excludes other assets or rights such as structures, trees, movable properties, claims and debts, or franchise rights.

Ownership: The property is owned by Hefei Daxuan Packaging Co., Ltd. The certificate numbers are Real Estate Ownership Certificate No. 071131 (Code: 房地权证产字第 (071131 号)), and State-Owned Land Use Certificate No. 120 (2005) (Code: 合国用 (2005) 第 120 号). The land is granted state-owned construction land designated for industrial use.

Purpose of Appraisal:

For the purpose of a possible redundancy claim effort.

Valuation Date: July 15, 2024

Value Type: Market value.

Valuation Method: Cost Approach

Based on the materials provided by your company and in accordance with the national standards GB/T 35291-2015 "Specifications for Real Estate Appraisal" (《房地产估价规范》) and GB/T 50899-2013 "Basic Terminology

APPENDIX F – VALUATION REPORTS

Standards for Real Estate Appraisal” (《房地产估价基本业务标准》), as well as relevant laws and regulations, our certified real estate appraisers have conducted this appraisal independently, objectively, fairly, and legally. Following appropriate appraisal procedures and applying the cost approach as the fundamental method, combined with professional experience and an analysis of factors affecting real estate value, we hereby determine:

As of the appraisal date of July 13, 2023, the market value of the subject property, under the assumptions and limitations stated herein, is: RMB52,832,000 (¥52,832,000), That is: Fifty-two Million Eight Hundred Thirty-Two Thousand Yuan (RMB).

Summary Table of Real Estate Appraisal Results

Type	Building/Land Parcel No.	Area (sq)	Appraised Unit Price (RMB/sq)	Total Value (Ten Thousand RMB)
Building	1	11,243.88	1,187.96	1,335.74
Land	1	33,866.00	144	1,947.02
Total	-	-	-	3,282.76

Notes:

To fully understand the subject property and related analysis and professional opinions, we recommend reading the complete appraisal report.

Jiangsu Sunin Real Estate Appraisal & Consulting Co., Ltd.



Handwritten signature of the appraiser.

APPENDIX F – VALUATION REPORTS

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Certified Real Estate Appraiser Declaration

Based on our professional knowledge and ethics, we hereby solemnly declare:

1. The facts stated in this appraisal report are true and accurate, without false records, misleading statements or material omissions.

2. The analysis, opinions and conclusions in this appraisal report are our independent, objective and impartial professional analysis, opinions and conclusions, but subject to the assumptions and restrictions stated in this appraisal report.

3. We have no actual or potential interest in the appraisal object in this report, have no interest in the appraisal client and the interested parties of the appraisal, and have no prejudice against the appraisal object, the appraisal client and the interested parties of the appraisal.

4. We analyze the real estate appraisal report in accordance with the National Standard of the People's Republic of China "Real Estate Appraisal Code", "Basic Terminology Standard for Real Estate Appraisal" and special standards for real estate appraisal corresponding to the appraisal purpose, and form opinions and conclusions.

5. The registered real estate appraiser participating in this appraisal project promises to keep the trade secrets, strictly abide by the professional ethics and codes of conduct for real estate appraisal, have professional competence, and do a good job in appraisal diligently and responsibly.

Valuation Assumptions and Constraints

The analysis, opinion and conclusion in this valuation report are our own impartial professional analysis, opinion and conclusion, subject to the assumptions and limitations stated below and in this valuation report.

I. General Assumptions

1. This report is based on the following assumptions: the real estate ownership certificates and other materials provided by the client are authentic, legal, and valid, the subject property has no judicial or administrative restrictions such as seizure that would prohibit transfer or mortgage; there are no disputes regarding property rights; and all legal transfer conditions are met. Specifically, the valuation assumes that the subject property possesses legitimate ownership rights, is legally used, and can be freely transferred or mortgaged in the open market. The valuation result reflects the market value of the subject property at the valuation date, where "market value" refers to the average transaction price of a specific real estate in the market:

a. *Appropriate marketing*, that is, the object of valuation has been displayed in the market in an appropriate way. The display time may vary with the market conditions, but it is enough to attract the attention of a certain number of potential buyers;

b. *Familiarity with the situation*, that is, both the buyer and the seller understand the object of appraisal and are familiar with the market conditions, so that the buyer does not blindly buy and the seller does not blindly sell;

c. *Caution*, that is, both the buyer and the seller are calm, rational and cautious, without emotion;

d. *No compulsion*, that is, both the buyer and the seller are engaged in the transaction of the subject matter of appraisal out of their own words. The buyer is not in a hurry to buy (it is not necessary to buy), and the seller is not in a hurry to sell (it is not necessary to sell). At the same time, the buyer is not forced to buy the subject matter of appraisal from a specific seller, and the seller is not

APPENDIX F – VALUATION REPORTS

fitting to sell the subject matter of appraisal to a specific buyer;

c. Fair transaction, that is, both the buyer and the seller are engaged in the transaction of the appraisal object for their own interests, without any special or special relationship such as between relatives and friends, between parent and subsidiary companies, or between owners and tenants, and it is not a related party transaction.

2. On the basis of the information and materials specified by the appraisal client, the appraisal object shall define the scope and space of the property without omission or fabrication. If there is any discrepancy in the authenticity of the information provided by the client, the appraisal agency and the real estate appraiser shall not bear relevant responsibilities.

3. This report is based on the assumption that the building's construction quality meets safety standards and can be sustainably used over the long term. Our on-site inspection of the appraisal object focuses solely on its external appearance and operational status. For concealed, unexposed, or inaccessible areas, we conduct evaluations based on materials provided by the client. Unless otherwise agreed, we do not assume responsibility for investigating the structural quality of the building.

4. This appraisal does not make measurement and experiment on the building foundation and structure of the appraisal object, and this appraisal assumes that there are no major quality problems in the foundation and structure.

5. The appraisal object shall enjoy the right of passage to the common parts and the right of use to the common facilities such as water and electricity.

II. Assumptions about Unassumed Matters

There is no unassumed matter in this evaluation.

III. Deviation from Factual Assumptions

This assessment is consistent with the factual assumptions.

IV. Inconsistent Assumptions

The on-site investigation for this appraisal was conducted on July 28, 2023.

APPENDIX F – VALUATION REPORTS

and completed on the same day. As the investigation date differs from the valuation date of July 15, 2025, it is insured that there were no changes to the subject property during this period.

A. Restrictions

1. This appraisal report is provided to the Appraiser for use according to the appraisal purpose and shall not be used for other purposes. If the appraisal purpose and conditions of use are changed, necessary adjustments or even re-appraisal shall be made after consulting with the Company.

2. After the valuation date, if the quality and price standards of the appraisal object change during the validity period of the appraisal report and have a significant impact on the value of the appraisal object, the appraisal conclusion shall not be directly used.

3. This appraisal report is only for the client to use for the agreed appraisal purpose and review by industry associations and administrative departments. Without the written consent of the appraisal agency, all or part of this appraisal report and any reference materials are not allowed to be quoted in any publicly published documents, notices or statements, nor shall they be publicly published in any other way.

4. This valuation report shall remain valid for one year from the date of submission. If used after the expiration date, date adjustments or re-evaluations must be made. Any misuse beyond the validity period shall result in liability for the user. If used within the valid period, the issuing institution shall bear responsibility, except in cases of improper use by the user.

5. The results of this appraisal report include the value of state-owned land use right, as well as the value of water, electricity and all related auxiliary facilities that are integral to the real estate and meet its functional use.

6. This appraisal report shall be signed by the real estate appraiser and affixed with the official seal of the appraisal agency, and shall be valid as a whole, and the copy is invalid.

7. The valuation results of this report are only for the purpose of valuation

APPENDIX F – VALUATION REPORTS

set forth in this report, that is, to provide objective and fair value reference for the real estate involved in the equity acquisition of the client, and shall not be used for other purposes, otherwise the valuation results of this report shall be invalid,

Real estate appraisal results report

Su Xin Real Estate Appraisal (Nantong) Doc. [2025] No.030158

I. Client

Name: TAT SENG PACKAGING GROUP LTD.

II. Real Estate Appraisal Agencies

Name: Jiangsu Suxin Real Estate Appraisal & Consulting Co., Ltd.

Address: 2nd Floor, Building T4, Nanjing Ali Center, No.8 Yongchu Road,
Jianye District, Nanjing

Qualification level: Level 1

Certificate number: Su Jian Fang Gu Bei (I) Nanjing 00008

Legal representative: Cao Canwei

Contact: Qu Dongyan

Contact number: 13962808917

III. Purpose of Appraisal

For the purpose of a possible mandatory chain offer

IV. Valuation Object

(I) the scope of property subject to valuation

The scope of the appraisal object is the real estate located south of Zhipeng Road in Hefei Economic and Technological Development Zone, with a building area of 11243.98m² and a land use right area of 35800.00m². It includes built-in utility systems such as water and electricity for normal use of the factory building, decoration and renovation, but does not include other property or rights such as trees, movable property, creditor's rights and debts, franchise rights and other property or rights.

(II) Basic information of the appraisal object

(1) Property right registration status of the appraisal object

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[illegible][illegible]

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(2) Status of other rights

At the valuation date, there is no mortgage right or lease right on the object of appraisal.

(3) Basic land conditions

1. Location: South of Zipeng Road, east of Fochang Road;
2. Plot number: 3-15-5-4 3-15-5-5;
3. Land type (use): Industrial;
4. Type of use right: Transfer;
5. Termination date: August, 2053;
6. Right type: State-owned construction land use right;
7. Area of use right: registered 3500.00m², valued area 3500.00m²;
8. Land shape: minority: regular;
9. Boundaries: North is Zipeng Road, south is Hefei Daxuan Packaging Co., Ltd., west is Fochang Road, east is Hefei Daxuan Packaging Co., Ltd.;
10. The degree of infrastructure completion in the site: The site has completed the "six connections" such as access to roads, water supply, drainage,

1. Topography: The terrain is relatively flat and undulating;
2. Foundation: the foundation of the site is good with large bearing capacity;
3. Geological and hydrological conditions: The foundation is relatively good, the bearing capacity is large, and only simple foundation treatment is needed in general industrial building construction, and the geological and hydrological conditions are relatively good.

The estimated object is located in the south of Zhigong Road, Hefei Economic and Technological Development Zone, and the building is owned by Hefei Deyuan Packaging Co., Ltd. The buildings in the site are arranged in an orderly manner. According to the on-site survey by the registered appraiser, the total floor area of the estimated object is 11343.98m², and the specific conditions are shown in the following table:

Building number	Structure	Location of house in the building	Shape of house	Building level (ft)	Building type	Remarks
11	Small and medium rooms combined	0	Lat	10-12m	Small building	Traditional building without a staircase high with one end narrow and roof almost flat but covered with palm-leaf thatched walls, arranged along flat and roof edge (photo). The walls are of stone, with a large window (20' x 10'). The entrance and staircase entrance are on the left side facing the flat side of the roof, arranged side by side and there were no door but by lifting and lower down, the door was closed, and the door was closed.

Abstract

4.1. Value Types

VII. Valuation Principles

principle, valuation date principle and substitution principle.

1. The principle of independence, objectivity and impartiality

The principle requires that the evaluation be made in a neutral position, and that the value or price be assessed in a realistic, fair and honest manner that is fair and reasonable to all parties concerned.

2. Principle of legality

The principle that the appraisal result is the value or price of the appraisal object determined according to law.

3. Valuation date principle

The principle that the appraisal result is the value or price at a specific time determined according to the purpose of the appraisal.

4. Principle of substitution

The principle that the value of the appraisal result and the price deviation of the similar real estate under the same conditions should be within a reasonable range.

5. The principle of best use

The principle requires that the appraisal result is the value or price of the object under the highest and best use. The so-called highest and best use refers to the reasonable and possible use of real estate which is legally allowed, technically possible, financially feasible and maximizes the value, including the best use, scale and grade.

VIII. Basis of Valuation

(1) Relevant laws, regulations and departmental rules on which the appraisal is based

1. Civil Code of the People's Republic of China;

2. Urban Real Estate Administration Law of the People's Republic of China;

3. Regulations on the Transfer of Urban Real Estate;

4. Notice on the Release and Implementation of the Minimum Price Standards for The Transfer of Industrial Land Nationwide.

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(2) The technical regulations adopted in this appraisal:

1. National standard GB/T50291-2015 "Real Estate Valuation Code" of the People's Republic of China;

2. National standard GB/T50896-2013 "Basic Terminology Standard for Real Estate Appraisal" of the People's Republic of China.

(3) relevant information provided by the client:

1. Copy of the Real Estate Ownership Certificate;

2. Copy of State-owned Land Use Certificate.

(4) relevant information collected and mastered by the appraisal agency and the registered real estate appraiser:

1. Basic information about the natural conditions, social and economic conditions, administrative division and population of the location of the appraisal object;

2. Reproduction of information about the ownership and current use of the appraisal object collected by the real estate appraiser during on-site inspection and investigation;

3. Anhui Province Construction Project Bill of Materials Pricing Code;

4. Anhui Provincial Engineering Budget Quota Unit Price Estimation Table.

IX. Valuation Method

1. Selection of valuation methods

1.1 Evaluation ideas

Generally speaking, when determining real estate value, the primary valuation methods include the income approach, comparison approach, hypothetical development method, and cost approach. These different methods reflect the value level of real estate under specific rights conditions and at a given time point from various perspectives. However, each method has distinct application conditions, characteristics, and data requirements. The appropriate valuation method should be selected based on specific valuation objectives, property objects, market conditions, and other factors.

1.2 Method selection basis

1.2.1 Reasons for not using the following methods:

(1) Since the appraisal object is industrial use (non-standard factory buildings) real estate in use, and the similar industrial real estate in the area is mainly for self-use with few sales cases, especially non-standard factory buildings have poor comparability, so it is not suitable to use the comparison method for evaluation.

(2) The valuation subject is industrial real estate located in an area predominantly occupied by self-used properties. The public leasing market remains underdeveloped, with only a limited number of standardized factory buildings available for rent. Moreover, it is challenging to accurately differentiate the economic benefits generated by factory buildings and equipment within the subject property itself. This makes it difficult to separate the real estate's returns from the company's total income, rendering the income approach unsuitable for valuation.

(3) The appraisal object is a built real estate, and it is unlikely to be rebuilt or expanded in the short term. This appraisal takes the maintenance of the current use of the appraisal object as the premise, and there is no value for redevelopment and utilization, so it is not appropriate to use the hypothetical development method for evaluation.

1.2.2 Reasons for using the following methods:

(1) Cost method

Considering that the appraiser has a more comprehensive grasp of the cost composition of real estate development in Hubei, it is determined to use the cost method for evaluation.

Cost method technical route: the method of estimating the objective and reasonable price or value of the object to be valued at the time of value by obtaining the replacement price or reconstruction price of the object to be

APPENDIX F – VALUATION REPORTS

valued, deducting depreciation. That is, the technical route of real estate replacement price is:

Real estate value = land cost + construction cost + management cost + investment interest + sales cost + development profit + sales tax-deductible depreciation

X. Valuation Results

Based on the materials provided by your company, our registered real estate appraiser has conducted the following evaluation in accordance with national standards GB/T 30291-2013 "Real Estate Appraisal Standards" and GB/T 30899-2013 "Basic Terminology Standards for Real Estate Appraisal", along with relevant laws, regulations, and policy provisions. After thoroughly understanding and analyzing the actual conditions of the appraisal subject, we adhered to the principles of independence, objectivity, fairness, and legality. Following standard appraisal procedures, we selected the cost approach as the primary methodology. Through the appraiser's professional expertise and comprehensive analysis of factors influencing real estate value, we have determined:

Under the assumption that all assumptions and restrictions are met, the real estate value of the appraisal object on the value date of July 15, 2025 is RMB12,812,500 (¥12,812,500), that is, Thirty-Two Million Eight Hundred Thirty-Two Thousand Five Hundred RMB. See the summary table of real estate appraisal results for details.

XI. Certified Real Estate Appraisers

Name	Registration No.	Signature	Date of signature
Gu Jieun	3220130083		July 28, 2025
Wu Lingli	3220130173		July 29, 2025

XII. Field Survey Period

The field survey is completed on July 28, 2025.

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XIII. Valuation Period

From July 28, 2025 to July 29, 2025

XIV. Validity Period of the Report

One year (from July 29, 2025 to July 28, 2026)

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Appendices

- I. Copy of Real Estate Ownership Certificate
- II. Copy of State-Owned Land Use Certificate
- III. Photos of Current Use of the Property
- IV. Copy of Appraisal Agency's Business License
- V. Copy of Appraisal Agency's Filing Certificate
- VI. Copies of Appraisers' Certificates

APPENDIX F – VALUATION REPORTS

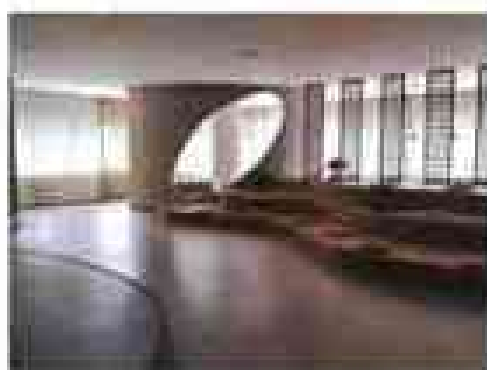
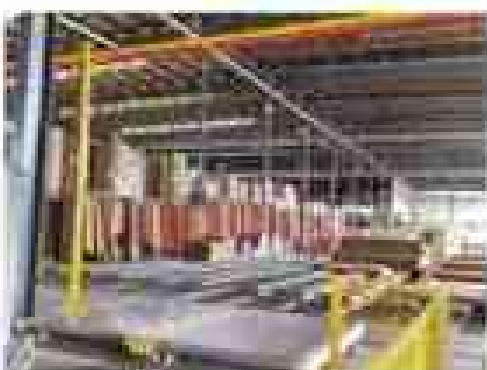
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佳伊汽車校利用照片





中华人民共和国
房地产估价机构备案证书

REGISTRATION CERTIFICATE FOR REAL ESTATE APPRAISAL COMPANY
IN THE PEOPLE'S REPUBLIC OF CHINA

机 构 名 称: 江苏恒盛地产评估有限公司

法 定 代 表 人: 董国良
(执行董事兼法定代表人)

住 所: 南京市江宁区秣陵街道金盛世家公寓楼

统一社会信用代码: 913200007461645444

备 案 等 级: 壹等

证 书 编 号: 苏房评备(壹)第00001号

有 效 期: 2018年11月01日至2023年11月01日




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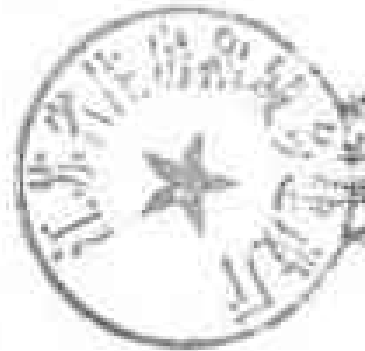
	姓名 / Full name 林建光	職 / Title 特約估價師	受聘估價師公會 / The Hong Kong Society of Professional Valuers (HKSPV)	註冊編號 / Registration No. 000000000	估價師 / Valuer 林建光 / Mr. Lam Kin Kwong	估價師公會 / The Hong Kong Society of Professional Valuers (HKSPV)	估價師公會 / The Hong Kong Society of Professional Valuers (HKSPV)	估價師公會 / The Hong Kong Society of Professional Valuers (HKSPV)	估價師公會 / The Hong Kong Society of Professional Valuers (HKSPV)
本估價師受委託人委託，就其委託之資產，根據《估價條例》及《估價師註冊條例》之規定，提供估價服務。本估價師在提供估價服務時，已盡力遵守《估價師專業操守守則》及《估價師註冊條例》之規定，並已盡力確保估價之準確性。本估價師之估價，僅供參考，並不構成任何法律責任。本估價師之估價，僅供參考，並不構成任何法律責任。本估價師之估價，僅供參考，並不構成任何法律責任。 This valuer has been appointed by the client to provide valuation services in accordance with the provisions of the Valuation Ordinance and the Valuers Registration Ordinance. The valuer has endeavored to comply with the provisions of the Valuers' Professional Conduct Rules and the Valuers Registration Ordinance, and has endeavored to ensure the accuracy of the valuation. The valuer's valuation is for reference only and does not constitute any legal liability. The valuer's valuation is for reference only and does not constitute any legal liability. The valuer's valuation is for reference only and does not constitute any legal liability.									
 日期 / Date 2017年12月19日									

APPENDIX F – VALUATION REPORTS

本证书由中华人民共和国住房和城乡建设部统一监制。

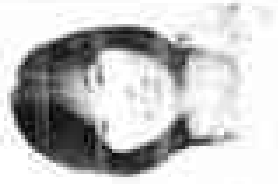
本证书合法持有人有权在全国范围内使用注册房地产估价师名称，执行房地产估价业务，有权在房地产估价报告上签字。

This certificate is uniformly issued and supervised by the Ministry of Housing and Urban-Rural Development of the People's Republic of China.
The bearer of this certificate is entitled to use the designation of Registered Real Estate Appraiser to provide real estate appraisal services and to sign on real estate appraisal reports on a reliable basis.



No. 00326951

姓名 / Full name
吴蔚



性别 / Sex
女

身份证号码 / ID No.
320902199109107248

注册号 / Registration No.
3209020171

执业机构 / Employer
江苏苏信房地产估价有限公司
苏信中心22楼

有效期至 / Date of expiry
2022-11-31

持证人签名 / Bearer's signature

Real Estate Appraisal Report

Appraisal Report No.: Su Xin Real Estate Appraisal (Nantong) Doc.

[2025] No.030159

Appraisal Project: Market value appraisal of Phase II

industrial real estate located in east of

Fazhang Road, Hefei Economic and

Technological Development Zone, owned

by Hefei Damsun Packaging Co., Ltd.

Client: TAT SENG PACKAGING GROUP LTD.

Appraisal Agency: Jiangsu Suxin Real Estate Appraisal &

Consulting Co., Ltd.

Certified Real Estate Appraisers:

Gu Jinnan (Registration No. 3120130085)

WuLingli (Registration No. 3120120173)

Report Date: July 29, 2025



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Letter to the Appraisal Client

To: TAI SENG PACKAGING GROUP LTD.

We are entrusted by your company to evaluate the market value of the second phase of industrial real estate located in Foshang Road, Hefei Economic and Technological Development Zone, which belongs to Hefei Damsun Packaging Co., Ltd.

Location: East of Foshang Road, Hefei Economic and Technological Development Zone

Property type (use): Industrial Real Estate

Scope of valuation: The floor area of the property is 14565.61m², and the land use right area is 13600.00m². It includes the built-in utility systems such as water and electricity for normal use of the factory building, decoration and renovation, but does not include other property or rights and interests such as structures, trees, movable property, creditor's rights and debts, franchise rights, etc.

Ownership: The owner of the property is Hefei Damsun Packaging Co., Ltd. The certificate number is Real Estate Right No.414482 and HEDA State-Owned Land Use Right Certificate No. 041 [2012]. The land right type is state-owned construction land use right, the nature of the right is state-owned transferred land, and the purpose is industrial.

Purpose of Appraisal

For the purpose of a possible mandatory share offer

Valuation Date: July 15, 2023

Value Type: Market value

Valuation Method: Cost Approach

Based on the materials provided by your company and in accordance with the national standards GB/T 50291-2015 "Specifications for Real Estate Appraisal" (《房地产估价规范》) and GB/T 50999-2013 "Basic Terminology

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Standards for Real Estate Appraisal" (《房地产估价基本术语标准》), as well as relevant laws and regulations, our certified real estate appraisers have conducted this appraisal independently, objectively, fairly, and legally. Following appropriate appraisal procedures and applying the cost approach as the fundamental method, combined with professional experience and an analysis of factors affecting real estate value, we hereby determine:

As of the appraisal date of July 15, 2025 under all assumptions and restrictions, the total value of the subject property is RMB24,360,533.8 (Twenty-Four Million Three Hundred Eighty-Six Thousand).

Summary Table of Real Estate Appraisal Results

Type	Building/Land Parcel No.	Area (m ²)	Appraised Unit Price (RMB/m ²)	Total Value (Ten Thousand RMB)
Building	1	14,365.61	1,346.14	1,936.68
Land	1	13,699.00	573	777.91
Total	-	-	-	2,438.60

Notes:

To fully understand the subject property and related analysis and professional opinions, we recommend reading the complete appraisal report.

Jiangsu Suidi Real Estate Appraisal & Consulting Co., Ltd.



Representative:

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Certified Real Estate Appraiser Declaration

Based on our professional knowledge and ethics, we hereby solemnly declare:

1. The facts stated in this appraisal report are true and accurate, without false records, misleading statements or material omissions.

2. The analysis, opinions and conclusions in this appraisal report are our independent, objective and impartial professional analysis, opinions and conclusions, but subject to the assumptions and restrictions stated in this appraisal report.

3. We have no actual or potential interest in the appraisal object in this report, have no interest in the appraisal client and the interested parties of the appraisal, and have no prejudice against the appraisal object, the appraisal client and the interested parties of the appraisal.

4. We analyze the real estate appraisal report in accordance with the National Standard of the People's Republic of China "Real Estate Appraisal Code", "Basic Terminology Standard for Real Estate Appraisal" and special standards for real estate appraisal corresponding to the appraisal purpose, and form opinions and conclusions.

5. The registered real estate appraiser participating in this appraisal project promises to keep the trade secrets, strictly abide by the professional ethics and codes of conduct for real estate appraisal, have professional competence, and do a good job in appraisal diligently and responsibly.

