

PROSPERA GLOBAL LIMITED
(Formerly known as Sinjia Land Limited)
(Incorporated in the Republic of Singapore)
(Company Registration No. 200402180C)

ENTRY INTO SUBSCRIPTION AGREEMENT IN RELATION TO THE PROPOSED SUBSCRIPTION OF 414,145,370 NEW ORDINARY SHARES IN THE ISSUED AND PAID-UP SHARE CAPITAL OF PROSPERA GLOBAL LIMITED BY CERTAIN SUBSCRIBERS

1. INTRODUCTION

- 1.1. The Board of Directors (the “**Board**” or the “**Directors**”) of Prospera Global Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce (this “**Announcement**”) that the Company had on 15 May 2025 entered into a subscription agreement (the “**Subscription Agreement**”) with Mr. Guo Jiahui, Mr. Jin Jixiang and Ms. Huang Yanyan (collectively, the “**Subscribers**”, each a “**Subscriber**”, and together with the Company, the “**Parties**”) under which the Company shall issue and allot 414,145,370 new ordinary shares (the “**Subscription Shares**”) in the issued share capital of the Company at an issue price of S\$0.017 per Subscription Share (the “**Issue Price**”), to raise gross proceeds of approximately S\$7,040,471 (the “**Proposed Subscription**”), pursuant to the terms and subject to the conditions of the Subscription Agreement.

2. THE PROPOSED SUBSCRIPTION

2.1. Background and Rationale

- 2.1.1. Pursuant to the subscription agreement dated 27 June 2024 entered into by the Company with Mr. Guo Jiahui, Mr. Jin Jixiang, Ms. Xu Lihua and Ms. Wang Ling-Jong, the Company has allotted and issued 207,072,685 ordinary shares in the issued share capital of the Company (“**Shares**”). Save for the placement of 207,072,685 Shares by Mr. Guo Jiahui, Mr. Jin Jixiang, Ms. Xu Lihua and Ms. Wang Ling-Jong which was completed on 28 August 2024 (the “**Past Placement**”), the Company has not raised cash from an issue of securities in the market in the last 24 months. The net proceeds from the Past Placement were approximately S\$2,491,945. Pursuant to Rule 704(30) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”), the breakdown of the use of the proceeds from the Past Placement has been disclosed via SGXNet.
- 2.1.2. The Company is undertaking the Proposed Subscription, to the Subscribers, to raise funds and strengthen the Group’s financial position and capital base. The Proposed Subscription will improve the cash flows of the Company as it supplements the Group’s existing working capital and also to fund the development of its diversified financial and operational support service business, as well as the exploration of new business opportunities as they arise.

2.2. Information on the Subscribers

The information on Ms. Huang Yanyan set out in this section 2 is based solely on information provided by Ms. Huang Yanyan. In respect of such information, the Company and its Directors have not independently verified the accuracy and correctness of the same and the Company’s responsibility is limited to ensuring that such information has been accurately and correctly extracted and reproduced in this announcement in its proper form and context.

- 2.2.1. Mr. Guo Jiahui is the Executive Director and Group Chief Executive Officer of the Company and an existing shareholder of the Company, with an existing indirect interest in 117,072,685 shares representing 28.27% interest in the Company’s existing issued share capital following completion of the Past Placement.

2.2.2. Mr. Jin Jixiang is the Executive Director and Chief Operating Officer of the Company and an existing shareholder of the Company, with an existing indirect interest in 70,000,000 Shares representing 16.90% interest in the Company's existing issued share capital following completion of the Past Placement and off-market acquisition of 20,000,000 Shares on 13 September 2024.

2.2.3. Ms. Huang Yanyan, a businesswoman identified by the Company through business networking, has expressed interest in investing in the Company and subscribing for the Subscription Shares for investment purposes. Ms. Huang Yanyan has acknowledged and confirmed that as at the date of this Announcement: (a) she is not co-operating, pursuant to an agreement or undertaking (whether formal or informal), with any persons to obtain or consolidate effective control of the Company; (b) she is subscribing for the Subscription Shares for her own account for investment purposes and will not be holding the Subscription Shares in trust or as a nominee for other persons; (c) she is independent third party who is unrelated to the Directors and substantial Shareholders of the Company; and (d) she and her Associates (as defined in the Catalist Rules) do not hold, directly or indirectly, any Shares or any instruments convertible into, rights to subscribe for and options in respect of Shares.

For the avoidance of doubt, Ms. Huang Yanyan confirms that she does not fall within the categories of persons to whom the Company is prohibited from issuing Shares to, as set out in Rule 812(1) of the Catalist Rules.

2.2.4. Mr. Guo Jiahui and Mr. Jin Jixiang are keen to increase their investment in the Company, given their confidence in the progress of the Group's diversified financial and operational support business. They believe their capital injection, coupled with their management expertise, will contribute to the Group's success.

2.2.5. Save for: (i) Mr. Guo Jiahui being a substantial Shareholder of the Company and the Executive Director and Group Chief Executive Officer of the Company; and (ii) Mr. Jin Jixiang being a substantial Shareholder of the Company and the Executive Director and Chief Operating Officer of the Company, the Subscribers have no other connections (including any business relationships or transactions, prior to the Subscription Agreement) with the Company, the Directors or substantial shareholders of the Company.

2.2.6. No introducer, referral or commission fees have been paid or will be payable by the Company in connection with the Proposed Subscription. Each of the Subscribers is subscribing for the Subscription Shares for investment purposes, and as principal for his/her own benefit, and not in trust or as a nominee. Furthermore, no placement agent has been appointed in connection with the Proposed Subscription.

2.3. The Subscription Shares

2.3.1. As at the date of this Announcement, the Company has an issued and paid-up share capital (excluding treasury shares and subsidiary holdings) of 414,145,370 Shares.

2.3.2. Under and subject to the terms of the Subscription Agreement, the Company has agreed to allot and issue, and each Subscriber has agreed to subscribe for, the number of Subscription Shares as set out below:

Name of Subscriber	Number of Subscription Shares	Total Shareholding percentage in the Company (on a fully-diluted basis) (%)
Mr. Guo Jiahui	122,927,315	28.98
Mr. Jin Jixiang	92,428,255	19.61
Ms. Huang Yanyan	198,789,800	24.00

- 2.3.3. Assuming the successful allotment and issuance of the 414,145,370 Subscription Shares, the Company's issued share capital will increase from 414,145,370 Shares (excluding treasury shares) to 828,290,740 Shares (excluding treasury shares) and the Subscription Shares will represent 50% of the enlarged issued and paid-up share capital of the Company (excluding treasury shares).
- 2.3.4. The Subscription Shares, when allotted and issued, shall be free from all claims, charges, liens and other encumbrances and shall rank