Valuation Assumptions and Constraints

The analysis, opinion and conclusion in this valuation report are our own impartial professional analysis, opinion and conclusion, subject to the assumptions and limitations stated below and in this valuation report.

I. General Assumptions

1. This report is based on the following assumptions: the real estate ownership certificates and other materials provided by the client are authentic, legal and valid; the subject property has no judicial or administrative restrictions such as seizure that would prohibit transfer or mortgage; there are no disputes regarding property rights, and all legal transfer conditions are met. Specifically, the valuation assumes that the subject property possesses legitimate ownership rights, is legally used, and can be freely transferred or mortgaged in the open market. The valuation result reflects the market value of the subject property at the valuation date, where "market value" refers to the average transaction price of a specific real estate in the market:

a. Appropriate marketing, that is, the object of valuation has been displayed in the market in an appropriate way. The display time may vary with the market conditions, but it is enough to attract the attention of a certain number of potential buyers.

b. Familiarity with the situation, that is, both the buyer and the seller understand the object of appraisal and are familiar with the market conditions, so that the buyer does not blindly buy and the seller does not blindly sell.

c. Calmness, that is, both the buyer and the seller are calm, rational and cautious, without emotion;

d. No compulsion, that is, both the buyer and the seller are engaged in the transaction of the subject matter of appraisal out of their own needs. The buyer is not in a hurry to buy (it is not necessary to buy), and the seller is not in a hurry to sell (it is not necessary to sell). At the same time, the buyer is not forced to buy the subject matter of appraisal from a specific seller, and the

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seller is not limited to sell the subject matter of appraisal to a specific buyer:

a. Fair transaction, that is, both the buyer and the seller are engaged in the transaction of the appraisal object for their own interests, without any special or special relationship such as between relatives and friends, between parent and subsidiary companies, or between owners and tenants, and it is not a related party transaction.

2. On the basis of the information and materials specified by the appraisal client, the appraisal object shall define the scope and space of the property without omission or fabrication. If there is any discrepancy in the authenticity of the information provided by the client, the appraisal agency and the real estate appraiser shall not bear relevant responsibilities.

3. This report is based on the assumption that the building's construction quality meets safety standards and can be sustainably used over the long term. Our on-site inspection of the appraisal object focuses solely on its exterior appearance and operational status. For concealed, unexposed, or inaccessible areas, we conduct evaluations based on materials provided by the client. Unless otherwise agreed, we do not assume responsibility for investigating the structural quality of the building.

4. This appraisal does not make measurement and experiment on the building insulation and structure of the appraisal object, and this appraisal assumes that there are no major quality problems in the foundation and structure.

5. The appraisal object shall enjoy the right of passage to the common parts and the right of use to the common facilities such as water and electricity.

II. Assumptions about Unassumed Matters

There is no uninvited matter in this evaluation.

III. Deviation from Factual Assumptions

This assessment is consistent with the factual assumptions.

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IV. Inconsistent Assumptions

The date of the on-site survey of this evaluation is July 28, 2025, and the on-site survey is completed on the same day, which is inconsistent with the value time point of July 15, 2025. There is no change in the appraisal object during the period of this evaluation.

V. Restrictions

1. This appraisal report is provided to the Appraiser for use according to the appraisal purpose and shall not be used for other purposes. If the appraisal purpose and conditions of use are changed, necessary adjustments or even re-appraisal shall be made after consulting with the Company.

2. After the valuation date, if the quality and price standard of the appraisal object changes during the validity period of the appraisal report and has a significant impact on the value of the appraisal object, the appraisal conclusion shall not be directly used.

3. This appraisal report is only for the appraiser's use in accordance with the agreed appraisal purpose and for the review by industry associations and administrative departments. Without the written consent of the Appraisal Institution, all or part of this appraisal report and any reference materials are not allowed to be quoted in any publicly published documents, notices or statements, nor shall they be publicly published in any other way.

4. This valuation report shall remain valid for one year from the date of submission. If used after the expiration date, due adjustments or re-evaluations must be made. Any misuse beyond the validity period of the valuation report will result in liability on the part of the user. The issuing institution shall bear responsibility for using this report within its validity period, except in cases of improper use by the user.

5. The results of this appraisal report include the value of state-owned land use rights, as well as the value of water, electricity and all related auxiliary facilities that are integral to the real estate and meet its functional

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requirements.

6. This appraisal report shall be signed by the real estate appraiser and affixed with the official seal of the appraisal agency, and shall be valid as a whole, and the copy is invalid.

7. The valuation results of this report are only for the purpose of valuation set forth in this report, that is, to provide an objective and fair reference value for the real estate involved in the equity acquisition of the client, and shall not be used for other purposes, otherwise the valuation results of this report shall be invalid.

Real estate appraisal results report

Su Xin Real Estate Appraisal (Nantong) Doc. [2025] No.030159

I. Client

Name: TAT SENG PACKAGING GROUP LTD.

II. Real Estate Appraisal Agencies

Name: Jiangsu Suxin Real Estate Appraisal & Consulting Co., Ltd.

Address: 2nd Floor, Building T4, Nanjing Ali Center, No.8 Yongchu Road, Jianye District, Nanjing

Qualification level: Level 1

Certificate number: Su Jian Fang Gu Bei (I) Nanjing 00008

Legal representative: Cao Canwei

Contact: Qu Dongyan

Contact number: 13962808917

III. Purpose of Appraisal

For the purpose of a possible mandatory chain offer

IV. Valuation Object

(I) the scope of property subject to valuation

The scope of the appraisal object is the second-phase real estate located east of Fozhang Road in Hefei Economic and Technological Development Zone, with a building area of 14565.61m² and a land use right area of 13600.00m². It includes built-in utility systems such as water and electricity for normal use of the factory building, decoration and renovation, but does not include other property or rights and interests such as trees, movable property, creditor's rights and debts, and franchise rights.

(II) Basic information of the appraisal object

(1) Property right registration status of the appraisal object

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(2) Status of other rights

At the value point, there is no mortgage right or lease right on the object of appraisal.

(3) Basic land conditions

1. Location: East of Fuchang Road, Economic Zone;
2. Land number: S-00201;
3. Figure number: 13.5-21.5;
4. Land type (use): Industrial;
5. Type of use right: transfer;
6. Termination date: December 8, 2056;
7. Right type: state-owned construction land use right.

APPENDIX F – VALUATION REPORTS

8. Area of acreage: registered 13600.00m², valued area 13600.00m²;

9. Shape of the site: relatively regular;

10. Boundaries: North to Hefei Danson Packaging Co., Ltd., south to Hefei Weier Fuel System Co., Ltd., west to Fochang Road, east to Hefei Ohai Instrument Co., Ltd.;

11. The degree of infrastructure completion in the site: the development level of "six connections" such as access to roads, water supply, drainage, electricity, communication and gas, and "one flat" of the site;

12. Topography: The terrain is relatively flat and undulating;

13. Foundation: the foundation of the site is good, with large bearing capacity;

14. Geological and hydrological conditions: The foundation is relatively good, the bearing capacity is large, and only simple foundation treatment is needed in general industrial building construction, and the geological and hydrological conditions are relatively good.

(4) Basic conditions of the building

The estimated object is located in the east of Fochang Road, Hefei Economic and Technological Development Zone, and the building is owned by Hefei Danson Packaging Co., Ltd. The buildings in the site are arranged in an orderly manner. According to the on-site survey by the registered appraiser, the total floor area of the estimated object is 14565.61m², and the specific conditions are shown in the following table:

Building number	Structure	Number of floors of the building	Number of floors	Building area (m ²)	Building use	Physical situation
1	steel structure	2	2	14565.61	Factory building	The factory building is about 11.5m before high, with white brick masonry wall, steel structure frame, steel frame roof, steel panels, aluminum alloy window, ceiling, glass curtain wall, and steel roof.

An on-site investigation estimated that the subject property, including built-in utility systems such as water, electricity and telecommunication, was built in 2005, was well-maintained.

V. Valuation date

July 15, 2025

VI. Value Types

Market value.

VII. Valuation Principles

This appraisal complies with the principles of independence, objectivity, impartiality, legality and general principles such as the highest best use principle, value point principle and substitution principle.

1. The principle of independence, objectivity and impartiality

The principle requires that the evaluation be made in a neutral position, and that the value or price be assessed in a realistic, fair and honest manner that is fair and reasonable to all parties concerned.

2. Principle of legality

The principle that the appraisal result is the value or price of the appraisal object determined according to law.

3. Value point principle

The principle that the appraisal result is the value or price at a specific time determined according to the purpose of the appraisal.

4. Principle of substitution

The principle that the value of the appraisal result and the price deviation of the similar real estate under the same conditions should be within a reasonable range.

5. The principle of best use

The principle requires that the appraisal result is the value or price of the object under the highest and best use. The so-called highest and best use refers to the reasonable and possible use of real estate which is legally allowed, technically possible, financially feasible and maximizes the value, including the best use, scale and grade.

VIII. Basis of Valuation

(1) Relevant laws, regulations and departmental rules on which the

appraisal is based:

1. Civil Code of the People's Republic of China;
2. Urban Real Estate Administration Law of the People's Republic of China;

3. Regulations on the Transfer of Urban Real Estate;

4. Notice on the Release and Implementation of the Minimum Price Standards for The Transfer of Industrial Land Nationwide;

(2) The technical regulations adopted in this appraisal:

1. National standard GB/T50291-2013 "Real Estate Valuation Code" of the People's Republic of China;

2. National standard GB/T50899-2013 "Basic Terminology Standard for Real Estate Appraisal" of the People's Republic of China;

(3) relevant information provided by the client:

1. Copy of the Real Estate Ownership Certificate;
2. Copy of State-owned Land Use Certificate;

(4) relevant information collected and mastered by the appraisal agency and the registered real estate appraiser:

1. Basic information about the natural conditions, social and economic conditions, administrative divisions and population of the location of the appraisal object;

2. Registration of information about the ownership and current use of the appraisal object collected by the real estate appraiser during on-site inspection and investigation;

3. Anhui Province Construction Project Bill of Materials Pricing Code;

4. Anhui Provincial Engineering Budget Quota Unit Price Estimation Table;

IX. Valuation Method

1. Selection of valuation methods

- 1.1 Evaluation ideas

Generally speaking, when determining real estate value, the primary

APPENDIX F – VALUATION REPORTS

valuation methods include the income approach, comparison approach, hypothetical development method, and cost approach. These different methods reflect the value level of real estate under specific rights conditions and at a given time point from various perspectives. However, each method has distinct application conditions, characteristics, and data requirements. The appropriate valuation method should be selected based on specific valuation objectives, property objects, market conditions, and other factors.

1.2 Method selection basis

1.2.1 Reasons for not using the following methods:

(1) Since the appraisal object is industrial use (non-standard factory buildings) real estate in use, and the similar industrial real estate in the area is mainly for self-use with few sales cases, especially non-standard factory buildings have poor comparability, so it is not suitable to use the comparison method for evaluation.

(2) The valuation subject is industrial real estate located in an area predominantly occupied by self-used properties. The public leasing market remains underdeveloped, with only a limited number of standardized factory buildings available for rent. Moreover, it is challenging to accurately differentiate the economic benefits generated by factory buildings and equipment within the subject property itself. This makes it difficult to separate the real estate's returns from the company's total income, rendering the income approach unsuitable for valuation.

(3) The appraisal object is a built real estate, and it is unlikely to be rebuilt or expanded in the short term. This appraisal takes the maintenance of the current use of the appraisal object as the premise, and there is no value for redevelopment and utilization, so it is not appropriate to use the hypothetical development method for evaluation.

1.2.2 Reasons for using the following methods:

(1) Cost method

Considering that the appraiser has a more comprehensive grasp of the cost composition of real estate development in Hefei, it is determined to use the cost method for evaluation.

Cost method technical route: the method of estimating the objective and reasonable price or value of the object to be valued at the time of value by obtaining the replacement price or reconstruction price of the object to be valued, deducting depreciation. That is, the technical route of real estate replacement price is:

Real estate value = land cost + construction cost + management cost + investment interest + sales cost + development profit + sales tax-building depreciation

X. Valuation Results

Based on the materials provided by your company, our registered real estate appraiser has conducted the following evaluation in accordance with national standards GB/T 50291-2015 "Real Estate Appraisal Standards" and GB/T 50899-2013 "Basic Terminology Standards for Real Estate Appraisal", along with relevant laws, regulations, and policy provisions. After thoroughly understanding and analyzing the actual conditions of the appraisal subject, we adhered to the principles of independence, objectivity, fairness, and legality. Following standard appraisal procedures, we selected the cost approach as the primary methodology. Through the appraiser's professional expertise and comprehensive analysis of factors influencing real estate value, we have determined:

Under the conditions of the appraisal purposes and restrictions set met, the real estate value of the appraisal object on the value date of July 15, 2025 is RMB24,386,000 (CNY Twenty-Four Million Three Hundred Eighty-Six Thousand). See the appendix table 65 real estate appraisal results for details.



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XI. Certified Real Estate Appraisers

Name	Registration No.	Signature	Date of signature
Gu Jian	3220130085		July 29, 2025
Wu Lingli	3220120173		July 29, 2025

XII. Field Survey Period

The field survey is completed on July 28, 2025.

XIII. Valuation Period

From July 28, 2025 to July 29, 2025

XIV. Validity Period of the Report

One year (from July 29, 2025 to July 28, 2026).

Appendices

1. Copy of Real Estate Ownership Certificate
2. Copy of State-owned Land Use Certificate
3. Use photos to evaluate the current situation of the object
4. Copy of the business license of the entrusted appraisal party
5. Copy of the filing certificate of the entrusted appraisal party
6. Copy of the registered real estate appraiser qualification certificate for this evaluation

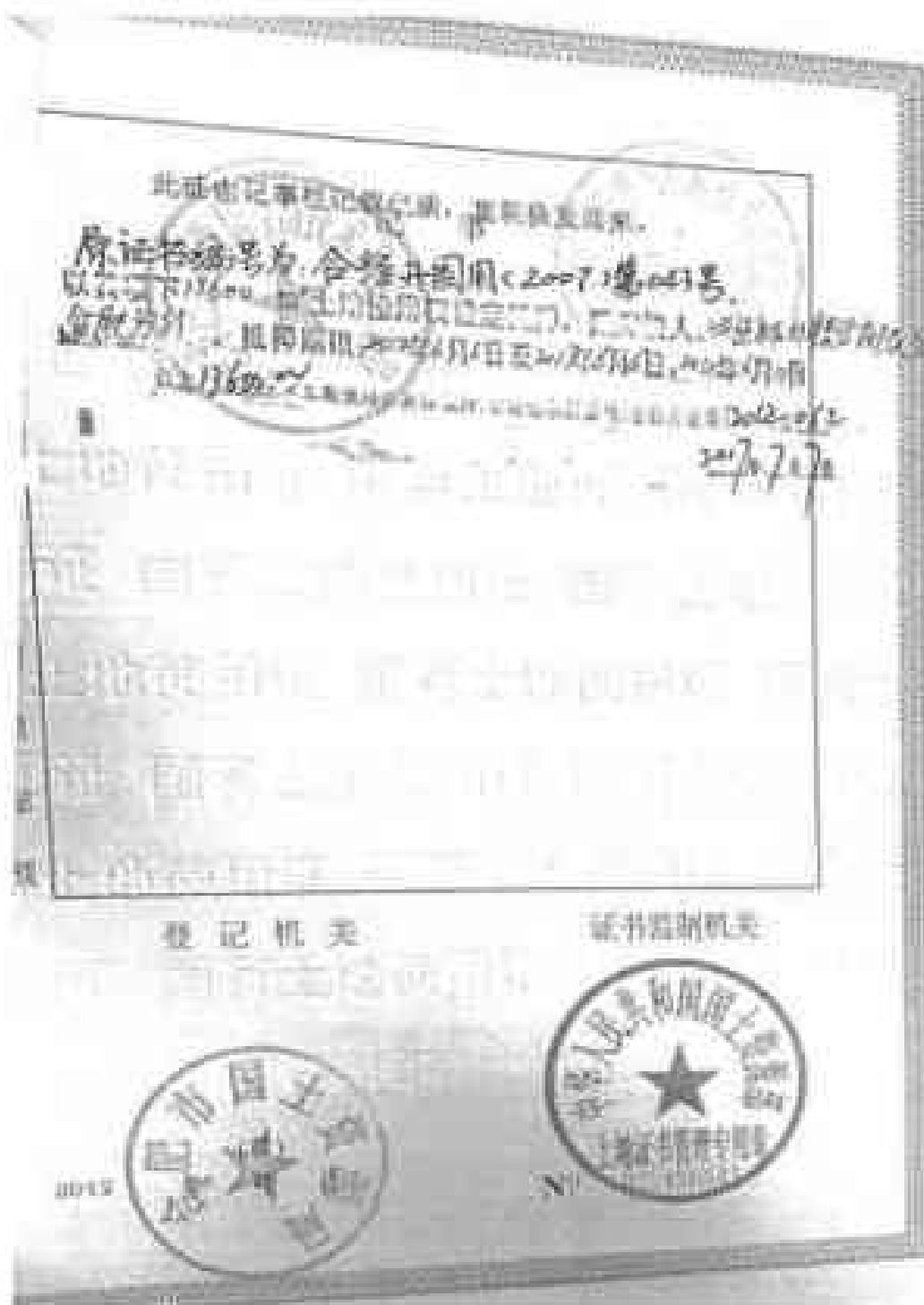
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APPENDIX F – VALUATION REPORTS



APPENDIX F – VALUATION REPORTS

估价对象现状材料照片



APPENDIX F – VALUATION REPORTS

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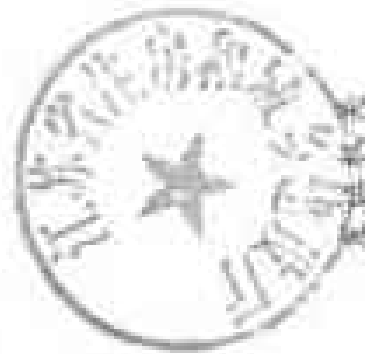
APPENDIX F – VALUATION REPORTS

本证书由中华人民共和国住房和城乡建设部统一监制。

上述符合法律规定的权利人有权在全国范围内使用这部房地产估价师名称，从事房地产估价业务。有权在房地产估价报告上署名。

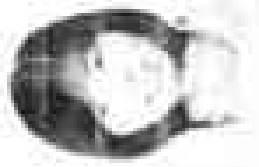
This certificate is uniformly awarded and supervised by the Ministry of Housing and Urban-Rural Development of the People's Republic of China.

The bearer of this certificate is entitled to use the designation of Registered Real Estate Appraiser to conduct real estate appraisal business and (where applicable) sign the internationally valid.



No. 00326951

姓 名 / Full name:
刘 利



性 别 / Sex:
男

身份证号码 / ID No.
320105197507072483

证 书 号 / Registration No.
00326951

执业机构 / Employer:
江苏润恒地产评估咨询有限公司

有效期限 / Term of expiry:
2023-11-23

持证人签名 / Appraiser's signature

Real Estate Appraisal Report

Appraisal Report No.: Su Xin Real Estate Appraisal (Nanfeng) Doc.

[2025] No.030163

Appraisal project: Market Value Appraisal of the Industrial

Real Estate 105 Zhipeng Road, Hefei

Economic and Technological Development

Zone, owned by Hefei Damsun Packaging Co.,

Ltd.

Client: TAT SENG PACKAGING GROUP LTD.

Appraisal Agency: Jiangsu Suxin Real Estate Appraisal &

Consulting Co., Ltd.

Certified Real Estate Appraisers:

Gao Jinnan (Registration No. 3220130085)

Wu Lingli (Registration No. 3220120173)

Report Date: July 19, 2025



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Letter to the Appraisal Client

To: TAT SENG PACKAGING GROUP LTD.

We have accepted your commission to conduct a market value appraisal of the industrial real estate owned by Hefei Daxun Packaging Co., Ltd., located at 105 Zhipeng Road, Hefei Economic and Technological Development Zone.

Location: No.105 Zhipeng Road, Hefei Economic and Technological Development Zone

Property Type (Use): Industrial Real Estate

Scope of Appraisal: The floor area of the property is 19495.34m², and the land use right area is 7647.64m². It includes built-in utility systems such as water and electricity for normal use of the factory building, decoration and renovation, but does not include other property or rights and interests such as structures, trees, movable property, creditor's rights and debts, franchise rights, etc.

Ownership: The property is owned by Hefei Daxun Packaging Co., Ltd. The certificate number is Wei (2024) Hefei Real Estate Right No.1118556. The land right type is state-owned construction land use right, the nature of the right is state-owned transferred land, and the purpose is industrial.

Purpose of appraisal:

For the purpose of a possible mandatory share offer

Valuation Date: July 15, 2025

Value Type: Market Value

Valuation Method: Cost Approach

Based on the materials provided by your company and in accordance with the national standards GB/T 32611-2015 "Specifications for Real Estate Appraisal" (《房地产估价规范》) and GB/T 32669-2013 "Basic Terminology Standards for Real Estate Appraisal" (《房地产估价基本术语标准》), as well as

APPENDIX F – VALUATION REPORTS

relevant laws and regulations, our certified real estate appraisers have conducted this appraisal independently, objectively, fairly, and legally. Following appropriate appraisal procedures and applying the cost approach as the fundamental method, combined with professional experience and an analysis of factors affecting real estate value, we hereby determine:

As of the appraisal date of July 15, 2025, the market value of the subject property under the assumptions and limitations stated herein, is: RMB15,425,900 (RMB Five-Three Million Six Hundred Sixty-Six Thousand Five Hundred).

Summary Table of Real Estate Appraisal Results

Type	Building Total Parcel No.	Area (m ²)	Appraised Unit Price (RMB/m ²)	Total Value (Ten Thousand RMB)
Building	1	19498.54	2700.62	5,285.91
Land	1	7647.64	558.00	425.74
Total	-	-	-	5,711.65

Notes:

To fully understand the subject property and related analysis and professional opinions, we recommend reading the complete appraisal report.

Jiangsu Suxin Real Estate Appraisal & Consulting Co., Ltd.

Representative: 


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Certified Real Estate Appraiser Declaration

Based on our professional knowledge and ethics, we hereby solemnly declare:

1. The facts stated in this appraisal report are true and accurate, without false records, misleading statements or material omissions.

2. The analysis, opinions and conclusions in this appraisal report are not independent, objective and impartial professional analysis, opinions and conclusions, but subject to the assumptions and restrictions stated in this appraisal report.

3. We have no actual or potential interest in the appraisal object in this report, have no interest in the appraisal client and the interested parties of the appraisal, and have no prejudice against the appraisal object, the appraisal client and the interested parties of the appraisal.

4. We analyze the real estate appraisal report in accordance with the National Standard of the People's Republic of China "Real Estate Appraisal Code", "Basic Terminology Standard for Real Estate Appraisal" and special standards for real estate appraisal corresponding to the appraisal purpose, and form opinions and conclusions.

5. The registered real estate appraiser participating in this appraisal project promises to keep the trade secrets, strictly abide by the professional ethics and codes of conduct for real estate appraisal, have professional competence, and do a good job in appraisal diligently and responsibly.

Valuation Assumptions and Constraints

The analysis, opinion and conclusion in this valuation report are our own impartial professional analysis, opinion and conclusion, subject to the assumptions and limitations stated below and in this valuation report.

I. General Assumptions

1. This report is based on the following assumptions: the real estate ownership certificates and other materials provided by the client are authentic, legal, and valid; the subject property has no judicial or administrative restrictions such as seizure that would prohibit transfer or mortgage; there are no disputes regarding property rights, and all legal transfer conditions are met. Specifically, the valuation assumes that the subject property possesses legitimate ownership rights, is legally used, and can be freely transferred or mortgaged in the open market. The valuation result reflects the market value of the subject property at the valuation date, where "market value" refers to the average transaction price of a specific real estate in the market.

a. *Appropriate marketing*, that is, the object of valuation has been displayed in the market in an appropriate way. The display time may vary with the market conditions, but it is enough to attract the attention of a certain number of potential buyers.

b. *Familiarity with the situation*, that is, both the buyer and the seller understand the object of appraisal and are familiar with the market conditions, so that the buyer does not blindly buy and the seller does not blindly sell.

c. *Caution*, that is, both the buyer and the seller are calm, rational and cautious, without emotion;

d. *No compulsion*, that is, both the buyer and the seller are engaged in the transaction of the subject matter of appraisal out of their own needs. The buyer is not in a hurry to buy (it is not necessary to buy), and the seller is not in a hurry to sell (it is not necessary to sell). At the same time, the buyer is not forced to buy the subject matter of appraisal from a specific seller, and the

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seller is not forced to sell the subject matter of appraisal to a specific buyer;

A. Fair transaction, that is, both the buyer and the seller are engaged in the transaction of the appraisal object for their own interests, without any special or special relationship such as between relatives and friends, between parent and subsidiary companies, or between issuers and tenants, and it is not a related party transaction.

2. On the basis of the information and materials specified by the appraisal client, the appraisal object shall define the scope and space of the property without omission or fabrication. If there is any discrepancy in the authenticity of the information provided by the client, the appraisal agency and the real estate appraiser shall not bear relevant responsibilities.

3. This report is based on the assumption that the building's construction quality meets safety standards and can be sustainably used over the long term. Our on-site inspection of the appraisal object focuses solely on its exterior appearance and operational status. For concealed, unexposed, or inaccessible areas, we conduct evaluations based on materials provided by the client. Unless otherwise agreed, we do not assume responsibility for investigating the structural quality of the building.

4. This appraisal does not make measurement and experiment on the building foundation and structure of the appraisal object, and this appraisal assumes that there are no major quality problems in the foundation and structure.

5. The appraisal object shall enjoy the right of passage to the common parts and the right of use to the common facilities such as water and electricity.

B. Assumptions about Unassumed Matters

There is no unassumed matter in this evaluation.

III. Deviation from Factual Assumptions

This assessment is consistent with the factual assumptions.

IV. Inconsistent Assumptions

The on-site investigation for this appraisal was conducted on July 28, 2025, and completed on the same day. As the investigation date differs from the valuation date of July 15, 2025, it is assumed that there were no changes to the subject property during this period.

V. Restrictions

1. This appraisal report is provided to the Appraiser for use according to the appraisal purpose and shall not be used for other purposes. If the appraisal purpose and conditions of use are changed, necessary adjustments or even re-appraisal shall be made after consulting with the Company.

2. After the valuation date, if the quality and price standard of the appraisal object changes during the validity period of the appraisal report and has a significant impact on the value of the appraisal object, the appraisal conclusion shall not be directly used.

3. This appraisal report is only for the appraiser's use in accordance with the agreed appraisal purpose and the review of industry associations and administrative departments. Without the written consent of the Appraisal Institution, all or part of this appraisal report and any reference materials are not allowed to be quoted in any publicly published documents, notices or statements, nor shall they be publicly published in any other way.

4. This valuation report shall remain valid for one year from the date of submission. If used after the expiration date, data adjustments or re-evaluations must be made. Any misuse beyond the validity period of the valuation report will result in liability on the part of the user. However, if the report is used within its valid period, the issuing institution shall bear the responsibility, except in cases of improper use by the user.

5. The results of this appraisal report include the value of state-owned land use right, as well as the value of water, electricity and all related auxiliary facilities that are integral to the real estate and meet its functional requirements.

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6. This appraisal report shall be signed by the real estate appraiser and affixed with the official seal of the appraisal agency, and shall be valid as a whole, and the copy is invalid.

7. The valuation results of this report are only for the purpose of valuation set forth in this report, that is, to provide objective and fair value reference for the real estate involved in the equity acquisition of the client, and shall not be used for other purposes, otherwise the valuation results of this report shall be invalid.

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Real estate appraisal results report

Su Xin Real Estate Appraisal (Nantong) Doc. [2025] No.030163

I. Client

Name: TAT SENG PACKAGING GROUP LTD.

II. Real Estate Appraisal Agencies

Name: Jiangsu Suxin Real Estate Appraisal & Consulting Co., Ltd.

Address: 2nd Floor, Building T4, Nanjing Ali Center, No.8 Yongchu Road, Jianye District, Nanjing

Qualification level: Level 1

Certificate number: Su Jian Fang Gu Bei (I) Nanjing 00008

Legal representative: Cao Canwei

Contact: Qu Dongyan

Contact number: 13962808917

III. Purpose of Appraisal

For the purpose of a possible mandatory chain offer

IV. Valuation Object

(I) the scope of property subject to valuation

The scope of the appraisal object is the real estate located at 105 Zhipeng Road, Hefei Economic and Technological Development Zone, with a building area of 19498.54m² and a land use right area of 7647.64m². It includes built-in utility systems such as water and electricity for normal use of the factory building, decoration and renovation, but does not include other property or rights and interests such as trees, movable property, creditor's rights and debts, franchise rights, etc.

(II) Basic information of the appraisal object

(1) Property right registration status of the appraisal object

[illegible]

At the valuation date, the object of appraisal has not been set up mortgage rate or lease rate.

1. Location: New factory building, No.105 Zhipeng Road, Economic development Zone.

3. Type of any right: insertive

5. Area: registered area 7647.6 km², valued area 7647.6 km².

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6. Terms of use: State-owned construction land use right from May 24, 2005 to May 23, 2055;

7. Land Shape: relatively regular;

8. Boundaries: North to Zipeng Road, south to Hefei Oval Instrument Co., Ltd., west to Hefei Damao Packaging Co., Ltd., east to Hefei Oval Instrument Co., Ltd.;

9. The completeness of infrastructure within the site: the development level of "six constructions" such as access to roads, water supply, drainage, electricity, communication and gas, and "one flat" of the site;

10. Topography: The terrain is relatively flat and undulating;

11. Foundation: the foundation of the site is good, with large bearing capacity;

12. Geological and hydrological conditions: The foundation is relatively good, the bearing capacity is large, and only simple foundation treatment is needed in general industrial building construction; and the geological and hydrological conditions are relatively good.

(4) Basic conditions of the building

The estimated object is located at No.105 Zipeng Road, Hefei Economic and Technological Development Zone, and the building is owned by Hefei Damao Packaging Co., Ltd. The buildings in the site are arranged in an orderly manner. According to the on-site survey of the registered appraiser, the total floor area of the estimated object is 19493.54m², and the specific conditions are shown in the following table.

Building number	Structure	Number of floors in the building	Number of floors	Building area (m ²)	Building use	Present situation
1	reinforced concrete structure	5	5-6	19493.54	Warehouse	The height of each floor is about 7.0m, and the height of other floors is about 4.0m. The structure is all in reinforced concrete, the walls and ceiling are painted with white latex paint, the floor is concrete ground, aluminum alloy windows, steel doors, and there is a steel roof on the top and lower floors.

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The estimated object was completed in 2023, with better services and complete facilities such as water, electricity and communication.

V. Valuation Date

July 15, 2025.

VI. Value Types

Market value.

VII. Valuation Principles

This appraisal complies with the principles of independence, objectivity, impartiality, legality and general principles such as the highest best use principle, Valuation date principle and substitution principle.

1. The principle of independence, objectivity and impartiality

The principle requires that the evaluation be made in a neutral position, and that the value or price be assessed in a realistic, fair and honest manner that is fair and reasonable to all parties concerned.

2. Principle of legality

The principle that the appraisal result is the value or price of the appraisal object determined according to law.

3. Valuation date principle

The principle that the appraisal result is the value or price at a specific time determined according to the purpose of the appraisal.

4. Principle of substitution

The principle that the value of the appraisal result and the price deviation of the similar real estate under the same conditions should be within a reasonable range.

5. The principle of best use

The principle requires that the appraisal result is the value or price of the object under the highest and best use. The so-called highest and best use refers to the reasonable and possible use of real estate which is legally allowed, technically possible, financially feasible and maximizes the value, including the best use, scale and grade.

VIII. Basis of valuation

(1) Relevant laws, regulations and departmental rules on which the appraisal is based

1. Civil Code of the People's Republic of China;
2. Urban Real Estate Administration Law of the People's Republic of China;
3. Regulations on the Transfer of Urban Real Estate;
4. Notice on the Release and Implementation of the Minimum Price Standards for The Transfer of Industrial Land Nationwide.

(2) The technical regulations adopted in this appraisal

1. National standard GB/T50291-2015 "Real Estate Valuation Code" of the People's Republic of China;
2. GB/T50899-2013 "Basic Terminology Standard for Real Estate Appraisal" of the People's Republic of China.

(3) relevant information provided by the appraisal client

1. Copy of the Certificate of Real Estate Rights.

(4) relevant information collected and reviewed by the appraisal agency and the registered real estate appraiser

1. Basic information about the natural conditions, social and economic conditions, administrative divisions and population of the location of the appraisal object;

2. Registration of information about the ownership and current use of the appraisal object collected by the real estate appraiser during on-site inspection and investigation.

3. Anhui Province Construction Project Bill of Quantities Pricing Code;

4. Anhui Provincial Engineering Budget Quota Unit Price Estimation Table;

IX. Valuation Method

1. Selection of valuation methods

1.1 Evaluation ideas

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Generally speaking, when determining real estate value, the primary valuation methods include the income approach, comparison approach, hypothetical development method, and cost approach. These different approaches reflect the value level of real estate under specific rights conditions and at a given time point from various perspectives. However, each method has distinct application conditions, characteristics, and data requirements. Therefore, it is essential to select an appropriate valuation method based on specific purposes, property objects, market conditions, and other factors.

1.2 Method selection basis

1.2.1 Reasons for not using the following methods:

(1) Since the appraisal object is industrial use (non-standard factory buildings) real estate in use, and the similar industrial real estate in the area is mainly for self-use with few sales cases, especially non-standard factory buildings have poor comparability, so it is not suitable to use the comparison method for evaluation.

(2) The valuation subject is industrial real estate located in an area predominantly occupied by self-used properties. The public leasing market remains underdeveloped, with only a limited number of standardized factory buildings available for rent. Moreover, it is challenging to accurately differentiate the economic benefits generated by factory buildings and equipment within the subject property itself. This makes it difficult to separate the real estate's returns from the company's total income, rendering the income approach unsuitable for valuation.

(3) The appraisal object is a built real estate, and it is unlikely to be rebuilt or expanded in the short term. This appraisal takes the preeminence of the current use of the appraisal object as the premise, and there is no value for redevelopment and utilization, so it is not appropriate to use the hypothetical

APPENDIX F – VALUATION REPORTS

development method for evaluation.

1.2.2. Reasons for using the following methods:

(1) Cost method

Considering that the appraiser has a more comprehensive grasp of the cost composition of real estate development in Hefei, it is determined to use the cost method for evaluation.

Cost method technical route: the method of estimating the objective and reasonable price or value of the object to be valued at the time of value by obtaining the replacement price or reconstruction price of the object to be valued, deducting depreciation. That is, the technical route of real estate replacement price is:

Real estate value = land cost + construction cost + management cost + investment interest + sales cost + development profit + sales tax-building depreciation

X. Valuation results

Based on the materials provided by your company, our registered real estate appraiser has conducted the following evaluation in accordance with national standards GB/T 50291-2013 "Real Estate Appraisal Standards" and GB/T 50899-2013 "Basic Terminology Standards for Real Estate Appraisal", along with relevant laws, regulations, and policy provisions. After thoroughly understanding and analyzing the actual conditions of the appraisal subject, we adhered to the principles of independence, objectivity, fairness, and legality. Following standard appraisal procedures and employing the cost approach as the primary methodology, combined with the appraiser's professional expertise and analysis of factors influencing property value, we hereby determine:

Under the conditions our assumptions and restrictions are met, the real estate value of the appraisal subject on the valuation date of July 15, 2025 is RMB43,666,500 (RMB Forty-Three Million Six Hundred Sixty-Six Thousand Five Hundred).



APPENDIX F – VALUATION REPORTS

XI. Certified Real Estate Appraisers

Name	Registration No.	Signature	Date of signature
Gu Jinn	3220430089		July 29, 2025
Wu Lingli	3220420173		July 29, 2025

XII. Field Survey Period

The field survey is completed on July 28, 2025.

XIII. Valuation Period

From July 29, 2025 to July 29, 2025.

XIV. Validity Period of the Report

One year (from July 29, 2025 to July 28, 2026).

Appendices

1. Copy of the Certificate of Real Estate Rights
2. Use photos to evaluate the current situation of the object
3. Copy of the business license of the estimated appraisal party
4. Copy of the filing certificate of the estimated appraisal party
5. Copy of the registered real estate appraisal qualification certificate for this evaluation

APPENDIX F – VALUATION REPORTS

皖 (2024) 合肥用 不动产权第 1118538 号

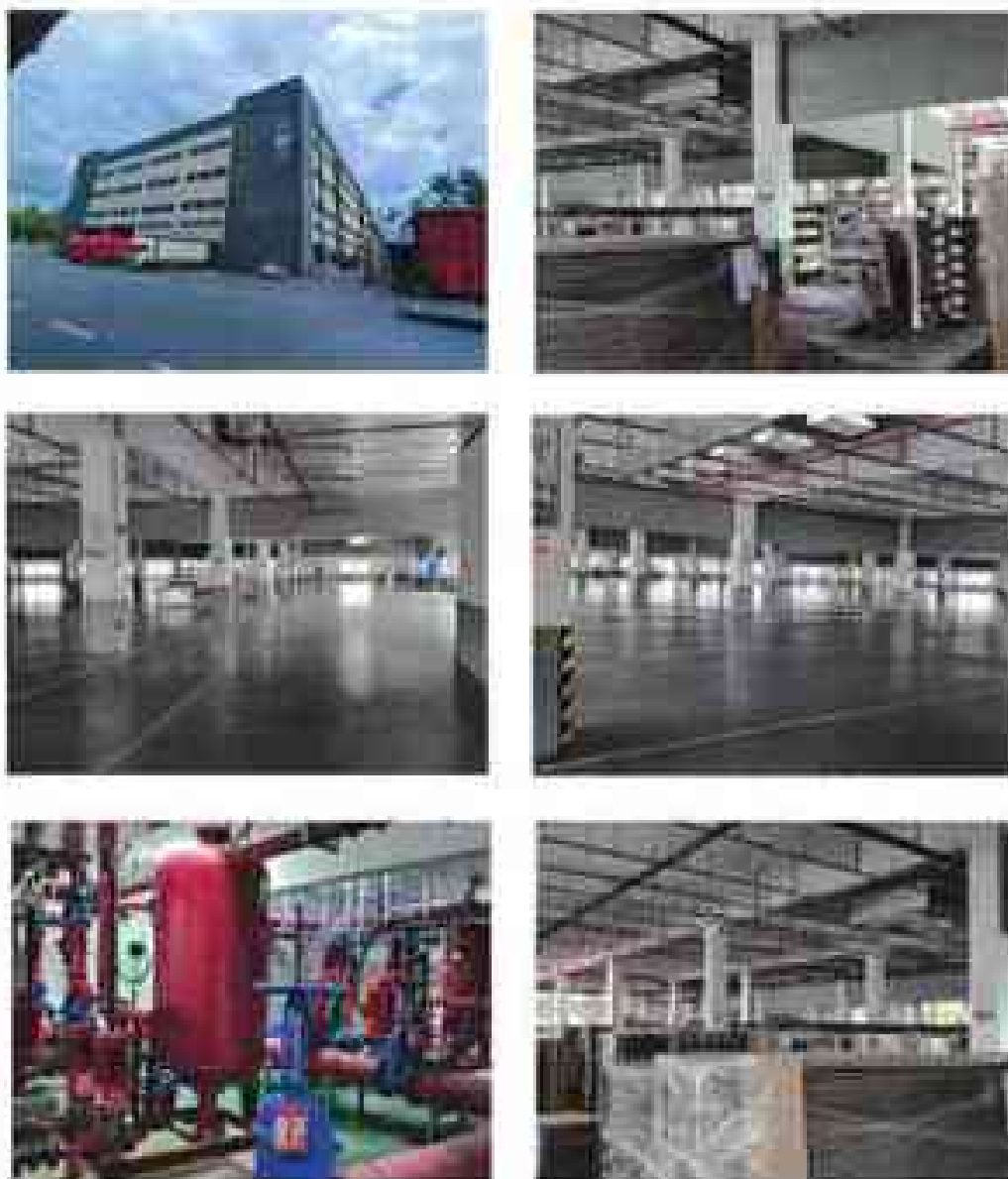
权利人	合肥升盛包装有限公司
共有情况	单独所有
坐落	经开区紫微路105号新建厂房
不动产单元号	340104483016GB00045F00010001
权利类型	国有建设用地使用权/房屋所有权
权利性质	出让/自建房
用途	工业用地/工业
面 积	共有宗地面积7647.64平方米/房屋建筑面积19498.54平方米
使用期限	国有建设用地使用权 2005年05月24日起 2055年05月23日止
权利其他状况	专有建筑面积: 18001.49㎡ 分摊建筑面积: 1497.06㎡ 房屋结构: 钢筋混凝土结构 房屋总层数: 5 房屋所在层: -1至4



合肥升盛包装有限公司

APPENDIX F – VALUATION REPORTS

铁岭河惠成铁利局照片





中华人民共和国 房地产估价机构备案证书 REGISTERED CERTIFICATE FOR REAL ESTATE APPRAISAL COMPANIES IN THE PEOPLE'S REPUBLIC OF CHINA	
机 构 名 称	所, 注册名称: 中国房地产估价师协会
法 定 代 表 人	(执行事务合伙人)
住 所	所, 注册地址: 中国房地产估价师协会
统一社会信用代码	统一社会信用代码: 911100006104794134
备 案 等 级	所
证 书 编 号	注册编号: (所) 00000000
有 效 期 限	注册有效期: 自 2020年1月1日至 2025年12月31日
	
	

APPENDIX F – VALUATION REPORTS

	姓名: 趙子強 (Mr. Tse)	職銜: 高級測量師	資格編號: 001234	專業資格委員會 / 註冊處	註冊編號: 001234	註冊日期: 2010年1月1日	地址: 香港中環皇后大道中	電話: 2345 6789	測量師公會 / 測量師學會	測量師公會 / 測量師學會	測量師公會 / 測量師學會	測量師公會 / 測量師學會
本測量師已根據《測量師條例》及《測量師註冊條例》註冊，並獲准在香港從事測量師工作。本測量師已根據《測量師條例》及《測量師註冊條例》註冊，並獲准在香港從事測量師工作。本測量師已根據《測量師條例》及《測量師註冊條例》註冊，並獲准在香港從事測量師工作。 The valuator is duly registered under the Surveyors Ordinance and the Surveyors Registration Ordinance, and is qualified to practice as a valuator in Hong Kong. The valuator is duly registered under the Surveyors Ordinance and the Surveyors Registration Ordinance, and is qualified to practice as a valuator in Hong Kong.												
												
日期: 2010年1月1日												

APPENDIX F – VALUATION REPORTS

本证书由中华人民共和国住房和城乡建设部统一监制。

本证书会法持有人有权在全国范围内使用注册房地产估价师名称，执行房地产估价业务，有权在房地产估价报告上署名。

This certificate is uniformly printed and supervised by the Ministry of Housing and Urban-Rural Development of the People's Republic of China.

The holder of this certificate is entitled to use the designation of Registered Real Estate Appraiser to provide real estate appraisal services and to sign on real estate appraisal reports on a reasonable scale.



No. 00326951

姓 名 / Full name
吴伟国



性 别 / Sex
男

身份证号码 / ID No.
320682198109030453

注册号 / Registration No.
3201010111

执业机构 / Employer
江苏嘉信房地产评估有限公司
南通通州分公司

有效期至 / Date of expiry
2023-11-30

持证人签名 / Holder's signature

Real Estate Appraisal Report

Appraisal Report No.: Su Xin Real Estate Appraisal (Nantong)

Due: [2015]No.630144

Appraisal Project: Market value appraisal of industrial real

estate located in Group S7, Nishan Temple Village,

Xitong Town, Tongzhou District, Nantong City,

owned by Nantong Tat Seng Packaging Co., Ltd.

Client: TAT SENG PACKAGING GROUP LTD.

Appraisal Agency: Jiangsu Suyin Real Estate Appraisal &

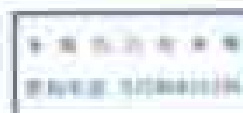
Consulting Co., Ltd.

Certified Real Estate Appraisers:

Wan Qintong (Registration No. 3120260387)

Wu Lingli (Registration No. 3220129173)

Report Date: July 29, 2015.



APPENDIX F – VALUATION REPORTS

Letter to the Appraisal Client

To: TAT SENG PACKAGING GROUP LTD.

On behalf of your company, our company has been commissioned to evaluate the market value of industrial real estate located in Group 57, Xichan Temple Village, Xiting Town, Tongzhou District, Nantong City, which belongs to Nantong Tat Seng Packaging Co., Ltd.

Located: 1 Building, Group 57, Xichan Temple Village, Xiting Town, Tongzhou District, Nantong City.

Property type (use): Industrial real estate.

Scope of valuation: The floor area of the property is 14701.04m² and the land use right area is 26586.00m². It includes built-in utility systems such as water and electricity for normal use of the factory building, decoration and renovation, but does not include other property or rights and interests such as structures, trees, movable property, creditor's rights and debts, franchise rights, etc.

Ownership: The owner of the property is Nantong Tat Seng Packaging Co., Ltd, and the certificate number is Su (2024) Tong zhou District Real Estate Right No.0002723. The nature of land right is transfer, the type of right is state-owned construction land use right, and the purpose is industry.

Purpose of Appraisal:

For the purpose of a possible mandatory chain offer

Valuation Date: July 15, 2025

Value Type: Market value.

Valuation Method: Cost Approach

Based on the materials provided by your company and in accordance with the national standards GB/T 50291-2015 "Specifications for Real Estate Appraisal" (《房地产估价规范》) and GB/T 50899-2013 "Basic

APPENDIX F – VALUATION REPORTS

"Terminology Standards for Real Estate Appraisal" (《房地产估价基本术语标准》), as well as relevant laws and regulations, our certified real estate appraisers have conducted this appraisal independently, objectively, fairly, and legally. Following appropriate appraisal procedures and applying the cost approach as the fundamental method, combined with professional experience and an analysis of factors affecting real estate value, we hereby determine:

As of the appraisal date of July 15, 2025, the market value of the subject property, under all assumptions and limitations stated herein, is RMB 1,452,000 (RMB Twenty-Eight Million Five Hundred Twenty-Two Thousand Five Hundred).

Summary Table of Real Estate Appraisal Results

Type	Holding Land Parcel No.	Area (m ²)	Appraised Unit Price (RMB/m ²)	Total Value (Ten Thousand RMB)
Building	1	14,791.04	1,459	2,149.72
land	1	36,166.00	291.75	10,521.28
Total	—	—	—	12,671.00

Note:

To fully understand the subject property and related analysis and professional opinions, we recommend reading the complete appraisal report.

Jiangsu Sunin Real Estate Appraisal & Consulting Co., Ltd.



Handwritten signature and date July 20, 2025.

APPENDIX F – VALUATION REPORTS

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Certified Real Estate Appraiser Declaration

Based on our professional knowledge and ethics, we hereby solemnly declare:

1. The facts stated in this appraisal report are true and accurate, without false records, misleading statements or material omissions.

2. The analysis, opinions and conclusions in this appraisal report are our independent, objective and impartial professional analysis, opinions and conclusions, but subject to the assumptions and restrictions stated in this appraisal report.

3. We have no actual or potential interest in the appraisal object in this report, have no interest in the appraisal client and the interested parties of the appraisal, and have no prejudice against the appraisal object, the appraisal client and the interested parties of the appraisal.

4. We analyze the real estate appraisal report in accordance with the National Standard of the People's Republic of China "Real Estate Appraisal Code", "Basic Terminology Standard for Real Estate Appraisal" and special standards for real estate appraisal corresponding to the appraisal purpose, and form opinions and conclusions.

5. The registered real estate appraiser participating in this appraisal project promises to keep the trade secrets, strictly abide by the professional ethics and codes of conduct for real estate appraisal, have professional competence, and do a good job in appraisal diligently and responsibly.

6. The registered real estate appraiser participating in this appraisal project promises to keep the business secrets, strictly abide by the professional ethics and codes of conduct for real estate appraisal, have professional competence, and do a good job in appraisal diligently and responsibly during the appraisal process.

Valuation Assumptions and Constraints

The analysis, opinion and conclusion in this valuation report are our own impartial professional analysis, opinion and conclusion, subject to the assumptions and limitations stated below and in this valuation report.

I. General Assumptions

1. This report is based on the following assumptions: the real estate ownership certificates and other materials provided by the client are authentic, legal, and valid; the subject property has no judicial or administrative restrictions such as seizure that would prohibit transfer or mortgage; there are no disputes regarding property rights; and all legal transfer conditions are met. Specifically, the valuation assumes that the subject property possesses legitimate ownership rights, is legally used, and can be freely transferred or mortgaged in the open market. The valuation result reflects the market value of the subject property at the valuation date, where "market value" refers to the average transaction price of a specific real estate in the market:

a. Appropriate marketing, that is, the object of valuation has been displayed in the market in an appropriate way. The display time may vary with the market conditions, but it is enough to attract the attention of a certain number of potential buyers;

b. Familiarity with the situation, that is, both the buyer and the seller understand the object of appraisal and are familiar with the market conditions, so that the buyer does not blindly buy and the seller does not blindly sell;

c. Caution, that is, both the buyer and the seller are calm, rational and cautious, without emotion;

d. No compulsion, that is, both the buyer and the seller are engaged in the transaction of the subject matter of appraisal out of their own needs. The buyer is not in a hurry to buy (it is not necessary to buy), and the seller is not in a hurry to sell (it is not necessary to sell). At the same time, the buyer is not forced to buy the subject matter of appraisal from a specific seller, and the

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seller is not forced to sell the subject matter of appraisal to a specific buyer;

e. Fair transaction, that is, both the buyer and the seller are engaged in the transaction of the appraisal object for their own interests, without any special or special relationship such as between relatives and friends, between parent and subsidiary companies, or between owners and tenants, and it is not a related party transaction.

2. On the basis of the information and materials specified by the appraisal client, the appraisal object shall define the scope and space of the property without omission or fabrication. If there is any discrepancy in the authenticity of the information provided by the client, the appraisal agency and the real estate appraiser shall not bear relevant responsibilities.

3. This report is based on the assumption that the building's construction quality meets safety standards and can be sustainably used over the long term. Our on-site inspection of the appraisal object focuses solely on its exterior appearance and operational status. For concealed, unexposed, or inaccessible areas, we conduct evaluations based on materials provided by the client. Unless otherwise agreed, we do not assume responsibility for investigating the structural quality of the building.

4. This appraisal does not make measurement and experiment on the building foundation and structure of the appraisal object, and this appraisal assumes that there are no major quality problems in the foundation and structure.

5. The appraisal object shall enjoy the right of passage to the common parts and the right of use to the common facilities such as water and electricity.

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II. Assumptions about Unassumed Matters

There is no unassumed matter in this evaluation.

III. Deviation from Factual Assumptions

This assessment is consistent with the factual assumptions

IV. Inconsistent Assumptions

The on-site investigation for this appraisal was conducted on July 28, 2025, and completed on the same day. As the investigation date differs from the valuation date of July 15, 2025, it is assumed that there were no changes to the subject property during this period.

V. Restrictions used in this valuation report

1. This appraisal report is provided to the Appraiser for use according to the appraisal purpose and shall not be used for other purposes. If the appraisal purpose and conditions are changed, necessary adjustments or even re-appraisal shall be made after consulting with the Company.

2. The real estate market value determined in this evaluation report is based on specific purposes and assumptions under the current assessment conditions, without considering factors such as forced disposal, rapid liquidation, disposal costs, or transaction taxes. When utilizing the findings of this report, users should carefully review the risk disclosures and liquidity analysis sections, give due consideration to these elements, and make prudent decisions.

3. After the valuation date, if the quality and price standard of the appraisal object changes during the validity period of the appraisal report and has a significant impact on the value of the appraisal object, the appraisal conclusion cannot be directly used.

4. This appraisal report is only for the appraiser's use in accordance with the agreed appraisal purpose and for the review of industry associations and administrative departments. Without the written consent of the Appraisal Institution, all or part of this appraisal report and any reference materials are

APPENDIX F – VALUATION REPORTS

not allowed to be quoted in any publicly published documents, notices or statements, nor shall they be publicly published in any other way.

5. The valuation results of this report are only for the purpose set forth in this report, that is, to provide reference basis for the client to understand the market value of the real estate involved in the equity acquisition, and shall not be used for other purposes, otherwise the valuation results of this report shall be invalid.

6. This valuation report shall remain valid for one year from the date of submission. If used after the expiration date, date adjustments or re-evaluation must be made. Any misuse beyond the validity period of the valuation report will result in liability on the part of the user. The issuing institution shall bear responsibility for using this report within its validity period, except in cases of improper use by the user.

7. The results of this appraisal report include the value of state-owned land use right, as well as the value of water, electricity and all related auxiliary facilities that are integral to the real estate and meet its functional requirements.

8. All the data in the report are calculated by computerized continuous calculation. Since the calculated data in the report are rounded to one or two decimal places or taken as whole, there may be some incomplete equality, but it will not affect the accuracy of the calculation results and the final evaluation conclusions.

9. This appraisal report shall be signed by the real estate appraiser and affixed with the official seal of the appraisal agency. It shall be valid as a whole and invalid as a copy.

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Real estate appraisal results report

Su Xin Real Estate Appraisal (Nantong) Doc. [2025] No.030144

I. Client

Name: TAT SENG PACKAGING GROUP LTD.

II. Real Estate Appraisal Agencies

Name: Jiangsu Suxin Real Estate Appraisal & Consulting Co., Ltd.

Address: 2nd Floor, Building T4, Nanjing Ali Center, No.8 Yongchu Road, Jianye District, Nanjing

Qualification level: Level I

Certificate number: Su Jian Fang Gu Bei (I) Nanjing 00008

Legal representative: Cao Canwei

Contact: Qu Dongyan

Contact number: 13962808917

III. Purpose of Appraisal

For the purpose of a possible mandatory chain offer

IV. Valuation Object

(1) the scope of property subject to valuation

The subject of this appraisal is an industrial property located at Group 57, Xichan Temple , Xiting Town, Tongzhou District, Nantong City, owned by Nantong Tat Seng Packaging Co., Ltd. The property covers a floor area of 14,701.04m² with a land use right area of 26,586.00m². It includes built-in utility systems such as water and electricity systems that are integral to the building's normal operation, along with interior decorations. This appraisal excludes other assets or rights, including structures, trees, movable property, creditor-debtor relationships, franchise rights, and similar interests.

(2) Basic information of the appraisal object

According to the "Real Estate Ownership Certificate" and "State-owned Land Use Certificate" provided by the appraisal client

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通州房权证 西亭字第 1110013 号

房屋所有权人	南通达成包装制品有限公司		
共有情况	单独所有		
房屋坐落	西亭镇西禅寺村57组1幢		
登记时间	2011年6月17日		
房屋性质	非居住用房		
规划用途	厂房		
房屋状况	总层数	建筑面积 (m ²)	套内建筑面积 (m ²)
	2	14701.04	
	以下	空白	
土地状况	地号	土地使用权取得方式	土地使用年限
			至

附 记

2011060911

填发单位 (盖章)

通州国是和 L 十 号

土地使用权人	南通达成包装制品有限公司		
座 落	南通市通州区西亭镇西禅寺村57组		
地 号	01-004(100-049)	图 号	
地类 (用途)	工业 (221)	取得价格	
使用权类型	出让	终止日期	2060年3月18日
使用权面积	26586.00 M	其中 独用面积	26586.00 M
		中 分摊面积	N

根据《中华人民共和国宪法》、《中华人民共和国土地管理法》和《中华人民共和国城市房地产管理法》等法律法规,为保护土地使用权人的合法权益,对土地使用权人申请登记的本证所列土地权利,经审查核实,准予登记,须发此证。

南通市 人民政府 (章)

2010 年 月 2 日

通州市土地裁缝服务所 855295

2010 N?

(3) Basicland conditions

1. Location: Group 57, Xichan Temple, Xiting Town, Tongzhou District,

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Nantong City;

2. Land type (use): Industrial;
3. Type of use right: transfer;
4. Land use right area: registered area 26586.00m², valued area 26586.00m²;
5. Land Shape : relatively regular;
6. Termination date: March 18, 2060.
7. Boundaries of the site: east to residential buildings, south to farmland, west to other enterprises, north to roads;
8. The completeness of infrastructure within the site: the development level of "five connections" such as access to roads, water supply, drainage, electricity and communication, and "one level" of site leveling within the site;
9. Topography: The terrain is relatively flat and undulating;
10. Foundation: the foundation of the site is good, with large bearing capacity;
11. Geological and hydrological conditions: the foundation is relatively good, the bearing capacity is large, and only simple foundation treatment is needed in general industrial building construction, and the geological and hydrological conditions are relatively good;

(4) Basic conditions of the building

The appraisal object is located in Group 57, Xichan Temple Village, Xiting Town, Tongzhou District, Nantong City. The building is Nantong Tat Seng Packaging Co., Ltd. The buildings in the site are arranged in an orderly manner. According to the on-site survey of the registered appraiser, the buildings in the land parcel where the appraisal object is located have obtained the "Real Estate Ownership Certificate".

Building number	Use	Building area (m ²)	Building structure	Number of floors	Present condition
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APPENDIX F – VALUATION REPORTS

.	factory building	14701.04	Steel portal frame, frame structure	Main body level 1, level 2 is office area	The main floor height of the estimated object is about 7 meters, with wall tiles on the exterior walls, floor tiles in the office area, suspended ceiling, aluminum alloy Windows, and stairs to go up and down; the factory area has painted walls, wear-resistant floors, heat-insulating ceilings, aluminum alloy Windows, and rolling gates.
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The building year of the property to be valued is about 2011, and the newness degree is relatively new. The water, electricity, communication and other facilities of the property to be valued are relatively complete.

V. Valuation date

July 15, 2025

VI. Value types

Market value

VII. Valuation Principles

This appraisal complies with the principles of independence, objectivity, impartiality, legality, prudence and general principles such as the highest best use principle, valuation date principle and substitution principle.

1. The principle of independence, objectivity and impartiality

The principle requires that the evaluation be made from a neutral standpoint, and that the value or price be assessed in a realistic, fair and honest manner that is fair and reasonable to all parties concerned.

2. Principle of legality

The principle that the appraisal result is the value or price of the appraisal object determined according to law.

3. Valuation date principle

The principle that the appraisal result is the value or price at a specific time determined according to the purpose of the appraisal.

4. Principle of substitution

The principle that the value of the appraisal result and the price deviation of the similar real estate under the same conditions should be within a reasonable range.

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5. The principle of best use

The principle requires that the appraisal result is the value or price of the object under the highest and best use. The so-called highest and best use refers to the reasonable and possible use of real estate which is legally allowed, technically possible, financially feasible and maximizes the value, including the best use, scale and grade.

VIII. Basis of valuation

(1) Relevant laws, regulations and departmental rules on which the appraisal is based

1. Civil Code of the People's Republic of China;
2. Urban Real Estate Administration Law of the People's Republic of China;
3. Land Administration Law of the People's Republic of China;
4. Notice on the Release and Implementation of the Minimum Price Standards for The Transfer of Industrial Land Nationwide.

(2) The technical regulations adopted in this appraisal

1. National Standard of the People's Republic of China GB/T50291-2015 "Code for Real Estate Appraisal"
2. GB/T50899-2013 "Basic Terminology Standard for Real Estate Appraisal" of the People's Republic of China

(3) relevant information provided by the appraisal client

1. Copy of the Certificate of Real Estate Rights.

(4) relevant information collected and mastered by the appraisal agency and the registered real estate appraiser

1. Basic information about the location of the object to be valued, such as natural conditions, social and economic conditions, administrative divisions and population

2. Registration of information about the ownership and current use of the appraisal object collected by the real estate appraiser during on-site inspection and investigation

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3. Base land price data of the location of the appraisal object

4. Pricing Table for Construction and Decoration Engineering in Jiangsu Province

5. Cost Estimation Index for Construction Projects in Jiangsu Province

6. Construction Project Cost Management of Nantong City

IX. Valuation Method

1. Selection of valuation methods

Real estate appraisal methods generally have the comparison method, hypothetical development method, income method, cost method and so on.

Comparative method is a method of selecting a certain number of comparable instances, comparing them with the object to be valued, and processing the transaction price of the comparable instances according to their differences to obtain the object to be valued or price.

The hypothetical development method is a valuation approach that calculates the necessary expenditures and discount rate for future development of the appraisal object, or the necessary expenditures and attributable profits for subsequent development, as well as the value after development completion. This method involves subtracting the discounted value of the completed development from the appraised value at the valuation date, or alternatively, deducting the necessary expenditures and attributable profits from the completed development value to determine the final appraisal value.

Income method is a method to predict the future income of the object of appraisal, and to convert the future income into value by using the rate of return or capitalization rate and income multiplier to obtain the value or price of the object of appraisal.

Cost method is a method to calculate the replacement cost or reconstruction cost and depreciation of the object of appraisal at the valuation

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date, and to obtain the value or price of the object of appraisal by deducting the replacement cost or reconstruction cost from the depreciation.

1.1 Method selection basis

1.1.1 Reasons for not using the following methods:

(1) Since the appraisal object is industrial use (non-standard factory buildings) real estate in use, and the similar industrial real estate in the area is mainly for self-use with few sales cases, especially the non-standard factory buildings have poor comparability, so the comparison method is not suitable for evaluation.

(2) The valuation subject is industrial real estate located in an area predominantly occupied by self-used properties. The public leasing market remains underdeveloped, with only a limited number of standardized factory buildings available for rent. Moreover, it is challenging to accurately differentiate the economic benefits generated by factory buildings and equipment within the subject property. This makes it difficult to separate real estate returns from the company's total income, rendering the income approach unsuitable for valuation.

(3) The appraisal object is a built real estate, and it is unlikely to be rebuilt or expanded in the short term. This appraisal takes the maintenance of the current use of the appraisal object as the premise, and it has no value for redevelopment, so it is not suitable to use the hypothetical development method for evaluation.

1.2.2 Reasons for using cost method:

Considering that the appraiser has a more comprehensive grasp of the cost composition of real estate development in Nantong city, it is determined to use the cost method for evaluation.

Cost method technical route: the method of estimating the objective and reasonable price or value of the object to be valued at the value time point by

APPENDIX F – VALUATION REPORTS

obtaining the replacement price or reconstruction price of the object to be valued, and deducting depreciation. That is, the technical route of real estate replacement price is:

Real estate value = land cost + construction cost + management cost + investment interest + sales cost + development profit + sales tax-building depreciation

X. Valuation results

Based on the materials provided by your company, our registered real estate appraiser has conducted the following evaluation in accordance with national standards GB/T 50291-2015 "Real Estate Appraisal Standards" and GB/T 50899-2013 "Basic Terminology for Real Estate Appraisal", along with relevant laws, regulations, and policy provisions. After thoroughly understanding and analyzing the actual conditions of the appraisal subject, we adhered to the principles of independence, objectivity, fairness, and legality. Following standard appraisal procedures, we selected the cost approach as the primary methodology. Through the appraiser's professional expertise and comprehensive analysis of factors influencing property value, we have determined:

The real estate market value of the appraisal object on the valuation date of July 15, 2025 is RMB28,522,500. (RMB Twenty-Eight Million Five Hundred Twenty-Two Thousand Five Hundred).

XI. Certified Real Estate Appraisers

Name	Registration No.	Signature	Date of signature
Nu Lingli	3220120173		July 29,2025
Wan Qiuting	3220200387		July 29,2025

XII. Field Survey Period

The field survey is completed on July 28, 2025.

APPENDIX F – VALUATION REPORTS

XIII. Valuation Period

From July 28, 2025 to July 29, 2025.

XIV. Validity Period of the Report

One year (from July 29, 2025 to July 28, 2026).

APPENDIX F – VALUATION REPORTS

Appendices

1. Copy of the Real Estate Ownership Certificate
2. Copy of State-owned Land Use Certificate
3. Use photos to evaluate the current situation of the object
4. Copy of the business license of the entrusted appraisal party
5. Copy of the qualification certificate of the entrusted appraisal party
6. Copy of the registered real estate appraiser qualification certificate for this evaluation

APPENDIX F – VALUATION REPORTS

杭州 房屋证： 房字 字第 1110011 号

房屋所有人	杭州 房屋证字第 1110011 号			
房屋地址	杭州 房屋证字第 1110011 号			
房屋用途	杭州 房屋证字第 1110011 号			
房屋面积	杭州 房屋证字第 1110011 号			
房屋结构	杭州 房屋证字第 1110011 号			
房屋层数	杭州 房屋证字第 1110011 号			
房屋建造年份	杭州 房屋证字第 1110011 号			
房屋现状	杭州 房屋证字第 1110011 号			
房屋价值	杭州 房屋证字第 1110011 号			
房屋用途	杭州 房屋证字第 1110011 号			
房屋面积	杭州 房屋证字第 1110011 号			
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房屋价值	杭州 房屋证字第 1110011 号			
房屋用途	杭州 房屋证字第 1110011 号			
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房屋结构	杭州 房屋证字第 1110011 号			
房屋层数	杭州 房屋证字第 1110011 号			
房屋建造年份	杭州 房屋证字第 1110011 号			
房屋现状	杭州 房屋证字第 1110011 号			
房屋价值	杭州 房屋证字第 1110011 号			



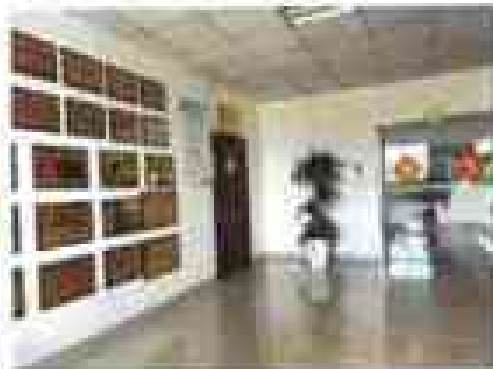
APPENDIX F – VALUATION REPORTS

土地使用者: 宗地编号:
 土地用途:

序 号	宗地内建筑物名称	层 数	备 注
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APPENDIX F – VALUATION REPORTS

钢铁行业现状图例



中华人民共和国	
房地产估价机构备案证书	
REGISTRATION CERTIFICATE FOR REAL ESTATE APPRAISAL COMPANY IN THE PEOPLE'S REPUBLIC OF CHINA	
机 构 名 称:	江苏法房地产评估咨询有限公司
法 定 代 表 人:	曹晓燕
(执行事务合伙人)	
住 所:	南京市长江路188号德基大厦9楼D座
统一社会信用代码:	91320000134784154E
备 案 等 级:	壹级
证 书 编 号:	苏建房估备(壹)南京 000008
有 效 期 限:	2016年10月08日至 2025年11月10日
	
	
发证机关: 江苏省住房和城乡建设厅	
2025 年	

APPENDIX F – VALUATION REPORTS

本证书由中华人民共和国住房和城乡建设部统一监制。

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This certificate is uniformly printed and supervised by the Ministry of Housing and Urban-Rural Development of the People's Republic of China.

The bearer of this certificate is entitled to use the designation of Registered Real Estate Appraiser to proceed real estate appraisal practices and to sign on real estate appraisal reports on a nationwide scale.

住房和城乡建设部

No. 00270868

姓名 / Full name
方秋婷

性别 / Sex
女

身份证件号码 / ID No.
320683198609069222

注册号 / Registration No.
3220200387

执业机构 / Employer
江苏苏信房屋评估咨询有限公司南通中心分公司

有效期至 / Date of expiry
2026-07-24

持证人签名 / Bearer's signature

APPENDIX F – VALUATION REPORTS

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The bearer of this certificate is entitled to use the designation of Registered Real Estate Appraiser to proceed real estate appraisal practices and to sign on real estate appraisal reports on a nationwide scale.



No. 00326951



姓名 / Full name
吴伶俐

性别 / Sex
女

身份证号码 / ID No.

320482198206072483

注册号 / Registration No.

3220120173

执业机构 / Employer

江苏恒顺地产评估咨询有限公司
南通中心分公司

有效期至 / Date of expiry

2027-11-21

持证人签名 / Bearer's signature

Real Estate Appraisal Report

Appraisal Report No.: Su Xin Real Estate Appraisal (Nantong)

(Doc. 2025) No.030382

Appraisal Project: Market Value Appraisal of the Industrial Real

Estate located at No. 257 Jingyi Road,

Airport Economic Zone, Dongli District,

Tianjin, owned by Tianjin Dansun

Packaging Co., Ltd

Client: TAT SENG PACKAGING GROUP LTD.

Appraisal Agency: Jiangsu Suxin Real Estate Appraisal &

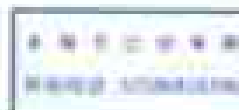
Consulting Co., Ltd.

Certified Real Estate Appraiser(s):

Gu Jinnan (Registration No. 3220130008)

Wu Lingli (Registration No. 3220120173)

Report Date: July 29, 2025



Letter to the Appraisal Client

To: TAT SENG PACKAGING GROUP LTD.

We are entrusted by your company to evaluate the market value of the industrial real estate located at No. 257, Jingyi Road, Airport Economic Zone, Dongli District, Tianjin, which is owned by Tianjin Dansun Packaging Co., Ltd.

Location: No.257, Jingyi Road, Airport Economic Zone, Dongli District, Tianjin

Property type (use): Industrial real estate

Scope of Appraisal: The total floor area of the property is 23911.02m², and the land use right area is 33233.30m². It includes the built-in utility systems such as water and electricity for the normal use of the factory building, decoration and renovation, but does not include other property or rights and interests such as structures, trees, movable property, creditor's rights and debts, franchise rights, etc.

Ownership: The owner of the property is Tianjin Dansun Packaging Co., Ltd. The certificate number is Real Estate Certificate No.115011401242. The land ownership nature is state-owned, the land use right type is transfer, and the purpose is industrial.

Purpose of appraisal:

For the purpose of a possible mandatory chain offer

Valuation date: July 15, 2025

Value type: Market Value

Valuation method: Cost Approach

Based on the materials provided by your company, our registered real estate appraiser has conducted the following evaluation in compliance with national standards GB/T 50291-2015 "Real Estate Appraisal Standards" (《房地产估价规范》) and GB/T 50899-2013 "Basic Terminology

APPENDIX F – VALUATION REPORTS

Standards for Real Estate Appraisal' (《房地产估价基本术语规范》), along with relevant laws, regulations, and policy provisions. After thoroughly understanding and analyzing the actual conditions of the appraisal subject, we adhered to the principles of independence, objectivity, fairness, and legality. Following standard appraisal procedures and applying the cost approach as the primary methodology, combined with our professional expertise and analysis of real estate value factors, we hereby determine:

The real estate value of the appraisal object on the ~~valuation date~~ July 15, 2025 under all assumptions and restrictions is **RMB65,564,400** (RMB Sixty-Five Million Five Hundred Sixty-Four Thousand ~~Four Hundred~~ **Four Hundred**).

Summary Table of Real Estate Appraisal Results

Project	Building number	Area (m ²)	Appraised Unit Price (RMB/m ²)	Total Value (Ten Thousand RMB)
Building	1	89.28	1,108.78	9.92
	2	23,720.71	1,681.29	1,993.07
	3	107.05	1,270.70	17.83
	subtotal	23,917.03		4,019.77
Project	Land parcel number	Land area (m ²)	Appraised Unit Price (RMB/m ²)	Total Value (Ten Thousand RMB)
Land	1	12213.30	786	2,548.67
Total	-	-	-	6,556.44

Notes:

To fully understand the subject property and related analysis and professional opinions, we recommend reading the complete appraisal report.

Sangsu Suxin Real Estate Appraisal & Consulting Co., Ltd.



[Handwritten signature]

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Certified Real Estate Appraiser Declaration

Based on our professional knowledge and ethics, we hereby solemnly declare:

1. The facts stated in this appraisal report are true and accurate, without false records, misleading statements or material omissions.
2. The analysis, opinions and conclusions in this valuation report are our independent, objective and impartial professional analysis, opinions and conclusions, but subject to the assumptions and restrictions stated in this valuation report.
3. We have no actual or potential interest in the appraisal object in this report, have no interest in the appraisal client and the interested parties of the appraisal, and have no prejudice against the appraisal object, the appraisal client and the interested parties of the appraisal.
4. We analyze the real estate appraisal report in accordance with the National Standard of the People's Republic of China "Real Estate Appraisal Code", "Basic Terminology Standard for Real Estate Appraisal" and special standards for real estate appraisal corresponding to the appraisal purpose, and form opinions and conclusions.
5. The registered real estate appraiser participating in this appraisal project promises to keep the trade secrets, strictly abide by the professional ethics and codes of conduct for real estate appraisal, have professional competence, and do a good job in appraisal diligently and responsibly.

Valuation Assumptions and Constraints

The analysis, opinion and conclusion in this valuation report are our own impartial professional analysis, opinion and conclusion, subject to the assumptions and limitations stated below and in this valuation report

I. General Assumptions

1. This report is based on the following assumptions: the real estate ownership certificates and other materials provided by the appraisal client are authentic, legal, and valid; the subject property has no judicial or administrative restrictions prohibiting transfer or mortgage; there are no disputes regarding property rights; and it meets statutory conditions for transfer. Specifically, the valuation assumes that the subject property possesses legitimate ownership rights, is legally used, and can be freely transferred or mortgaged in the open market. The valuation results reflect the market value of the subject property at the valuation date. Market value refers to the average transaction price of a specific type of real estate in the market.

a. Appropriate marketing, that is, the object of valuation has been displayed in the market in an appropriate way. The display time may vary with market conditions, but it is enough to attract the attention of a certain number of potential buyers;

b. Familiarity with the situation, that is, both the buyer and the seller understand the object of appraisal and are familiar with the market conditions, so that the buyer does not blindly buy and the seller does not blindly sell;

c. Caution, that is, both the buyer and the seller are calm, rational and cautious, without emotion;

d. No compulsion, that is, both the buyer and the seller are engaged in the transaction of the subject matter of appraisal out of their own needs, the buyer is not eager to buy (it is not necessary to buy), the seller is not eager to sell (it is not necessary to sell), the buyer is not forced to buy the subject matter of appraisal from a specific seller, and the seller is not forced to sell the

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subject matter of appraisal to a specific buyer;

c. Fair transaction, that is, both the buyer and the seller are trading the object of appraisal for their own interests, without any special or special relationship such as between relatives and friends, parent and subsidiary companies, owners and tenants, etc., and it is not a related party transaction.

2. On the basis of the information and materials specified by the appraisal client, the appraisal object shall define the scope and space of the property without omission or fabrication. If there is any discrepancy in the authenticity of the information provided by the client, the appraisal agency and the real estate appraiser shall not bear relevant responsibilities.

3. This report is based on the assumption that the building's construction quality meets safety standards and can be sustainably used over the long term. Our on-site inspection of the appraisal subject was limited to its exterior appearance and operational status. For concealed, unexposed, or inaccessible areas, we assessed them using materials provided by the appraisal client. Unless otherwise agreed, we do not assume responsibility for investigating the structural integrity of the building.

4. This appraisal does not make measurement and experiment on the building foundation and structure of the appraisal object, and this appraisal assumes that there are no major quality problems in the foundation and structure.

5. The appraisal object shall enjoy the right of passage to the common parts and the right of use to the common facilities such as water and electricity.

II. Assumptions about Unassumed Matters

There is no unassumed matter in this evaluation.

III. Deviation from Factual Assumptions

This assessment is consistent with the factual assumptions.

IV. Inconsistent Assumptions

The on-site investigation for this appraisal was conducted on July 28,

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2025, and completed on the same day. As the investigation date differs from the valuation date of July 15, 2025, it is assumed that there were no changes to the subject property during this period.

V. Restrictions

1. This appraisal report is provided to the Appraiser for use only for the purpose of appraisal and shall not be used for other purposes. If the purpose and conditions of use of the appraisal are changed, necessary adjustments or even re-appraisal shall be made after consulting with the Company.

2. After the value date, if the quality and price standard of the appraisal object changes during the validity period of the appraisal report and has a significant impact on the value of the appraisal object, the appraisal conclusion shall not be directly used.

3. This appraisal report is only for the appraiser's use in accordance with the agreed appraisal purpose and the review of industry associations and administrative departments. Without the written consent of the Appraisal Institution, all or part of this appraisal report and any reference materials are not allowed to be quoted in any publicly published documents, notices or statements, nor shall they be publicly published by any other means.

4. This valuation report shall remain valid for one year from the date of submission. If used after the expiration date, date adjustments or re-evaluations must be made. Any misuse beyond the validity period of the valuation report will result in liability on the part of the user. The issuing institution shall bear responsibility for using this report within its validity period, except in cases of improper use by the user.

5. The results of this appraisal report include the value of state-owned land use right, as well as the value of water, electricity and all related auxiliary facilities that are integral to the real estate and meet its functional requirements.

6. This appraisal report shall be signed by the real estate appraiser and affixed with the official seal of the appraisal agency, and shall be valid as a

APPENDIX F – VALUATION REPORTS

whole, and the copy is invalid.

7. The valuation results of this report are only for the purpose of valuation set forth in this report, that is, to provide objective and fair value reference for the real estate involved in the equity acquisition of the client, and shall not be used for other purposes, otherwise the valuation results of this report shall be invalid.

APPENDIX F – VALUATION REPORTS

Real estate appraisal results report

Su Xin Real Estate Appraisal (Nantong) Doc. [2025] No.030182

I. Client

Name: TAT SENG PACKAGING GROUP LTD.

II. Real Estate Appraisal Agencies

Name: Jiangsu Suxin Real Estate Appraisal & Consulting Co., LTD

Address: 2nd Floor, Building T4, Nanjing Ali Center, No.8 Yongchu
Road, Jianye District, Nanjing

Qualification level: Level 1

Certificate number: Su Jian Fang Gu Bei (I) Nanjing 00008

Legal representative: Cao Canwei

Contact: Qu Dongyan

Contact number: 13962808917

III. Purpose of Appraisal

For the purpose of a possible mandatory chain offer

IV. Valuation Object

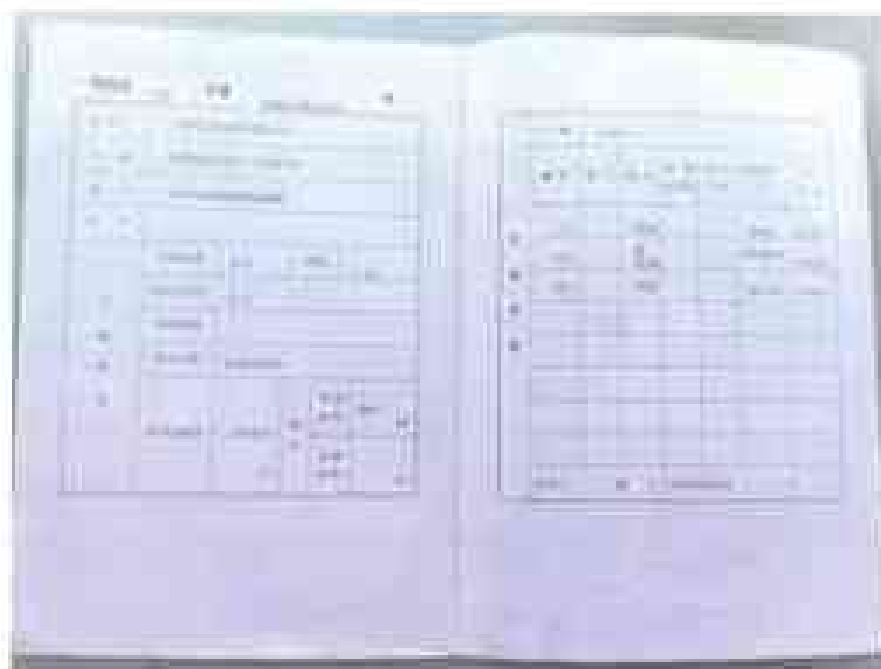
(1) the scope of property subject to valuation

The scope of this appraisal object is the real estate located at No.257, Jingyi Road, Airport Economic Zone, Dongli District, Tianjin, with a total floor area of 23911.02m² and land use right area of 33233.30m². It includes built-in utility systems such as water and electricity for normal use of the factory building, decoration and renovation, but does not include trees, movable property, creditor's rights and debts, franchise rights and other property or rights and interests.

(2) Basic information of the appraisal object

(i) Property right registration status of the appraisal object

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(i) Status of other rights

At the value date, there is no mortgage right or lease right on the object of appraisal.

(j) Basic land conditions

1. Location: No. 257, Jingyi Road, Airport Economic Zone, Dongli District, Tianjin;

2. Nature of rights: state-owned;

3. Type of use right: Transfer;

4. Land type (use): Industrial;

5. Area: registered area 33233.30m², valued area 33233.30m²;

6. Termination date: April 03, 2062;

7. Land Shape: relatively regular;

8. Boundaries: North to Unilever Tianjin Industrial Park; south to Weidie Road; west to Jingyi Road; east to Unilever Tianjin Industrial Park;

9. The completeness of infrastructure within the site: the development level of "seven networks" such as access to roads, water supply, drainage, electricity,

APPENDIX F – VALUATION REPORTS

communication, gas and heat, and "one level" of site leveling within the site;

10. Topography: The terrain is relatively flat and undulating;

11. Foundation: the foundation of the site is good, with large bearing capacity;

12. Geological and hydrological conditions: The foundation is relatively good, the bearing capacity is large, and only simple foundation treatment is needed in general industrial building construction, and the geological and hydrological conditions are relatively good.

(4) Basic conditions of the building

The estimated object is located at No. 257, Jingyi Road, Airport Economic Zone, Dongli District, Tianjin. The building is owned by Tianjin Dansun Packaging Co., Ltd. The buildings in the site are arranged in an orderly manner. According to the on-site survey of the registered appraiser, the total floor area of the estimated object is 23911.02m², and the specific conditions are shown in the following table.

Building number	Structure	Number of floors in the building	Number of floors	Building area (m ²)	Reality use	Present condition
1	Steel mixed	1	1	19.28	Entrance guard	The height of the floor is about 3.60 meters, with exterior wall tiles, white latex paint on the walls and ceiling, floor tiles, plastic steel Windows and doors.
2	Steel, steel and concrete	2	1-2	23720.71	Factory Building	The factory building is about 11.50 meters high, with color steel enclosure wall, steel concrete base, steel truss roof, steel purlin, plastic steel window, rolling gate, spray floor and color steel tile roof. The office area has 2 floors and 3 staircases, with a ceiling height of about 4.00 meters. The exterior wall is painted with white latex paint, suspended ceiling, floor tiles, plastic steel Windows, process doors, indoor stairs, floor tiles, stainless steel handrails.
3	Steel mixed	1	1	101.03	Guard room water pump building	The height of the guardroom layer is about 3.40 meters, and the height of the pump room layer is about 7.00 meters. The exterior wall is real stone paint, the wall and ceiling are painted with white latex paint, the floor is tiled, and the doors and windows are plastic steel.

An on-site investigation estimated that the subject property, included built-in utility systems such as water, electricity and telecommunication was built in 2014 was well-maintained.

APPENDIX F – VALUATION REPORTS

V. Value date

July 15, 2025.

VI. Value types

Market value.

VII. Valuation Principles

This appraisal complies with the principles of independence, objectivity, impartiality, legality, as well as the general principles such as the highest best use principle, the value date principle and the substitution principle.

1. The principle of independence, objectivity and impartiality

The principle requires that the evaluation be made in a neutral position, and that the value or price be assessed in a realistic, fair and honest manner that is fair and reasonable to all parties concerned.

2. Principle of legality

The principle that the appraisal result is the value or price of the appraisal object determined according to law.

3. Value date principle

The principle that the appraisal result is the value or price at a specific time determined according to the purpose of the appraisal.

4. Principle of substitution

The principle that the value of the appraisal result and the value or price deviation of similar real estate under the same conditions should be within a reasonable range.

5. The principle of best use

The principle requires that the appraisal result is the value or price of the object under the highest and best use. The so-called highest and best use refers to the reasonable and possible use of real estate which is legally allowed, technically possible, financially feasible and maximizes the value, including the best use, scale and grade.

VIII. Basis of valuation

(1) Relevant laws, regulations and departmental rules on which the

appraisal is based

1. Civil Code of the People's Republic of China;
2. Urban Real Estate Administration Law of the People's Republic of China;
3. Regulations on the Transfer of Urban Real Estate;
4. Notice on the Release and Implementation of the Minimum Price Standards for The Transfer of Industrial Land Nationwide.

(2) The technical regulations adopted in this appraisal

1. National standard GB/T50291-2015 "Real Estate Valuation Code" of the People's Republic of China;
2. GB/T50899-2013 "Basic Terminology Standard for Real Estate Appraisal" of the People's Republic of China.

(3) relevant information provided by the appraisal client

1. Copy of Tianjin Real Estate Ownership Certificate.

(4) relevant information collected and mastered by the appraisal agency and the registered real estate appraiser

1. Basic information about natural conditions, social and economic conditions, administrative divisions and population of the location of the appraisal object;
2. Registration of information about the ownership and current use of the appraisal object collected by the real estate appraiser during on-site inspection and investigation;
3. Economic Indicators for Cost Estimation of Construction and Installation Projects in Tianjin.

IX. Valuation Method

1. Selection of valuation methods

1.1 Evaluation ideas

Generally speaking, when determining real estate value, the primary valuation methods include the income approach, comparison approach, hypothetical development method, and cost approach. These different

approaches reflect the value level of real estate under specific rights conditions and at a given time point from various perspectives. However, each method has distinct application conditions, characteristics, and data requirements. The appropriate valuation method should be selected based on specific valuation objectives, property objects, market conditions, and other factors.

1.2 Method selection basis

1.2.1. Reasons for not using the following methods:

(1) Since the appraisal object is industrial use (non-standard factory buildings) real estate in use, and the similar industrial real estate in the area is mainly for self-use with few sales cases, especially non-standard factory buildings have poor comparability, so it is not suitable to use the comparison method for evaluation.

(2) The valuation subject is industrial real estate located in an area predominantly occupied by self-used properties. The public leasing market remains underdeveloped, with only a limited number of standardized factory buildings available for rent. Moreover, it is challenging to accurately differentiate the economic benefits generated by factory buildings and equipment within the subject property itself. This makes it difficult to separate the real estate's returns from the company's total income, rendering the income approach unsuitable for valuation.

(3) The appraisal object is a built real estate, and it is unlikely to be rebuilt or expanded in the short term. This appraisal takes the maintenance of the current use of the appraisal object as the premise, and there is no value for redevelopment and utilization, so it is not appropriate to use the hypothetical development method for evaluation.

1.2.2. Reasons for using the following methods:

(1) Cost method

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Considering that the appraiser has a comprehensive grasp of the cost composition of real estate development in Tianjin, it is determined to use the cost method for evaluation.

Cost method technical route: the method of estimating the objective and reasonable price or value of the object to be valued at the time of value by obtaining the replacement price or reconstruction price of the object to be valued, deducting depreciation. That is, the technical route of real estate replacement price is:

Real estate value = land cost + construction cost + management cost + investment interest + sales cost + development profit + sales tax-building depreciation

X. Valuation results

Based on the materials provided by your company, our registered real estate appraiser has conducted the following evaluation in accordance with national standards GB/T 50291-2013 "Real Estate Appraisal Standards" and GB/T 50899-2013 "Basic Terminology Standards for Real Estate Appraisal", along with relevant laws, regulations, and policy provisions. After thoroughly understanding and analyzing the actual conditions of the appraisal subject, we adhered to the principles of independence, objectivity, fairness, and legality. Following standard appraisal procedures, we selected the cost approach as the primary methodology. Through our professional expertise and comprehensive analysis of real estate valuation factors, we have determined:

Under the condition that all assumptions and restrictions are met, the real estate value of the appraisal subject on the valuation date of July 15, 2025 is RMB65,541,400 (RMB Sixty-Five Million Five Hundred Sixty-Four Thousand Four Hundred).

XI. Certified Real Estate Appraisers

Name	Registration No.	Signature	Date of signature
Gu Jian	1220130085		July 29, 2025

APPENDIX F – VALUATION REPORTS

Wu Lingli	3220120173	吴玲丽	July 29, 2025
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XII. Field Survey Period

The field survey is completed on July 28, 2025.

XIII. Valuation Period

From July 28, 2025 to July 29, 2025.

XIV. Validity Period of the Report

One year (from July 29, 2025 to July 28, 2026).

Appendices

1. Copy of Tianjin Real Estate Ownership Certificate
2. Use photos to evaluate the current situation of the object
3. Copy of the business license of the entrusted appraisal party
4. Copy of the filing certificate of the entrusted appraisal party
5. Copy of the registered real estate appraiser qualification certificate for this evaluation

APPENDIX F – VALUATION REPORTS

THE COMPANIES ACT
(CHAPTER 50)
SECTION 31(3)
CERTIFICATE OF INCORPORATION ON
CONVERSION TO A PUBLIC COMPANY

FORM

20

NAME OF COMPANY: TAT SENG PACKAGING GROUP (PTE) LTD

COMPANY NO : 197762806M

This is to certify that the abovenamed company, which was on 22/12/1977 incorporated under the Companies Act as a company limited by shares, did on 27/02/2001 convert to a public company and that the name of the company now is TAT SENG PACKAGING GROUP LTD.

Given under my hand and seal on 27/02/2001.



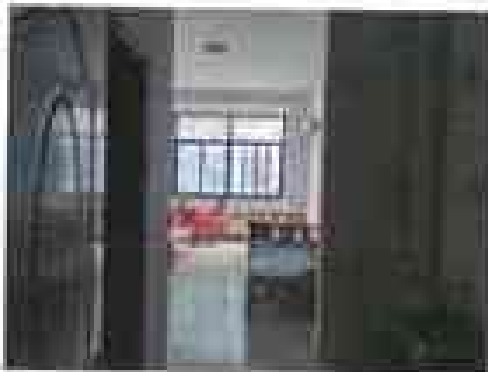

MRS SERENA TAN
SENIOR ASST REGISTRAR OF COMPANIES AND BUSINESSES
SINGAPORE

APPENDIX F – VALUATION REPORTS

房地证 津 字第 115011401242 号		企业产				房屋状况	
权利人	坐落	地号	图号	房屋结构	房屋面积 (M ²)	共有权人	共有权证号
天津丹源包装有限公司	空港经济区经一路257号	12011040203000000002		钢混	89.28		
				钢、混	23720.7		
				钢混	101.03		
土地状况							
土地性质		国有	用途	工业			
使用权类型		出让					
取得价格							
终止日期		2062-04-03					
使用权面积		33233.3	其中		332	M ²	
					分摊面积	M ²	

APPENDIX F – VALUATION REPORTS

發賣対象現状利用照片



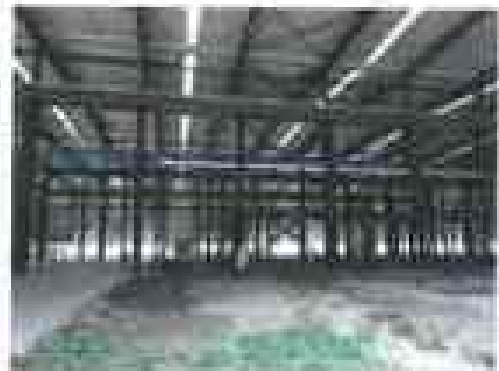
APPENDIX F – VALUATION REPORTS

评估对象现状利用照片



APPENDIX F – VALUATION REPORTS

估价对象现状利用照片



统一社会信用代码 913200001347841542 (1/1)		营业执照 (副本)		编号: 32000300002504010008	
名称 江苏嘉信房地产评估咨询有限公司		注册资本 1000万元人民币		扫描二维码 了解更多公司信息 或登录国家企业信用信息公示系统	
类型 有限责任公司(自然人投资或控股)		成立日期 1993年05月13日			
法定代表人 曹敏琳		住所 南京市长江路188号德盛大厦9楼09室			
经营范围 房地产评估、土地评估、咨询服务及房地产业经纪代理、土地登记代理、社会公益风险评估、土地测量、不动产测绘、地质矿产调查、矿产调查、资产评估、工程造价、工程咨询、(依法须经批准的项目,经相关部门批准后方可开展经营活动)		登记机关 南京市市场监督管理局		2023年04月06日	
国家企业信用信息公示系统网址: http://www.gsxt.gov.cn		市场主体应当于每年1月1日至6月30日通过国家企业信用信息公示系统报送公示年度报告。		国家市场监督管理总局制	

中华人民共和国	
房地产估价机构备案证书	
REGISTRATION CERTIFICATE FOR REAL ESTATE APPRAISAL COMPANY IN THE PEOPLE'S REPUBLIC OF CHINA	
机构名称:	江苏苏通房地产评估咨询有限公司
法定代表人:	曹旭峰
(执行事务合伙人)	
住所:	南京市长江路188号德基大厦908C室
统一社会信用代码:	913200007134784154E
备案等级:	壹级
证书编号:	苏建资估备(壹)南京 000008
有效期限:	2016年10月08日至 2025年11月10日
	
	
发证机关: 江苏省住房和城乡建设厅	
发证日期: 2025 年 10 月 10 日	

APPENDIX F – VALUATION REPORTS

本证书由中华人民共和国住房和城乡建设部统一监制。 本证书合法持有人的合法权益在全国范围内使用注册房地产估价师名称，执行房地产估价业务、出具房地产估价报告上署名。 This certificate is uniformly printed and supervised by the Ministry of Housing and Urban-Rural Development of the People's Republic of China. The holder of this certificate is entitled to use the designation of Registered Real Estate Appraiser to conduct real estate appraisal practices and to sign on real estate appraisal reports on a nationwide scale.			
姓 名 / Full name	陶金明	性 别 / Sex	男
身份证号码 / ID No.	320583196501010428	注册号 / Registration No.	3228130083
执业机构 / Employer	江苏苏信房地产评估咨询有限公司	有效期限 / Date of expiry	2028-07-01
		持证人签名 / Owner's signature	



No. 00328499

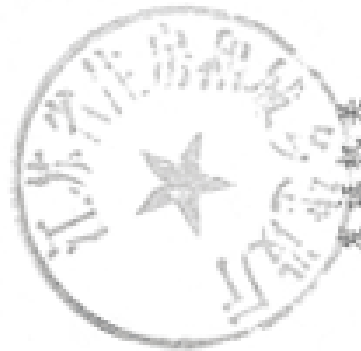
APPENDIX F – VALUATION REPORTS

本证书由中华人民共和国住房和城乡建设部统一监制。

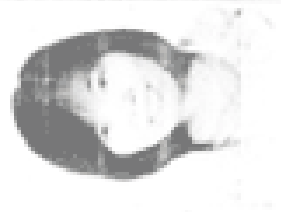
本证书合法持有人有权在全国范围内使用注册房地产估价师名称，执行业务，有权在房地产估价报告上签字。

This certificate is uniformly printed and supervised by the Ministry of Housing and Urban-Rural Development of the People's Republic of China.

The bearer of this certificate is entitled to use the designation of Registered Real Estate Appraiser to proceed real estate appraisal practices and to sign on real estate appraisal reports on a nationwide scale.



No. 00326951



姓名 / Full name
吴伶俐

性别 / Sex
女

身份证件号码 / ID No.
32068219820607248X

注册号 / Registration No.
3220120173

执业机构 / Employer
江苏农村房地产评估咨询有限公司南通中心分公司

有效期至 / Date of expiry
2027-11-21

持证人签名 / Bearer's signature

APPENDIX F – VALUATION REPORTS

Real Estate Appraisal Report

Appraisal Report No.: So Xin Real Estate Appraisal (Nantong)

Due. {2015} No.030160

Appraisal Project: Market value appraisal of industrial real estate located in Buildings 1-4, Groups 14, 15 and 25, Nichean Temple Village, Xiting Town, Tongzhou District, Nantong City, owned by Nantong Tai Seng Packaging Co., Ltd

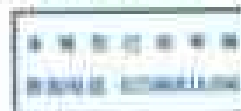
Appraisal Agency: Jiangsu Suxin Real Estate Appraisal & Consulting Co., Ltd.

Certified Real Estate Appraisers:

Wan Qing (Registration No. 3220200387)

Wu Jingli (Registration No. 3220110173)

Report Date: July 29, 2015



APPENDIX F – VALUATION REPORTS

Letter to the Appraisal Client

To: TAT SENG PACKAGING GROUP LTD.

On behalf of your company, our company has been commissioned to evaluate the market value of industrial real estate located in Buildings 1-4, Groups 14, 15 and 25, Xichan Temple Village, Xiting Town, Tongzhou District, Nantong City, which belongs to Nantong Tat Seng Packaging Co., Ltd.

Located: Nantong City Tongzhou District Xichan Temple Village Groups 14, 15 and 25, Buildings 1-4.

Property type (use): Industrial real estate.

Scope of valuation: The total floor area of the property is 41237.10m², and the land use right area is 74115.00m². It includes the built-in utility systems such as water and electricity for normal use of the factory building, decoration and renovation, but does not include other property or rights and interests such as structures, trees, movable property, creditor's rights and debts, franchise rights, etc.

Ownership: The owner of the property is Nantong Tat Seng Packaging Co., Ltd, and the certificate number is Su (2024) Tongzhou District Real Estate Right No.0002723. The nature of land right is transfer, the type of right is state-owned construction land use right, and the purpose is industry.

Purpose of Appraisal:

For the purpose of a possible mandatory chain offer

Valuation Date: July 15, 2025

Value Type: Market value.

Valuation Method: Cost Approach

Based on the materials provided by your company and in accordance with the national standards GB/T 50291-2015 "Specifications for Real Estate

APPENDIX F – VALUATION REPORTS

Appraisal" (《房地产估价规范》) and GB/T 50099-2013 "Basic Terminology Standards for Real Estate Appraisal" (《房地产估价基本术语标准》), as well as relevant laws and regulations, our certified real estate appraisers have conducted this appraisal independently, objectively, fairly, and legally. Following appropriate appraisal procedures and applying the cost approach as the fundamental method, combined with professional experience and an analysis of factors affecting real estate value, we hereby determine:

As of the appraisal date of July 13, 2025, the market value of the subject property, under the assumptions and limitations stated herein, is RMB88,621,500 (RMB) (Eighty Million Six Hundred Twenty-One Thousand Five Hundred).

Summary Table of Real Estate Appraisal Results

Type	Building/Land Parcel No.	Area (m²)	Appraised Unit Price (RMB/m²)	Total Value (Ten Thousand RMB)
Building	1	152.2	1,215.00	184
	2	11,160.72	1,836.72	2,049.00
	3	1,362.72	1,654.72	225.52
	4	4,781.84	1,761.72	842.42
	subtotal	17,417.58		2,971.44
Land	1	74,113.00	230.43	2,140.48
Total				5,111.92

Notes:

To fully understand the subject property and related analysis and professional opinions, we recommend reading the complete appraisal report.

Jiangsu Suwon Real Estate Appraisal & Consulting Co., Ltd.



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Certified Real Estate Appraiser Declaration

Based on our professional knowledge and ethics, we hereby solemnly declare:

1. The facts stated in this appraisal report are true and accurate, without false records, misleading statements or material omissions.
2. The analysis, opinions and conclusions in this appraisal report are our independent, objective and impartial professional analysis, opinions and conclusions, but subject to the assumptions and restrictions stated in this appraisal report.
3. We have no actual or potential interest in the appraisal object in this report, have no interest in the appraisal client and the interested parties of the appraisal, and have no prejudice against the appraisal object, the appraisal client and the interested parties of the appraisal.
4. We analyze the real estate appraisal report in accordance with the National Standard of the People's Republic of China "Real Estate Appraisal Code", "Basic Terminology Standard for Real Estate Appraisal" and special standards for real estate appraisal corresponding to the appraisal purpose, and form opinions and conclusions.
5. The registered real estate appraiser conducted this valuation completely independently, and no professionals from other industries provided significant assistance to this valuation report.
6. The registered real estate appraiser participating in this appraisal project promises to keep the trade secrets, strictly abide by the professional ethics and codes of conduct for real estate appraisal, have professional competence, and do a good job in appraisal diligently and responsibly during the appraisal process.

Valuation Assumptions and Constraints

The analysis, opinion and conclusion in this valuation report are our own impartial professional analysis, opinion and conclusion, subject to the assumptions and limitations stated below and in this valuation report.

I. General Assumptions

1. This report is based on the following assumptions: the real estate ownership certificates and other materials provided by the client are authentic, legal, and valid; the subject property has no judicial or administrative restrictions such as seizure that would prohibit transfer or mortgage; there are no disputes regarding property rights; and all legal transfer conditions are met. Specifically, the valuation assumes that the subject property possesses legitimate ownership rights, is legally used, and can be freely transferred or mortgaged in the open market. The valuation result reflects the market value of the subject property at the valuation date, where "market value" refers to the average transaction price of a specific real estate in the market:

a. Appropriate marketing, that is, the object of valuation has been displayed in the market in an appropriate way. The display time may vary with the market conditions, but it is enough to attract the attention of a certain number of potential buyers;

b. Familiarity with the situation, that is, both the buyer and the seller understand the object of appraisal and are familiar with the market conditions, so that the buyer does not blindly buy and the seller does not blindly sell;

c. Caution, that is, both the buyer and the seller are calm, rational and cautious, without emotion;

d. No compulsion, that is, both the buyer and the seller are engaged in the transaction of the subject matter of appraisal out of their own needs. The buyer is not in a hurry to buy (it is not necessary to buy), and the seller is not in a hurry to sell (it is not necessary to sell). At the same time, the buyer is not forced to buy the subject matter of appraisal from a specific seller, and the

APPENDIX F – VALUATION REPORTS

seller is not forced to sell the subject matter of appraisal to a specific buyer;

e. Fair transaction, that is, both the buyer and the seller are engaged in the transaction of the appraisal object for their own interests, without any special or special relationship such as between relatives and friends, between parent and subsidiary companies, or between owners and tenants, and it is not a related party transaction.

2. On the basis of the information and materials specified by the appraisal client, the appraisal object shall define the scope and space of the property without omission or fabrication. If there is any discrepancy in the authenticity of the information provided by the client, the appraisal agency and the real estate appraiser shall not bear relevant responsibilities.

3. This report is based on the assumption that the building's construction quality meets safety standards and can be sustainably used over the long term. Our on-site inspection of the appraisal object focuses solely on its exterior appearance and operational status. For concealed, unexposed, or inaccessible areas, we conduct evaluations based on materials provided by the client. Unless otherwise agreed, we do not assume responsibility for investigating the structural quality of the building.

4. This appraisal did not conduct any measurements and experiment on the building foundation and structure of the appraisal object, and this appraisal assumes that there are no major quality problems in the foundation and structure.

5. The registered real estate appraiser did no conduct professional measurement of the building area of the property. After on-site inspection and observation, the building area of the property being appraised was roughly equivalent to the building area recorded in the “Real Estate Certificate”

6. The appraisal object shall enjoy the right of passage to the common parts and the right of use to the common facilities such as water and electricity.

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II. Assumptions about Unassumed Matters

There is no unassumed matter in this evaluation.

III. Deviation from Factual Assumptions

This assessment is consistent with the factual assumptions

IV. Inconsistent Assumptions

The on-site investigation for this appraisal was conducted on July 28, 2025, and completed on the same day. As the investigation date differs from the valuation date of July 15, 2025, it is assumed that there were no changes to the subject property during this period.

V. Restrictions

1. This appraisal report is provided to the Appraiser for use according to the appraisal purpose and shall not be used for other purposes. If the appraisal purpose and use conditions are changed, necessary adjustments or even re-appraisal shall be made after consulting with the Company.

2. The real estate market value determined in this evaluation report is based on specific purposes and assumptions under the current assessment conditions. It does not account for factors such as forced disposal, rapid liquidation, disposal costs, or transaction taxes. When utilizing the report's findings, users should carefully review the risk disclosures and liquidity analysis sections, give due consideration to these elements, and make prudent decisions.

3. After the valuation date, if the quality and price standard of the appraisal object changes during the validity period of the appraisal report, and has a significant impact on the value of the appraisal object, the appraisal conclusion cannot be directly used.

4. This appraisal report is only for the appraiser's use in accordance with the agreed appraisal purpose and the review of industry associations and administrative departments. Without the written consent of the Appraisal Institution, all or part of this appraisal report and any reference materials are

APPENDIX F – VALUATION REPORTS

not allowed to be quoted in any publicly published documents, notices or statements, nor shall they be publicly published in any other way.

5. The valuation results of this report are only for the purpose set forth in this report, that is, to provide reference basis for the real estate involved in the equity acquisition of the client to understand its market value. Otherwise, the valuation results shall not be used for other purposes, otherwise the valuation results shall be invalid.

6. This valuation report shall remain valid for one year from the date of submission. If used after the expiration date, date adjustments or re-evaluations must be made. Any misuse beyond the validity period of the valuation report will result in liability on the part of the user. However, if the report is used within its valid period, the issuing institution shall bear the responsibility, except in cases of improper use by the user.

7. The results of this appraisal report include the value of state-owned land use right, as well as the value of water, electricity and all related auxiliary facilities that are integral to the real estate and meet its functional requirements.

8. All the data in the report are calculated by computerized continuous calculation. Since the calculated data in the report are rounded to one or two decimal places or taken as whole, there may be some incomplete equality, but it will not affect the accuracy of the calculation results and the final evaluation conclusions.

9. This appraisal report shall be signed by the real estate appraiser and affixed with the official seal of the appraisal agency, and shall be valid as a whole, and the copy is invalid

APPENDIX F – VALUATION REPORTS

Real estate appraisal results report

Su Xin Real Estate Appraisal (Nan tong) Doc. [2025] No.030160

I. Client

Name: TAT SENG PACKAGING GROUP LTD.

II. Real Estate Appraisal Agencies

Name: Jiangsu Suxin Real Estate Appraisal & Consulting Co., Ltd.

Address: 2nd Floor, Building T4, Nanjing Ali Center, No.8 Yongchu Road, Jianye District, Nanjing

Qualification level: Level 1

Certificate number: Su Jian Fang Gu Bei (I) Nanjing 00008

Legal representative: Cao Canwei

Contact: Qu Dongyan

Contact number: 13962808917

III. Purpose of Appraisal

For the purpose of a possible mandatory chain offer

IV. Valuation Object

(1) the scope of property subject to valuation

The subject of this appraisal is the industrial real estate located in Xichan Temple Village, Xiting Town, Tongzhou District, Nantong City, owned by Nantong Tat Seng Packaging Co., Ltd. The property comprises Buildings 1-4, Groups 14, 15, and 25, with a total floor area of 41,237.10m² and land use rights covering 74,115.00m². The appraisal includes non-divisible utilities (water and electricity) and interior decorations for normal use, excluding structures, trees, movable assets, creditor's rights, franchise rights, and other properties or interests.

(2) Basic information of the appraisal object

According to the real estate ownership certificate provided by the appraisal client

APPENDIX F – VALUATION REPORTS

苏 (2021) 通 区		附 记
权 利 人	南通达成包装制品有限公司	备 注：建筑面积:132.21㎡,房屋结构:其它结构 总层数:层 备 注：建筑面积:55180.53㎡2,房屋结构:其它结构,点状数 备 注：建筑面积:1382.73㎡,房屋结构:其它结构,总层数:层 备 注：建筑面积:181.64, 房屋结构:其它结构 总层数:层
共有情 况	单独所有	
生 落	南通市通州区西岑镇西神等村14、15、25组	
不动产单元号	320612161040 GB00C31599990001	
权利类型	国有建设用地使用权/房屋所有权	
权利 性质	出让/自建房屋	
月 述	工业用卷/详见购记	
面 积	宗地面积74115.00㎡ 房屋建筑面积41237.10㎡	
使用期限	国有建设用地使用权 2018年03月12日起2068年03月11日	
权利其他情况	持 证 人：南通达成包装制品有限公司	

(3) Basic land conditions

1. Location: Groups 14, 15 and 25, Xichan Temple Village, Xiting Town, Tongzhou District, Nantong City;
2. Land type (use): Industrial;
3. Type of use right: Transfer;
4. Land use right area: registered area 74115.00m², valued area 74115.00m²;
5. Land Shape: relatively regular;
6. Termination date: March 11, 2068.
7. Boundaries: east to the road, south to the path, west to the open space, north to the private house;

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8. The completeness of infrastructure within the site: the development level of "five connections" such as access to roads, water supply, drainage, electricity and communication, and "one level" of site leveling within the site;

9. Topography: The terrain is relatively flat and undulating;

10. Foundation: the foundation of the site is good, with large bearing capacity;

11. Geological and hydrological conditions: the foundation is relatively good, the bearing capacity is large, and only simple foundation treatment is needed in general industrial building construction, and the geological and hydrological conditions are relatively good;

(4) Basic conditions of the building

The appraisal object is located in Building 1-4, Groups 14, 15 and 25, Xichan Temple Village, Xiting Town, Tongzhou District, Nantong City. The building is owned by Nantong Tat Seng Packaging Co., Ltd.. The buildings in the site are arranged in an orderly layout. According to the on-site survey by the registered appraiser, the buildings in the site where the appraisal object is located have obtained the "Real Estate Ownership Certificate".

Building number	Use	Building area (m ²)	Building Structure	Number of floors	Year of completion	Present condition
1	entrance guard	132.20	frame	1	2018	The height of the floor is about 3.5 meters, the exterior wall is real stone paint, the interior wall is painted, and the floor is paved with tiles
2	factory building	35380.53	Steel mixed	1	2018	The height of the floor is about 8.5 meters, the exterior wall is real stone paint, the interior wall is painted, the wear-resistant floor (part of the epoxy floor), the heat insulation ceiling, aluminum alloy Windows, rolling shutter doors.
3	Attached rooms	1362.73	frame	1	2018	The floor height is about 6 meters (part 4 meters), the basement height is about 4.4 meters, the exterior wall is real stone paint, the interior wall is painted, the epoxy floor, aluminum alloy Windows, rolling shutter doors

APPENDIX F – VALUATION REPORTS

4	Office building	4361.64	frame	4	2023	The height of the floor is about 4 meters, the exterior wall is real stone paint, the interior wall is painted, and the cement floor is cement.
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The newness of the property to be valued is relatively new, and the water, electricity, communication and other facilities are relatively complete.

V. Valuation date

July 15, 2025

VI. Value types

Market value.

VII. Valuation Principles

This appraisal complies with the principles of independence, objectivity, impartiality, legality, prudence and general principles such as the highest best use principle, valuation date principle and substitution principle.

1. The principle of independence, objectivity and impartiality

The principle requires that the evaluation be made from a neutral standpoint, and that the value or price be assessed in a realistic, fair and honest manner that is fair and reasonable to all parties concerned.

2. Principle of legality

The principle that the appraisal result is the value or price of the appraisal object determined according to law.

3. Valuation date principle

The principle that the appraisal result is the value or price at a specific time determined according to the purpose of the appraisal

4. Principle of substitution

The principle that the value of the appraisal result and the price deviation of the similar real estate under the same conditions should be within a reasonable range.

5. The principle of best use

The principle requires that the appraisal result is the value or price of the object under the highest and best use. The so-called highest and best use

APPENDIX F – VALUATION REPORTS

refers to the reasonable and possible use of real estate which is legally allowed, technically possible, financially feasible and maximizes the value, including the best use, scale and grade.

VIII. Basis of valuation

(1) Relevant laws, regulations and departmental rules on which the appraisal is based

1. Civil Code of the People's Republic of China;
2. Urban Real Estate Administration Law of the People's Republic of China;
3. Land Administration Law of the People's Republic of China;
4. Notice on the Release and Implementation of the Minimum Price Standards for The Transfer of Industrial Land Nationwide.

(2) The technical regulations adopted in this appraisal

1. National Standard of the People's Republic of China GB/T50291-2015 "Code for Real Estate Appraisal"
2. GB/T50899-2013 "Basic Terminology Standard for Real Estate Appraisal" of the People's Republic of China

(3) relevant information provided by the appraisal client

1. Copy of the Certificate of Real Estate Rights.

(4) relevant information collected and mastered by the appraisal agency and the registered real estate appraiser

1. Basic information about the location of the object to be valued, such as natural conditions, social and economic conditions, administrative divisions and population

2. Registration of information about the ownership and current use of the appraisal object collected by the real estate appraiser during on-site inspection and investigation

3. Base land price data of the location of the appraisal object

4. Pricing Table for Construction and Decoration Engineering in Jiangsu Province

APPENDIX F – VALUATION REPORTS

5. Cost Estimation Index for Construction Projects in Jiangsu Province

6. Construction Project Cost Management of Nantong City

IX. Valuation Method

1. Selection of valuation methods

Real estate appraisal methods generally have the comparison method, hypothetical development method, income method, cost method and so on.

Comparative method is a method of selecting a certain number of comparable instances, comparing them with the object to be valued, and processing the transaction price of the comparable instances according to their differences to obtain the object to be valued or price.

The hypothetical development method is a valuation approach that calculates the necessary expenditures and discount rate for future development of the appraisal object, or the necessary expenditures and attributable profits for subsequent development, as well as the value after development completion. This method involves subtracting the discounted value of the completed development from the appraised value at the valuation date, or alternatively, deducting the necessary expenditures and attributable profits from the completed development value to determine the final appraisal value.

Income method is a method to predict the future income of the object of appraisal, and to convert the future income into value by using the rate of return or capitalization rate and income multiplier to obtain the value or price of the object of appraisal.

Cost method is a method to calculate the replacement cost or reconstruction cost and depreciation of the object of appraisal at the valuation date, and to obtain the value or price of the object of appraisal by deducting the replacement cost or reconstruction cost from the depreciation.

1.1 Method selection basis

APPENDIX F – VALUATION REPORTS

1.1.1 Reasons for not using the following methods:

(1) Since the appraisal object is industrial use (non-standard factory buildings) real estate in use, and the similar industrial real estate in the area is mainly for self-use with few sales cases, especially the non-standard factory buildings have poor comparability, so the comparison method is not suitable for evaluation.

(2) The valuation subject is industrial real estate located in an area predominantly occupied by self-used properties. The public leasing market remains underdeveloped, with only a limited number of standardized factory buildings available for rent. Moreover, it is challenging to accurately differentiate the economic benefits generated by factory buildings and equipment within the subject property. This makes it difficult to separate real estate returns from the company's total income, rendering the income approach unsuitable for valuation.

(3) The appraisal object is a built real estate, and it is unlikely to be rebuilt or expanded in the short term. This appraisal takes the maintenance of the current use of the appraisal object as the premise, and it has no value for redevelopment, so it is not suitable to use the hypothetical development method for evaluation.

1.2.2 Reasons for using cost method:

Considering that the appraiser has a more comprehensive grasp of the cost composition of real estate development in Nantong city, it is determined to use the cost method for evaluation.

Cost method technical route: the method of estimating the objective and reasonable price or value of the object to be valued at the value time point by obtaining the replacement price or reconstruction price of the object to be valued, and deducting depreciation. That is, the technical route of real estate replacement price is:

APPENDIX F – VALUATION REPORTS

Real estate value = land cost + construction cost + management cost + investment interest + sales cost + development profit + sales tax-building depreciation

X. Valuation results

Based on the materials provided by your company, our registered real estate appraiser has conducted the following evaluation in accordance with national standards GB/T 50291-2015 "Real Estate Appraisal Standards" and GB/T 50899-2013 "Basic Terminology for Real Estate Appraisal", along with relevant laws, regulations, and policy provisions. After thoroughly understanding and analyzing the actual conditions of the appraisal subject, we adhered to the principles of independence, objectivity, fairness, and legality. Following standard appraisal procedures, we selected the cost approach as the primary methodology. Through the appraiser's professional expertise and comprehensive analysis of factors influencing property value, we have determined:

The real estate market value of the appraisal object on the valuation date of July 15, 2025 is RMB 88,621,500, (RMB Eighty-Eight Million Six Hundred Twenty-One Thousand Five Hundred).

XI. Certified Real Estate Appraisers

Name	Registration No.	Signature	Date of signature
Wan Qiuting	3220200387		July 29, 2025
Wu Lingli	3220120173		July 29, 2025

XII. Field Survey Period

The field survey is completed on July 28, 2025.

XIII. Valuation Period

From July 28, 2025 to July 29, 2025.

XIV. Validity Period of the Report

One year (from July 29, 2025 to July 28, 2026).

Appendices

1. Copy of the Certificate of Real Estate Rights
2. Use photos to evaluate the current situation of the object
3. Copy of the business license of the entrusted appraisal party
4. Copy of the qualification certificate of the entrusted appraisal party
5. Copy of the registered real estate appraiser qualification certificate for this evaluation

APPENDIX F – VALUATION REPORTS

姓名: _____ **学号:** _____

班级: _____ **日期:** _____

第 _____ 页 共 _____ 页

一、单项选择题

1. 下列选项中，属于流动资产的是（ ）。

A. 固定资产 B. 无形资产 C. 应收账款 D. 长期股权投资

2. 企业购入一批原材料，货款尚未支付，应计入的会计科目是（ ）。

A. 应付账款 B. 应付票据 C. 应付利息 D. 应付股利

3. 企业销售商品，收到货款，应计入的会计科目是（ ）。

A. 银行存款 B. 应收账款 C. 应付账款 D. 应付票据

4. 企业购入一批固定资产，应计入的会计科目是（ ）。

A. 固定资产 B. 无形资产 C. 应收账款 D. 长期股权投资

5. 企业购入一批原材料，货款已经支付，应计入的会计科目是（ ）。

A. 应付账款 B. 应付票据 C. 应付利息 D. 应付股利

二、多项选择题

1. 下列选项中，属于流动负债的是（ ）。

A. 应付账款 B. 应付票据 C. 应付利息 D. 应付股利

2. 企业购入一批原材料，货款尚未支付，应计入的会计科目是（ ）。

A. 应付账款 B. 应付票据 C. 应付利息 D. 应付股利

3. 企业销售商品，收到货款，应计入的会计科目是（ ）。

A. 银行存款 B. 应收账款 C. 应付账款 D. 应付票据

4. 企业购入一批固定资产，应计入的会计科目是（ ）。

A. 固定资产 B. 无形资产 C. 应收账款 D. 长期股权投资

5. 企业购入一批原材料，货款已经支付，应计入的会计科目是（ ）。

A. 应付账款 B. 应付票据 C. 应付利息 D. 应付股利

三、判断题

1. 企业购入一批原材料，货款尚未支付，应计入的会计科目是应付账款。（ ）

2. 企业销售商品，收到货款，应计入的会计科目是应收账款。（ ）

3. 企业购入一批固定资产，应计入的会计科目是固定资产。（ ）

4. 企业购入一批原材料，货款已经支付，应计入的会计科目是应付账款。（ ）

5. 企业购入一批原材料，货款尚未支付，应计入的会计科目是应付票据。（ ）

四、简答题

1. 简述企业购入一批原材料，货款尚未支付，应计入的会计科目。

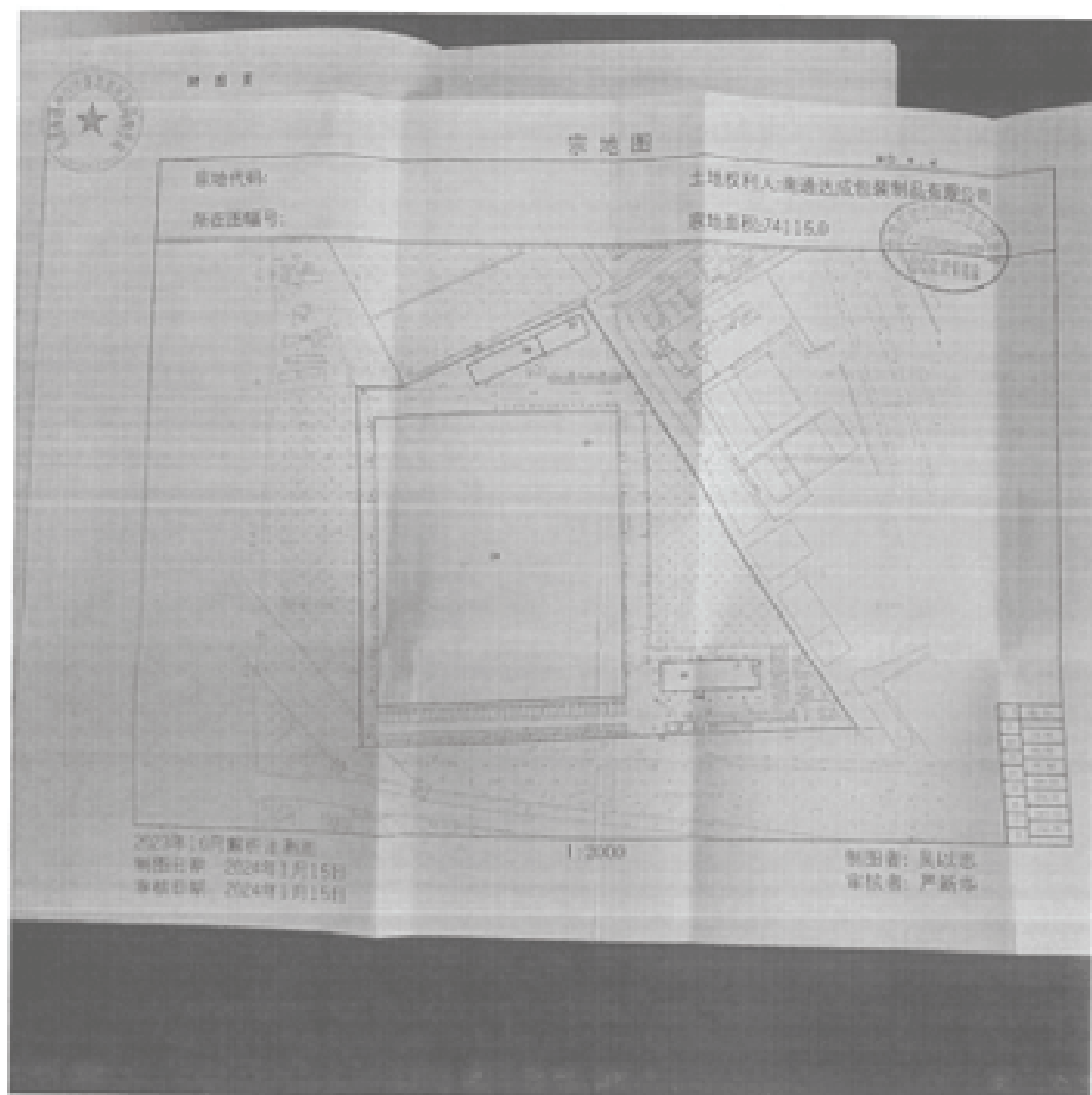
2. 简述企业销售商品，收到货款，应计入的会计科目。

3. 简述企业购入一批固定资产，应计入的会计科目。

4. 简述企业购入一批原材料，货款已经支付，应计入的会计科目。

5. 简述企业购入一批原材料，货款尚未支付，应计入的会计科目。

APPENDIX F – VALUATION REPORTS



APPENDIX F – VALUATION REPORTS

估价对象现状照片





中华人民共和国	
房地产估价机构备案证书	
REGISTRATION CERTIFICATE FOR REAL ESTATE APPRAISAL COMPANY IN THE PEOPLE'S REPUBLIC OF CHINA	
机 构 名 称:	江苏苏信房地产评估咨询有限公司
法 定 代 表 人:	曹旭玮
(执行事务合伙人)	
住 所:	南京市长江路188号德基大厦9楼D座
统一社会信用代码:	913200007134784154E
备 案 等 级:	壹级
证 书 编 号:	苏建资估备(壹)南京 00008
有 效 期 限:	2016年10月08日至 2025年11月10日
	
	
发证机关: 江苏省住房和城乡建设厅	
2016 年 10 月 16 日	

姓名 / Full name 力秋博			
性别 / Sex 女			
身份证件号码 / ID No. 320683198609069222			
注册号 / Registration No. 3220200387			
持证人姓名 / Employee 江苏聚创房屋资产评估有限公司南通中心分公司			
有效期至 / Date of expiry 2026-07-24			
持证人签名 / Bearer's signature			

本证书由中华人民共和国住房和城乡建设部统一监制。

本证书合法持有人有权在全国范围内使用注册房地产估价师名称，执行房地产估价业务，有权在房地产估价报告上签字。

This certificate is uniformly printed and supervised by the Ministry of Housing and Urban-Rural Development of the People's Republic of China.

The bearer of this certificate is entitled to use the designation of Registered Real Estate Appraiser to proceed real estate appraisal practices and to sign on real estate appraisal reports on a nationwide scale.



No. 00270868

APPENDIX F – VALUATION REPORTS

本证书由中华人民共和国住房和城乡建设部统一监制。

本证书含法律持有人有权在全国范围内使用注册房地产估价师名称，执行房地产估价业务，有权在房地产估价报告上署名。

This certificate is uniformly printed and supervised by the Ministry of Housing and Urban-Rural Development of the People's Republic of China.

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No. 00326951



姓名 / Full name
吴静州

性别 / Sex
女

身份证件号码 / ID No.
32048219820407248X

注册号 / Registration No.
3200120173

执业机构 / Employer
江苏苏信房地产估价有限公司
苏州中心分公司

有效期至 / Date of expiry
2027-11-21

持证人签名 / Bearer's signature

APPENDIX G – SELECTED TEXTS OF THE CONSTITUTION

All capitalised terms used in the following extracts shall have the same meanings given to them in the Constitution, a copy of which is available for inspection at the registered office of the Company at 348 Jalan Boon Lay, Singapore 619529, during normal business hours until the Closing Date.

The rights of Shareholders in respect of capital, voting and dividends as set out in the Constitution are as follows:

(a) The rights of Shareholders in respect of capital

“SHARES

3. *The Company may purchase or otherwise acquire its issued shares subject to and in accordance with the provisions of the Relevant Laws, on such terms and subject to such conditions as the Company may in General Meeting prescribe in accordance with the Relevant Laws. Any shares purchased or acquired by the Company as aforesaid shall be dealt with in accordance with the Relevant Laws, and if required by the Act (unless held as treasury shares in accordance with the Act) shall be deemed to be cancelled immediately on such purchase or acquisition.* *Repurchase of Company's shares.*
- On the cancellation of any share as aforesaid, the rights and privileges attached to that share shall expire. In any other instance, the Company may hold or deal with any such share (including treasury shares) which is so purchased or acquired by it in accordance with the bye-laws or listing rules of any Stock Exchange.*
- (a) *Shares that the Company purchases or otherwise acquires may be held as treasury shares in accordance with the provisions of these Regulations and the Act.*
- (b) *Where the shares purchased or otherwise acquired are held as treasury shares by the Company, the Company shall be entered in the Register of Members as the member holding the treasury shares.*
- (c) *The Company shall not exercise any rights in respect of the treasury shares other than as provided by the Act. Subject thereto, the Company may hold or deal with its treasury shares in the manner authorised by, or prescribed pursuant to, the Act.*
4. (1) *Subject to the provisions of the Act and to these Regulations relating to new shares and to any special rights attached to any shares for the time being issued, all shares shall be under the absolute control of the Members in General Meeting but subject thereto, the Directors may allot and issue shares with or without conferring any right of renunciation or grant options over or otherwise dispose of the same, to such persons and on such terms and conditions, for such consideration, and at such time as the Directors may determine, subject or not to the payment of any part of the amount (if any) thereof in cash as the Director may determine, and any shares may be issued with such preferential, deferred or other special rights or such restrictions whether in regard to dividend voting or return of share capital, and at such time or times as the Directors may think fit.* *Issue of shares.*

APPENDIX G – SELECTED TEXTS OF THE CONSTITUTION

(2) *Paragraph (1) of this Regulation shall be subject to the following restrictions:–*

- (a) *The rights attaching to issued shares of a class other than ordinary shares shall be expressed in the resolution creating the same and such rights shall be clearly defined in this Constitution. (Subject to any direction to the contrary that may be given by the Company in General Meeting) any issue of shares for cash to Members holding shares of any class shall be offered to such Members in proportion as nearly as may be to the number of shares of such class then held by them and the provisions of the second sentence of Regulation 4(3) with such adaptations as are necessary shall apply;*
- (b) *No shares shall be issued so as to transfer a controlling interest in the Company without the prior approval of the Shareholders in a General Meeting;*
- (c) *Any other issue of shares, the aggregate of which would exceed the limits referred to in Regulation 46A(1)(c)(i), shall be subject to the approval of the Company in General Meeting;*
- (d) *In the event of the Company at any time issuing preference shares or converting issued shares into preference shares, it shall at the same time indicate whether it reserves the right to issue or convert further preference capital ranking equally with or in priority to the preference shares then about to be issued. The allotment and issue of preference shares or conversion of issued shares into preference shares, is subject to the Act and any requirements or limitations prescribed by the Stock Exchange;*
- (e) *Preference shares may be issued which are or at the option of the Company are liable to be redeemed, the terms and manner of redemption being determined by the Director. The total number of issued preference shares shall not at any time exceed the total number of the issued ordinary shares. Preference Shareholders shall have the same rights as ordinary Shareholders as regards receiving notices, reports and balance sheets and attending General Meetings of the Company. Preference Shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding up or sanctioning a sale of the undertaking of the Company or where any resolution to be submitted to any such meeting directly affects their rights and/or privileges or when the dividend on the preference shares is in arrear for more than six months; and*
- (f) *The Company has the power to issue further preference capital ranking equally with or in priority to preference shares already issued.*

Preference shares.

Issue further preference capital.

APPENDIX G – SELECTED TEXTS OF THE CONSTITUTION

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| <p>(3) <i>Subject to any direction to the contrary that may be given by the Company in General Meeting or except as permitted under the listing rules of the Stock Exchange, all new shares of whatever kind shall, before issue, be offered to such persons who as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion, as far as the circumstances admit, to the number of the existing shares, to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting the time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company and the Directors in such manner as they think most beneficial to the Company may likewise so dispose of any such new shares in such manner which by reason of the ratio which the new shares bear its shares held by persons to an offer of new shares cannot, in the opinion of the Directors, be conveniently offered under this Regulation.</i></p> | <p><i>Issue of new shares to members.</i></p> |
| <p>(4) <i>The Company may issue shares for which no consideration is payable to the Company.</i></p> | <p><i>Issue of shares with no consideration.</i></p> |
| <p>(5) <i>The rights attaching to shares of a class other than ordinary shares shall be expressed in this Constitution.</i></p> | <p><i>Shares of a class other than ordinary shares.</i></p> |
| <p>(6) <i>If by the conditions of allotment of any shares, the whole or part of the amount or issue price thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the persons who for the time being, and from time to time, shall be Members in respect of the shares or their legal personal representatives.</i></p> | <p><i>Instalments of shares.</i></p> |
| <p>4A. <i>The Company shall not exercise any right in respect of treasury shares other than as provided by the Act. Subject thereto, the Company may hold or deal with its treasury shares in the manner authorised by, or prescribed pursuant to, the Act.</i></p> | <p><i>Treasury Shares.</i></p> |
| <p>5. <i>When two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint tenants with benefit of survivorship subject to the provisions following:–</i></p> | <p><i>Joint holders.</i></p> |
| <p>(a) <i>The Company and the Depository shall not be bound to register more than three persons as the holders of any share but this provision shall not apply in the case of executors or trustees of a deceased shareholder.</i></p> | |
| <p>(b) <i>For the purposes of quorum joint-holders of any share shall be treated as one member.</i></p> | |

APPENDIX G – SELECTED TEXTS OF THE CONSTITUTION

- (c) *Only the person whose name stands first in the Register of Members or the Depository Register as one of the joint-holders of any share shall be entitled to delivery of the certificate relating to such share or to receive notices from the Company.*
 - (d) *The joint-holders of any share shall be liable severally as well as jointly in respect of all payments which ought to be made in respect of such share.*
 - (e) *Any one of the joint-holders of any share may give effectual receipts for any dividend, bonus or other sum of money payable to such joint-holders in respect of such share.*
 - (f) *On the death of any one of the joint-holders of any share the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such share but the Directors may require such evidence of death as they think necessary to call for.*
 - (g) *If more than one of such joint-holders are present in person or proxy at any General Meeting, only one of the joint-holders or his attorney or proxy, whose name stands first in the Register of Members or (as the case may be) the Depository Register amongst those so present in person or proxy shall be entitled to vote in respect of any of the shares so held.*
6. *If at any time the share capital of the Company by reason of the issue of preference shares or otherwise is divided into different classes of shares, the repayment of such preference capital or all or any of the rights and privileges attached to each class may subject to the provisions of the Act be varied, modified, commuted, abrogated, affected, or dealt, by with the sanction of a Special Resolution passed at a separate General Meeting of the holders of the shares of that class. Provided Always that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing, if obtained from the holders of three-fourths of the preference shares concerned within two months of the meeting, shall be as valid and effectual as a special resolution passed at the General Meeting. To every such separate General Meeting the provisions of this Constitution relating to the General Meetings of the Company and to proceedings thereat shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy or by attorney, at least one-third of the issued shares of the class (but so that if at any adjourned meeting a quorum as above defined is not present, any two holders of shares of the class present, in person or by proxy or by attorney shall be a quorum) and that any holder of shares of the class present in person or by proxy or by attorney may demand a poll, and that every such holder shall on a poll have one vote for every share of the class held by him. To every such Special Resolution the provisions of Section 184 of the Act shall with such adaptations as are necessary apply.*
- Modification of
class rights.*

APPENDIX G – SELECTED TEXTS OF THE CONSTITUTION

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| 7. | <i>The Company may pay commission or brokerage on any issue of shares at such rate or amount or in such manner as the Directors deem fit. Such commission or brokerage may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.</i> | <i>Power of paying commission and brokerage.</i> |
| 7A. | <i>If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings, or the provision of any plant which cannot be made profitable for a long period, the Company may, subject to the conditions and restrictions mentioned in the Act, pay interest on so much of the share capital (except treasury shares) as is for the time being paid up, and may charge the same to capital as part of the cost of construction or provision.</i> | <i>Power to charge interest on capital.</i> |
| 8. | <i>Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share.</i> | <i>Trust not to be recognised.</i> |

SHARE CERTIFICATE

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| 9. | <p>(1) <i>Subject to the listing rules of the Stock Exchange, every person whose name is entered as a member in the Register of Members shall be entitled without payment to receive within ten market days after the closing date for any applications to subscribe for a new issue of securities or the day of lodgement of a registrable transfer (as the case may be), one certificate in respect of each class of shares held by him for all his shares in that class or several certificates in reasonable denominations for his shares in any one class upon payment of \$2.00 (or such sum as the Stock Exchange may prescribe) for every certificate after the first. Every certificate shall be under the Seal or share seal of the Company and bear the signatures or facsimile of signatures of two Directors or of a Director and the Secretary or some other person appointed by the Directors, and shall specify the class and number of shares to which it relates, whether the shares are fully or partly paid up and any outstanding amounts unpaid thereon.</i></p> <p>(2) <i>The certificates of shares, or options in respect of shares, registered in the names of two or more persons may, without prejudice to the provisions of this Regulation 9, be delivered to the person first named on the Register or, in the case of shares or option registered in the name of the Depository, to the Depository.</i></p> | <p><i>Share certificates.</i></p> <p><i>Issue of certificates to joint holders.</i></p> |
| 10. | <p>(1) <i>Subject to the provisions of the Act, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and on such indemnity (if required) being given as the Directors of the Company shall require, and (in case of defacement or wearing out) on delivery up of the old certificate, and in any case on payment of such sum not exceeding \$2.00 (or such sum as the Stock Exchange may prescribe) plus the payment of the amount of proper stamp duty with which each such certificate is chargeable</i></p> | <p><i>Renewal of certificates.</i></p> |

APPENDIX G – SELECTED TEXTS OF THE CONSTITUTION

under the Relevant Laws relating to stamps. In the case of destruction, loss or theft, a shareholder or person entitled to whom such renewed certificate is given shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss.

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| (2) <i>Where a Member transfers part only of the shares comprised in a certificate or where a Member requires the Company to cancel any certificate or certificates and issue new certificates for the purpose of subdividing his holding in a different manner, the old certificate or certificates shall be cancelled and a new certificate or certificates for the balance of such shares (in the case of transfer) and the whole of such shares (in the case of sub-division) shall be issued in lieu thereof and the Member shall pay (in the case of sub-division) a maximum fee of S\$2.00 for each new certificate (or such other fee as the Directors may from time to time determine having regard to any limitation thereof as may be prescribed by the Stock Exchange from time to time). Where some only of the shares comprised in a share certificate are transferred, the new certificate for the balance of such shares shall be issued in lieu thereof without charge.</i> | <i>Sub-division of share certificate.</i> |
| (3) <i>Any two or more certificates representing shares of any one class held by any Member may at his request be cancelled and a single new certificate for such shares issued in lieu thereof without charge.</i> | <i>Consolidation of share certificates.</i> |

CALLS ON SHARES

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| 11. <i>The Directors may, subject to the provisions of this Constitution from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they think fit, provided that fourteen days' notice at least is given of such call, and each Member shall be liable to pay the amount of every call so made upon him to the persons by the instalments (if any) and at the times and places appointed by the Directors. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. A call may be revoked or postponed as the Directors may determine.</i> | <i>Calls when payable.</i> |
| 12. <i>The joint holders of a share shall be jointly and severally liable for the payment of all calls and instalments in respect thereof.</i> | <i>Joint holders.</i> |
| 13. <i>If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the holder or allottee of the share shall pay interest on the amount of the call at such rate not exceeding ten per cent per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part.</i> | <i>Interest on calls.</i> |
| 14. <i>Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date whether on account of the amount of the shares, shall, for all purposes of this Constitution be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of this Constitution as to payment of interest</i> | <i>Non-payment of calls.</i> |

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and expenses, forfeiture and the like, and all other relevant provisions of this Constitution shall apply as if such sum were a call duly made and notified as hereby provided.

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| 15. | <i>The Directors may from time to time make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls.</i> | <i>Arrangement and time for payment of calls.</i> |
| 16. | <i>The Directors may if they think fit, receive from any Member willing to advance the same all or any part of the moneys due upon his shares beyond the sums actually called up thereon, and upon the moneys so paid in advance or so much thereof as exceeds the amount for the time being called up on the shares in respect of which such advance has been made the Directors may pay or allow such interest as may be agreed between them and such Member in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up. Capital paid in advance of calls shall not whilst carrying interest confer a right to participate in profits.</i> | <i>Advance of calls.</i> |

FORFEITURE OF SHARES

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| 17. | <i>If any Member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for the payment thereof the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalment, or such part thereof as shall then be unpaid together with interest thereon not exceeding ten per cent per annum as the Directors shall determine and any expenses that may have accrued by reason of such non-payment.</i> | <i>Notice to pay calls.</i> |
| 18. | <i>The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which such call or instalment, or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment are to be paid. It shall also name the place where payment is to be made and shall state that in the event of non-payment at or before the time and at the place appointed, the share in respect of which such call was made will be liable to be forfeited.</i> | <i>Length of notice.</i> |
| 19. | <i>If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given at any time thereafter before the payment required by the notice has been made be forfeited by a resolution of the Directors to that effect. A forfeiture of shares shall include all dividends in respect of the shares not actually paid before the forfeiture notwithstanding that they shall have been declared.</i> | <i>Failure to comply with notice.</i> |
| 20. | <i>When any share has been forfeited in accordance with this Constitution notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof shall forthwith be made in the Register of Members opposite to the share; but the provisions of this Regulation are directory only and no</i> | <i>Notice of forfeiture.</i> |

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forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

21. *Notwithstanding any such forfeiture as aforesaid the Directors may at any time before the forfeited share has been otherwise disposed of annul the forfeiture upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit.* *Annulment of forfeiture.*
22. (1) *Every share which shall be forfeited shall thereupon become the property of the Company, and may be either cancelled or sold or re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereto or to any other person, upon such terms and in such manner as the Directors shall think fit.*
- (2) *If any shares are forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs.*
23. *A shareholder whose shares have been forfeited shall, notwithstanding such forfeiture, be liable to pay the Company all moneys (including calls made and not paid on such shares) at the time of forfeiture and interest thereon to the date of payment in the same manner in all respects as if the shares had not been forfeited and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the share at the time of forfeiture without any deduction or allowance for the value of the shares at the time of forfeiture.* *Liability to company of person whose shares are forfeited.*
24. *The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the Shareholder whose share is forfeited and the Company except only such of those rights and liabilities as are by this Constitution expressly saved or as are by the Act given or imposed in the case of past Members.* *Results of forfeiture.*
25. *A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited in pursuance of this Constitution and stating the date upon which it was forfeited shall as against all persons claiming to be entitled to the share adversely to the forfeiture thereof be conclusive evidence of the facts therein stated, and such declarations, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof and the share certificate under the Seal delivered to the person to whom the same is sold or disposed of (or where such person is a depositor, to the Depository or its nominee (where the purchaser or transferor is a depositor), as the case may be) shall constitute a good title to the share, and such person or the Depository or its nominee (as the case may be) shall be registered as the holder of the share and shall be discharged from all calls made prior to such sale or disposition and shall not be bound to see to the application of the purchase money (if any) nor shall* *Evidence of forfeiture by the Company.*

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his title to the share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

LIEN ON SHARES

26. *The Company shall have a first and paramount lien on every share (not being a fully paid share) and all dividends or interests from time to time declared in respect thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and for all moneys which the Company may be called upon by law to pay in respect of the shares of the Member or the deceased Member. Such lien shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid. The Directors may however waive any lien which has arisen and may resolve that any share shall for any limited period be exempt wholly or partially from the provisions of this Regulation.* *Company's lien on shares.*
27. (1) *The Company may sell in such manner as the Directors think fit all or any shares on which the Company has a lien, and no sales shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.* *Right to enforce lien by sale.*
- (2) *To give effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale and the remedy of the former holder of such shares or of any person claiming under or through him in respect of any alleged irregularity or invalidity shall be against the Company in damages only.* *How sale to be effected.*
- (3) *The net proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue (if any), shall be paid to the Member whose shares have been sold or his executors, administrators, or assignees or as he shall direct.* *Application of proceeds of sales.*
28. *A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Such declaration and the receipt by the Company of the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together with the share certificate delivered to a purchaser (or where the purchaser is a Depositor, the Depository) or the allottee thereof as the case may be, shall (subject to the execution of a transfer if the same be required) constitute a good title to* *Declaration by the Director or Secretary conclusive of fact or forfeiture.*

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the share and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share, or where such person is a Depositor, the Company shall procure that his name be entered in the Depository Register in respect of the share so sold, re-allotted or disposed of. Such person shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings relating to the forfeiture, surrender, sale, re-allotment or disposal of the share.

29. *In the event of a forfeiture of shares or a sale of shares to satisfy the Company's lien thereon, the Member or other person who prior to such forfeiture or sale was entitled thereto shall be bound to deliver and shall forthwith deliver to the Company the certificate or certificates held by him for the shares so forfeited or sold.* *Certificate of shares to be delivered to the Company.*
- 29A. *The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed sum as if the same had been payable by virtue of a call duly made and notified.* *Forfeiture applies to non-payment of call due at fixed time.*

TRANSFER OF SHARES

30. *Subject to such of the restrictions of this Constitution as may be applicable any Member may transfer all or any of his shares but every instrument of transfer must be in writing in a form approved by the Stock Exchange and acceptable to the Directors.* *Form of transfer.*
31. *The instrument of transfer of any share shall be signed by or on behalf of both the transferor and the transferee and be witnessed in respect thereof Provided always that an instrument of transfer where the transferee is the Depository or its nominee (as the case may be) shall be effective although not signed or witnessed by or on behalf of the Depository or its nominee (as the case may be), and, Provided further that, at the discretion of the Directors, the signature of any transferee may be dispensed with. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.* *Instrument of transfer.*
- 31B. *No share shall in any circumstances be transferred to any infant, bankrupt or person who is mentally disordered and incapable of managing himself or his affairs.* *Person under disability.*
32. *The Directors may in their sole discretion refuse to register the transfer of any share (not being a fully paid share) and may also refuse to register the transfer of any share or allow the entry of or against a person's name in the Depository Register in respect of shares transferred or to be transferred to such person on which the Company has a lien, and in the case of shares are not fully paid up. Save as provided in this Constitution, there shall be no restriction on the transfer of fully paid shares by the Directors except where required by the Relevant laws or the bye-laws or listing rules of the Stock Exchange.* *Directors may refuse to register the transfer.*

33.	No instrument of transfer shall be accepted for registration unless—	Transfer for registration.
	(a) the instrument of transfer is duly stamped;	
	(b) in the case of a registered transfer, a fee not exceeding S\$2.00 for each transfer as the Directors may from time to time determine shall be charged for the registration of a transfer except that the Depository shall not be liable to pay any fee in respect of the registration of a transfer;	Transfer fee.
	(c) the instrument of transfer is deposited at the Office or at such other place (if any) as the Directors may appoint accompanied by the certificate or certificates for the shares to which it relates, a certificate of payment of stamp duty, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, and if the instrument of transfer is executed by some other person on his behalf, the authority of the person so to do;	
	(d) the amount of proper stamp duty, if any, with which each instrument of transfer is chargeable under any law for the time being in force relating to stamps, is paid; and	
	(e) the instrument of transfer is in respect of only one class of shares.	
34.	If the Directors refuse to register a transfer of any shares they shall, within ten market days after the date on which the transfer has lodged with it (or such period as the Directors may determine having regard to any limitation thereof as may be prescribed by the Stock Exchange from time to time), send to the transferor and to the transferee (and to the Stock Exchange if required) a notice in writing of the refusal.	Notice of refusal to register transfer.
35.	There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other document, relating to or affecting the title to any shares, such fee not exceeding \$2.00 (or such other sum as may be prescribed by the Stock Exchange from time to time) as the Directors may from time to time require or prescribe.	Registration fee.
36.	All instruments of transfer which are registered shall be retained by the Company, but any instrument of transfer which the Directors may decline to register, shall, upon demand, be returned to the person depositing the same.	When transfers to be kept.
37.	The transfer books and Register of Members may be closed during such time as the Directors think fit, not exceeding in the whole thirty days in each Year, and that the Company shall give prior notice of each such closure, as may be required, to the Stock Exchange, stating the period and purpose or purposes for which such closure is made.	Transfer books and register may be closed.

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37A. (1) *The Company shall be entitled to destroy:–*

Destruction of records.

- (a) all instruments of transfer which have been registered at any time after the expiration of six years from the date of registration thereof;*
 - (b) all dividend mandates and notifications of change of address at any time after the expiration of six years from the date of recording thereof; and*
 - (c) all share certificates which have been cancelled at any time after the expiration of six years from the date of the cancellation thereof.*
- (2) It shall conclusively be presumed in favour of the Company that every entry in the Register of Members purporting to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and that:*
- (a) every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered;*
 - (b) every share certificate so destroyed was a valid and effective certificate duly and properly cancelled; and*
 - (c) every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company.*
- (3) Regulations 37A(1) and 37A(2) shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant.*
- (4) Nothing herein contained in this Regulation 37A shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company in the absence of this Regulation; and references herein to the destruction of any document include references to the disposal thereof in any manner.*

TRANSMISSION OF SHARES

38. *In the case of the death of a Member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.*

Transmission.

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39. *Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member, may upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors shall in either case have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy as the case may be.* *Death or bankruptcy of a member.*
40. *If any person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him and stating that he so elects. If he shall elect to have another person registered, he shall testify his election by executing to that other person a transfer of the share. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by the Member.* *Election of person entitled to be registered himself.*
41. *A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not before being registered as a member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company. Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.* *Person entitled to receive and give discharge for dividends.*

CONVERSION OF SHARES INTO STOCK

42. *The Directors may with the sanction of the Company previously given in General Meeting convert any paid-up shares into stock, and may with the like sanction reconvert any stock units into any number of paid-up shares.* *Conversion of shares into stock and re-conversion.*
43. *The holders of stock units may transfer the same, or any part thereof, in the same manner, and subject to the same regulations, as, and subject to which, the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; but the Directors may from time to time fix the minimum number of stock units transferable, and restrict or forbid the transfer of fractions of that minimum.* *Holders of stock units may transfer their interests.*
44. *The holders of stock shall according to the amount of the stock held by them have the same rights, privileges, and advantages as regards dividends, voting at Meetings of the Company, and other matters as if they held the shares, from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company) shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred that privilege or advantage.* *Participation in dividends and profits.*

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INCREASE OF CAPITAL

45. *The Company in General Meeting may from time to time whether all the shares for the time being issued shall have been fully called up or not, increase its capital by the creation, allotment and issue of new shares, such aggregate increase to be of such amount and to be divided into shares of such respective amounts as the Company by the resolution authorising such increase shall direct.* *Power to increase capital.*
46. (1) *Subject to any direction to the contrary that may be given by the Company in General Meeting or except as permitted under the listing rules of the Stock Exchange, any shares for the time being unissued, and any new shares from time to time to be created, shall before they are issued be offered to such persons who as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion, as nearly as the circumstances permit, to the number of the existing shares to which they are entitled. Such offer shall be made by notice specifying the number of shares offered and limiting the time within which the offer if not accepted will be deemed to be declined, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to this Constitution, dispose of those shares in such manner as they think most beneficial to the Company. The Directors may in like manner dispose of any such new or original shares as aforesaid which, by reason of the proportion borne to them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided.* *Shares to be offered to members before issue.*
- (2) *Except so far as otherwise provided by the conditions of issue, any capital raised by the creation of new shares shall be considered as part of the original ordinary share capital of the Company and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original ordinary share capital.* *Rights and liabilities attached to new shares.*
- 46A. (1) *Notwithstanding Regulation 46 above but subject to the Act, the Company may by Ordinary Resolution in General Meeting give to the Directors a general authority, either unconditionally or subject to such conditions as may be specified in the Ordinary Resolution, to:* *General authorisation for Directors to issue new shares and make or grant instruments.*
- (a) *issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or*
- (b) *make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares; and*

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- (c) *(notwithstanding the authority conferred by the Ordinary Resolution may have ceased to be in force) issue shares pursuant to any Instrument made or granted by the Directors while the Ordinary Resolution was in force, provided that:–*
 - (i) *the aggregate number of shares to be issued pursuant to the Ordinary Resolution (including shares to be issued pursuant to Instruments made or granted pursuant to the Ordinary Resolution) does not exceed and shall be subject to such limits and manner of calculation as may be prescribed by the Stock Exchange;*
 - (ii) *in exercising the authority conferred by the Ordinary Resolution, the Company shall comply with the provisions of the bye-laws and listing rules of the Stock Exchange for the time being in force (unless such compliance is waived by the Stock Exchange) and this Constitution;*
 - (iii) *(unless revoked or varied by the Company in General Meeting) the authority conferred by the Ordinary Resolution shall not continue in force beyond the conclusion of the Annual General Meeting of the Company next following the passing of the Ordinary Resolution, or the date by which such Annual General Meeting of the Company is required by law to be held, or the expiration of such other period as may be prescribed by the Act (whichever is the earliest);*
 - (iv) *any other issue of shares, the aggregate of which would exceed the limits referred to in this Regulation, shall be subject to the approval of the Company in General Meeting;*
 - (v) *the rights attaching to shares of a class other than ordinary shares shall be expressed in the resolution creating the same, and such rights shall be clearly defined in this Constitution; and*
 - (vi) *where the capital of the Company consists of shares of different monetary denominations, the voting rights shall be prescribed in such manner that a unit of capital in each class when reduced to a common denominator, shall carry the same voting power when such right is exercisable.*
- (2) *Notwithstanding Regulation 46 above but subject to the Act, the Directors shall not be required to offer any new shares to members to whom by reason of foreign securities laws such offers may not be made without registration of the shares or a prospectus or other document, but may sell the entitlements to the new shares on behalf of such Members in such manner as they think most beneficial to the Company.*

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ALTERATION OF SHARE CAPITAL

47. (1) *The Company may by Ordinary Resolution:–*
- Power to consolidate shares.*
- (a) *Consolidate and divide any of its share capital;*
- (b) *Cancel any shares which at the date of the passing of the resolution have been forfeited, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the number of shares so cancelled, as permitted by the Relevant Laws;*
- Power to cancel shares.*
- (c) *Sub-divide its existing shares, or any of them, subject, nevertheless, to the provisions of the Act and the bye-laws and listing rules of the Stock Exchange, and the resolution whereby any shares is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares; or*
- Power to sub-divide shares.*
- (d) *Convert its share capital or any one class of shares for the time being forming part of the share capital of the Company from one currency to another currency.*
- (2) *The Company may by Special Resolution reduce its share capital, or any undistributed reserve in any manner and with, and subject to, any incident authorised, and consent required by law. Without prejudice to the generality of the foregoing, upon cancellation of any share purchased or otherwise acquired by the Company pursuant to these presents and the Act, the number of issued shares of the Company shall be diminished by the number of shares so cancelled, and where any such cancelled shares were purchased or acquired out of the capital of the Company, the amount of the share capital of the Company shall be reduced accordingly.*
- Power to reduce capital.*
- (3) *Subject to the provisions of the Constitution and the Act, the Company may by Special Resolution convert any one class of shares for the time being forming part of the share capital of the Company into any other class of shares.”*
- Power to convert currency.*

(b) The rights of Shareholders in respect of voting

“GENERAL MEETINGS

49. *A General Meeting shall be held once in every year, at such time and place in Singapore as may be determined by the Directors, but so that not more than fifteen months shall be allowed to elapse between any two such General Meetings. The interval between the close of a financial year of the Company and the date of the Company’s Annual General Meeting shall not be more than four months or such period as may be prescribed by the Act.*
- General meetings.*

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| 50. | <i>The abovementioned General Meetings shall be called Annual General Meetings. All other General Meetings shall be called Extraordinary General Meetings. All General Meetings shall be held in Singapore, unless prohibited by relevant laws and regulations in the jurisdiction of its incorporation.</i> | <i>Annual and Extraordinary General Meetings.</i> |
| 51. | <i>The Directors may call an Extraordinary General Meeting whenever they think fit, and Extraordinary General Meetings shall also convened on such requisition, or in default may be convened by such requisitionists, as provided by the Act.</i> | <i>Extraordinary general meetings.</i> |
| 52. | <p><i>(1) Subject to the provisions of the Act, every Annual General Meeting and any Extraordinary General Meeting shall be called by fourteen clear days' notice at the least (excluding the date of the notice and the date of the meeting), save that any General Meeting at which a Special Resolution is proposed to be passed shall be called by twenty-one days' notice at the least (excluding the date of the notice and the date of the meeting).</i></p> <p><i>(2) The notice shall specify the place, the day and the hour of meeting, and in the case of special business the general nature of such business accompanied by a statement regarding the effect of any proposed resolution in respect of such special business shall be given in the manner hereinafter mentioned. In the case of an Annual General Meeting, the notice shall also specify the meeting as such. In the case of any General Meeting at which business other than routine business is to be transacted, the notice shall specify the general nature of the business.</i></p> <p><i>(3) The Notice shall be given to such persons as are under the provisions of this Constitution entitled to receive notices of General Meetings from the Company, but with the consent of all persons for the time being entitled to attend and vote thereat (in the case of an Annual General Meeting) or the specified number or majority in number of the persons being entitled to attend and vote thereat (in the case of an Extraordinary General Meeting) as required by the Act. There shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of him and that a proxy need not be a Member of the Company.</i></p> <p><i>(4) A meeting may be convened upon a shorter notice, than specified above shall be deemed to have been duly called if it is so agreed:</i></p> <p style="margin-left: 20px;"><i>(i) in the case of an Annual General Meeting by all the Members entitled to attend and vote thereat; or</i></p> <p style="margin-left: 20px;"><i>(ii) in the case of an Extraordinary General Meeting by a specified number or majority in the number of the persons being entitled to attend and vote thereat as required by the Act.</i></p> | <p><i>Notice of general meeting.</i></p> <p><i>Contents of notice of general meetings.</i></p> |

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(5) *For so long as the shares of the Company are quoted on the Stock Exchange, at least fourteen days' notice of every General Meeting shall be given by advertisement in the daily press and in writing to the Stock Exchange.*

53. *The accidental omission to give such notice to or the non-receipt of such notice by any such person so entitled thereto shall not invalidate any resolution passed or proceedings at any such meeting.* *Accidental omission.*

PROCEEDINGS AT GENERAL MEETINGS

54. *All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of routine business, which shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:–* *Special businesses.*

- (a) *sanctioning a dividend,*
- (b) *the consideration and adoption of the financial statements, balance sheets, Directors' statement and the Auditor's report, and any other documents required to be annexed to the balance sheets and financial statements,*
- (c) *the appointment or re-appointment of Directors in place of those retiring by rotation or otherwise, fixing the remuneration of the Directors, and*
- (d) *the appointment or re-appointment of and fixing of the remuneration of the Auditors.*

55. *No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the General Meeting. For all purposes the quorum shall be Members personally present or represented by proxy not being less than two provided that (i) a proxy representing more than one Member shall only count as one Member for purpose of determining if the quorum aforesaid is present; and (ii) where a Member is represented by more than one proxy, such proxies of such Member shall only count as one Member for purposes of determining if the quorum aforesaid is present.* *No business to be transacted unless a quorum is present.*

56. *If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (or if that day is a public holiday, then the next business day following that public holiday) at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present shall be a quorum.* *If a quorum is not present meeting to be adjourned or dissolved.*

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57. *The Chairman (if any) of the Board of Directors shall preside at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the Members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some Member present, to be Chairman of the meeting.* *Chairman of Board to preside at all meetings.*
58. *The Chairman may, with the consent of any General Meeting at which a quorum is present, and shall, if so directed by the General Meeting, adjourn any General Meeting from time to time and from place to place as the General Meeting shall determine. Whenever a General Meeting is adjourned for ten days or more, notice of the adjourned General Meeting shall be given in the same manner as in the case of an Annual General Meeting. Save as aforesaid, no Member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned General Meeting. No business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.* *Notice of adjournment to be given.*
59. (1) *Subject to Regulation 59A, at all General Meetings resolutions put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded—* *How resolution decided.*
- (a) *by the Chairman of the meeting; or*
- (b) *by not less than five Members present in person or by proxy and entitled to vote at the meeting; or*
- (c) *by a Member or Members present in person or by proxy and representing not less than five per cent of the total voting rights of all the Members having the right to vote at the meeting; or*
- (d) *by a Member or Members present in person or by proxy, holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than five per cent of the total sum of paid-up shares paid up on all the shares of the Company (excluding treasury shares) conferring that right.*
- (2) *Unless a poll be so demanded, a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.* *Declaration of Chairman conclusive.*
- 59A. *If required by the listing rules of any stock exchange upon which the shares of the Company may be listed, all resolutions at General Meetings shall be voted by poll, unless such requirement is waived by such stock exchange.* *Mandatory polling.*

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| 60. | <i>Where a poll is taken, it shall be taken at such time and place and in such manner as the Chairman of the General Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the General Meeting. The Chairman of the General Meeting may (and shall, if so directed by the General Meeting or required by the listing rules of any stock exchange upon which shares in the Company may be listed on) appoint scrutineer(s) and may adjourn the General Meeting to such time and place fixed by him for the purpose of declaring the result of the poll.</i> | <i>Poll to be taken as Chairman shall direct.</i> |
| 61. | <i>No poll shall be taken on the election of a Chairman of a meeting, or on any question of adjournment. Subject to Regulation 59A, a poll on any other question shall be taken at such time as the Chairman of the meeting directs.</i> | <i>No poll in certain cases.</i> |
| 62. | <i>In the case of an equality of votes either on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is taken shall be entitled to a further or casting vote.</i> | <i>Chairman to have casting vote.</i> |
| 63. | <i>The demand of a poll made pursuant to Regulation 59 shall not prevent the continuance of a meeting for the transaction of any business, other than the question on which a poll has been demanded.</i> | <i>Business to be continued if poll demanded.</i> |

VOTES OF MEMBERS

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| 64. | <p><i>(1) Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company, every Member entitled to vote may vote in person or by proxy or by attorney. Every Member who is present in person, or by proxy, or by attorney:</i></p> <p style="margin-left: 20px;"><i>(a) on a poll, shall have one vote for every share of which he holds or represents (excluding treasury shares) and upon which all calls or other sums due thereon to the Company have been paid; and</i></p> <p style="margin-left: 20px;"><i>(b) on a show of hands, shall have one vote for each share in respect of which he is a Member or represents (excluding treasury shares) and upon which all calls or other sums due thereon to the Company have been paid, provided that:</i></p> <p style="margin-left: 40px;"><i>(i) in the case of a member who is not a relevant intermediary and who is represented by two proxies, only one of the two proxies as determined by that Member or, failing such determination by the Chairman of the meeting (or by a person authorised by him) in his sole discretion, shall be entitled to vote on a show of hands; and</i></p> <p style="margin-left: 40px;"><i>(ii) in the case of a member who is a relevant intermediary and who is represented by two or more proxies, each proxy shall be entitled to vote on a show of hands.</i></p> <p><i>(2) A member entitled to more than one vote need not use all his votes or cast all the votes used in the same way.</i></p> | <i>Voting rights of members.</i> |
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- (3) *For the purpose of determining the number of votes which a Member, being a Depositor, or his proxy may cast at any General Meeting upon a poll being called, the number of shares held or represented shall, in relation to the shares of that Depositor, be the number of shares entered against his name in the Depository Register as at seventy-two hours before the time appointed for the holding of the relevant General Meeting or the adjourned relevant General Meeting as certified by the Depository to the Company.*
- (4) *Provided always that any Member who shall have become bankrupt or insolvent or (being a company) gone into voluntary or compulsory liquidation (except for the purpose of reconstruction or sale to any other company) shall not while the bankruptcy or insolvency continues, be entitled to exercise the right of a Member to attend, vote, or act at any meeting of the Company.*
- 64A. (1) *A Member may appoint not more than two proxies to attend and vote at the same General Meeting, provided that if a Member is a Depositor, the Company shall be entitled and bound:–*
- Shares entered in Depository Register.*
- (i) *to reject any instrument of proxy lodged by that the Depositor if he is not shown to have any shares entered against his name in the Depository Register as at seventy-two hours before the time of the relevant General Meeting as certified by the Depository to the Company; and*
- (ii) *to accept as the maximum number of votes which in aggregate the proxy or proxies appointed by that Depositor is or are able to cast on a poll a number which is the number of shares entered into against the name of that Depositor in the Depository Register as at seventy-two hours before the time of the relevant General Meeting as certified by the Depository to the Company, whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Depositor.*
- (iii) *in determining rights to vote and other matters in respect of a completed instrument of proxy submitted to it, to have regard to the instructions (if any) given by and the notes (if any) set out in the instrument of proxy.*
- Notes and instructions.*
- (2) *Where a Member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified the first named proxy may be treated as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named or at the Company's option to treat the instrument of proxy as invalid.*
65. *Where the capital of the Company consists of shares of different monetary denominations, voting rights shall be prescribed in such manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.*
- Voting in respect of shares in different monetary denominations.*

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66. *If any Member be mentally disordered and incapable of managing himself or his affairs, he may vote by his committee, receiver, curator bonis or other legal curator, and such last mentioned persons may give their votes either personally or by proxy, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than seventy-two hours before the time appointed for holding the meeting.* *Votes of mentally disordered member.*
67. *If two or more persons are jointly entitled to a share, any one of such persons may vote and be counted in the quorum at any General Meeting, either personally or by proxy or by attorney or in the case of a corporation by a representative appointed in accordance with the Act and this Constitution, as if he was solely entitled thereto, but if more than one of such joint holders shall be present at a General Meeting then in voting upon any question the vote of the senior who tenders a vote, whether in person or by proxy shall be accepted to the exclusion of the votes of the other registered holders of the share and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members or the Depository Register, as the case may be.* *Votes of joint holders of shares.*
68. *Save as herein expressly provided, no person other than a Member duly registered or who is certified by the Depository as named in the Depository Register seventy-two hours before the General Meeting and who shall have paid everything for the time being due from him and payable to the Company in respect of his shares, shall be entitled to be present or to vote on any question either personally or by proxy, or to be reckoned in a quorum, at any General Meeting.* *Only members not indebted to company in respect of shares entitled to vote.*
69. (1) *An instrument appointing a proxy shall be in writing in any usual or common form (including the form approved from time to time by the Depository), or in any other form approved by the Directors:* *Execution of instrument of proxy on behalf of appointer.*
- (a) *in the case of an individual Member, shall be:–*
- (i) *signed by the appointor or his attorney if the instrument of proxy is delivered personally or sent by post; or*
- (ii) *authorised by that individual through such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication; and*
- (b) *in the case of a corporation, shall be:–*
- (i) *either given under its common seal, or signed on its behalf by an attorney or a duly authorised officer of the corporation, if the instrument of proxy is delivered personally or sent by post; or*
- (ii) *authorised by that corporation through such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication.*

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- (2) *The Directors may, for the purposes of electronic communication, designate procedure for authenticating any such instrument, and any such instrument not so authenticated by use of procedure shall be deemed not to have been received by the Company.*
70. (1) *A proxy need not be a Member of the Company. An instrument of proxy or the power of attorney or other authority shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointor, to move any resolution or amendment thereto and to speak at the General Meeting.* Appointment of proxies.
- (2) *Save as otherwise provided in the Act:*
- (i) *a Member who is not a relevant intermediary may appoint not more than two proxies to attend, speak and vote at the same General Meeting. Where such Member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy; and*
- (ii) *a Member who is a relevant intermediary may appoint more than two proxies to attend, speak and vote at the same General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such Member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.*
- (3) *Unless otherwise instructed, a proxy or an attorney shall vote as he thinks fit.*
- (4) *Where an instrument appointing a proxy is signed on behalf of a Member by an attorney, the letter or power of attorney or a duly certified copy thereof shall (failing previous registration with the Company) be lodged with the instrument of proxy pursuant to the next following Regulation, failing which the instrument of proxy may be treated as invalid.*
- (5) *The signature on an instrument of proxy need not be witnessed.* No witness needed for instrument of proxy.
71. (1) *The instrument appointing a proxy or the power of attorney or other authority, if any:* Deposit of proxies.
- (a) *if sent personally or by post, must be left at the Office or such other place (if any) as is specified for the purpose in the notice convening the General Meeting; or*
- (b) *if submitted by electronic communication, must be received through such means as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the General Meeting,*

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and in either case not less than seventy-two hours before the time appointed for the holding of the General Meeting or adjourned General Meeting (or in the case of a poll before the time appointed for the taking of the poll) to which it is to be used failing which the instrument may be treated as invalid.

- (2) *The Directors may, in their absolute discretion, and in relation to such Members or class of Members as they may determine, specify the means through which instruments appointing a proxy may be submitted by electronic communication, as contemplated in Regulation 71(1)(b). Where the Directors do not so specify in relation to a Member (whether of a class or otherwise), Regulation 71(1)(a) shall apply.*

Director may specify means for electronic communication.

- (3) *An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates, provided that an instrument of proxy relating to more than one General Meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not be required again to be delivered for the purposes of any subsequent meeting to which it relates.*

71A. *The Directors may, in their absolute discretion:–*

- (a) *approve the method and manner for an instrument appointing a proxy to be authorised; and*
- (b) *designate the procedure for authenticating an instrument appointing a proxy;*

as contemplated in Regulations 69(1)(a)(ii) and 69(1)(b)(ii) for application to such Members or class of Members as they may determine, where the Directors do not so approve and designate in relation to a Member (whether of a class or otherwise), Regulation 69(1)(a)(i) and/or (as the case may be) Regulation 69(1)(b)(i) shall apply.

72. *Any corporation, whether a company within the meaning of the Act or not, which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any General Meeting of the Company or any meeting of any class of Members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company, and such corporation shall for the purposes of the provisions this Constitution, be deemed to be present in person at any such meeting if a person so authorised is present thereat."*

Corporation acting by representative.

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(c) The rights of Shareholders in respect of dividends

“DIVIDEND AND RESERVE FUND

111. *Subject to the provisions hereinafter contained and to the preferential or other special rights as to dividend for the time being attached to any preference shares or any other special class of shares in the capital of the Company, the profits of the Company available for dividend shall be applied in payment of dividends on the ordinary shares of the Company in proportion to the number of shares held by a Member, but where shares are partly paid-up, dividends shall be apportioned and paid proportionately to the amounts paid up or credited as paid up on the partly-paid shares; provided that where capital is paid up on any shares in advance of calls such capital shall not whilst carrying interest confer a right to participate in profits.* *Apportionment of dividends.*
112. *The Directors may with the sanction of a General Meeting from time to time declare dividends, but no such dividend shall be payable except out of the profits of the Company, provided that the Directors may, if they think fit from time to time pay to the Members such interim dividends as appear to them to be justified by the profits of the Company. No higher dividend shall be paid than is recommended by the Directors and the declaration of the Directors as to the amount of the net profits for the purposes of the declaration of dividends shall be conclusive. No dividends may be paid, unless otherwise provided in the Act and other applicable law, to the Company in respect of treasury shares.* *Declaration of dividends.*
113. *The Directors may before recommending any dividend set aside out of the profits of the Company such sums as they think proper as a reserve fund or reserve funds which shall at the discretion of the Directors be applicable for meeting contingencies, for the gradual liquidation of any debt or liability of the Company, or for repairing or maintaining any works connected with the business of the Company or shall with the sanction of the Company in General Meeting be, as to the whole or in part applicable for equalising dividends or for distribution by way of bonus among the Members of the Company for the time being on such terms and in such manner as the Company in General Meeting shall from time to time determine, and pending such application the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company or invest the same in such securities (other than the shares of the Company) as they may select. The Directors may also from time to time carry forward such sums as may be deemed expedient in the interest of the Company.* *Power to carry profit to reserve.*
114. *The Company may, upon the recommendation of the Directors and in accordance with the Relevant Laws and the bye-laws and listing rules of the Stock Exchange, by Special Resolution direct payment of a dividend either in whole or in part by the distribution of specific assets and in particular of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways; and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be* *Payment of dividend in specie.*

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made to any Members upon the footing or the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.

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| 115. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post to the registered address of the Member or person entitled thereto, or, if two or more persons are registered as joint holders of the shares or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons or to such person and such address as such person or persons may by writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and payment of the cheque or warrant shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby. | <i>Dividends payable by cheque.</i> |
| 116. If two or more persons are registered as joint holders of any share, or are entitled jointly to a share in consequence of the death or bankruptcy of the holder, any one of them may give effectual receipts for any dividend or other moneys payable or in respect of the share. | <i>Dividends due to joint holders.</i> |
| 117. Every dividend warrant may be sent by post to the last registered address of the Member entitled thereto, and the receipt of the person whose name at the date of the declaration of the dividend appears on the Register of Members as the other of any share, or in the case of joint holders, of any of such joint holders shall be a good discharge to the Company for all payments made in respect of such share. No unpaid dividend or interest shall bear interest as against the Company. | <i>Unpaid dividends not to bear interest against the company.</i> |
| 118. The Directors may deduct from any dividend or other moneys payable to any Member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or in connection therewith. | <i>Deduction of debts due to company.</i> |
| 119. (1) The Directors may retain any dividends or other moneys payable on or in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists. | <i>Retention of dividends on shares subject to lien.</i> |
| (2) The Directors may retain the dividends payable on shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a Member, or which any person under those provisions is entitled to transfer, until such person shall become a Member in respect of such shares or shall duly transfer the same. | <i>Retention of dividends on share pending transmission.</i> |
| 120. The payment by the Directors of any unclaimed dividends or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividends unclaimed after a period of six years from the date of declaration of such | <i>Unclaimed dividends.</i> |

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dividends may at the discretion of the Directors be forfeited and if so shall revert to the Company. If the Depository returns any such dividends or moneys to the Company, the depositor shall have no right or claim in respect thereof if the aforesaid six-year period has elapsed.

121. (1) *Whenever the Directors or the Company in General Meeting have resolved or proposed that a dividend (including an interim, final, special or other dividend) be paid or declared on the ordinary share capital of the Company, the Directors may further resolve that Members entitled to such dividend be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of the dividend as the Directors may think fit. In such case, the following provisions shall apply:*
- Scrip dividend scheme.*
- (i) the basis of any such allotment shall be determined by the Directors;*
 - (ii) the Directors shall determine the manner in which Members shall be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of any dividend in respect of which the Directors shall have passed such a resolution as aforesaid, and the Directors may make such arrangements as to the giving of notice to Members, providing for forms of election for completion by Members (whether in respect of a particular dividend or dividends or generally), determining the procedure for making such election or revoking the same and the place at which and the latest date and time by which any forms of election or other documents by which elections are made or revoked must be lodged, and otherwise make all such arrangements and do all such things, as the Directors consider necessary or expedient in connection with the provisions of this Regulation;*
 - (iii) the right of election may be exercised in respect of the whole of that portion of the dividend in respect of which the right of election has been accorded provided that the Directors may determine, either generally or in any specific case, that such right shall be exercisable in respect of the whole or any part of that portion;*
 - (iv) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on the ordinary shares in respect whereof the share election has been duly exercised (the “elected ordinary shares”) and in lieu and in satisfaction thereof ordinary shares shall be allotted and credited as fully paid to the holders of the elected ordinary shares on the basis of allotment determined as aforesaid and for such purpose and notwithstanding the provisions of Regulation 122, the Directors may (a) capitalise and apply the amount standing to the credit of any of the Company’s reserve accounts or any sum standing to the credit of the profit and loss account or otherwise for distribution as the Directors may determine, such sum as may be required to pay up in full the appropriate number of ordinary*

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shares for allotment and distribution to and among the holders of the elected ordinary shares on such basis or (b) apply the sum which would otherwise have been payable in cash to the holders of the elected ordinary shares towards payment of the appropriate number of ordinary shares for allotment and distribution to and among the holders of the elected ordinary shares on such basis.

- (2) (i) *The ordinary shares allotted pursuant to the provisions of Regulation 121(1) shall rank pari passu in all respects with the ordinary shares then in issue save only as regards participation in the dividend which is the subject of the election referred to above (including the right to make the election referred to above) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneous with the payment or declaration of the dividend which is the subject of the election referred to above, unless the Directors shall otherwise specify.* *Ranking of shares and fractional entitlements.*
- (ii) *The Directors may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of Regulation 121(1), with full power to make such provisions as they think fit in the case of shares becoming distributable in fractions (including, notwithstanding any provision to the contrary in this Constitution, provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down, or whereby the benefit of fractional entitlements accrues to the Company rather than to the Members concerned).*
- (3) *The Directors may, on any occasion when they resolve as provided in Regulation 121(1), determine that rights of election under that paragraph shall not be made available to the persons who are registered as holders of ordinary shares in the Register of Members or (as the case may be) in the Depository Register, or in respect of ordinary shares the transfer of which is registered, after such date as the Directors may fix subject to such exceptions as the Directors think fit, and in such event the provisions of this Regulation shall be read and construed subject to such determination.* *Record date.*
- (4) *The Directors may, on any occasion when they resolve as provided in this Regulation, further determine that no allotment of shares or rights of election for shares under that paragraph shall be made available or made to Members whose registered addresses entered in the Register of Members or (as the case may be) the Depository Register is outside Singapore or to such other Members or class of Members as the Directors may in their sole discretion decide and in such event the only entitlements of the Members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be paid or declared.* *Eligibility.*

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- (5) *Notwithstanding the foregoing provisions of this Regulation, if at any time after the Directors' resolution to apply the provisions of Regulation 121(1) in relation to any dividend but prior to the allotment of ordinary shares pursuant thereto, the Directors shall consider that by reason of any event or circumstance (whether arising before or after such resolution) or by reason of any matter whatsoever it is no longer expedient or appropriate to implement that proposal, the Directors may at their absolute discretion and without assigning any reason therefore, cancel the proposed application of Regulation 121 (1).*

CAPITALISATION ON PROFITS AND RESERVE

122. (1) *The Company may, upon the recommendation of the Directors, by Ordinary Resolution resolve to:*
- Power to capitalise profits.*
- (a) *issue bonus shares for which no consideration is payable to the Company, to the persons registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register at the close of business on the date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided), or (in the case of any ordinary resolution passed pursuant to Regulation 46A) such other date as may be determined by the Directors, in each case in proportion to their then holdings of shares; and/or*
- (b) *capitalise the whole or any part of the sums standing to the credit of any of the Company's reserve accounts or any non-distributable reserve or any sum standing to the credit of profit and loss account or otherwise available for distribution amongst the Members, provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend, and accordingly that the Directors be authorised and directed to appropriate the sum resolved to be capitalised to the Members in the proportions in which such sum would have been divisible amongst them had the same been applied or been applicable in paying dividends, and to apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures to be allotted, distributed and credited as fully paid up to and amongst such Members as bonus shares in the proportion aforesaid or partly in one way and partly in the other.*

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- (2) *In addition and without prejudice to the powers provided for by this Regulation 122, the Directors shall have power to issue shares for which no consideration is payable and to capitalise any undivided profits or other moneys of the Company not required for the payment or provision of any Dividend on any shares entitled to cumulative or non-cumulative preferential Dividends (including profits or other moneys carried and standing to any reserve or reserves) and to apply such profits or other moneys in paying up in full, in each case on terms that such shares shall, upon issue:*
- Power to issue free shares and/or to capitalise reserves for share-based incentive plans and Directors' remuneration.*
- (a) *be held by or for the benefit of participants of any share incentive or option scheme or plan implemented by the Company and approved by shareholders in General Meeting and on such terms as the Directors shall think fit; or*
- (b) *be held by or for the benefit of non-executive Directors as part of their remuneration and approved by shareholders in General Meeting in such manner and on such terms as the Directors shall think fit.*
123. *The Directors may do all acts and things considered necessary or expedient by them to give effect to any such issue or capitalisation, with full power to the Directors to make such provisions as they think fit for any fractional entitlements that may arise, and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for any such bonus issue or capitalisation and matters incidental thereto and any agreement made under such authority and shall be effective and binding on all concerned. The Directors may authorise any person to enter, on behalf of all the members interested, into an agreement with the Company providing for any such capitalisation and matters incidental thereto, and any agreement made under such authority shall be effective and binding on all concerned."*
- Capitalisation of profits.*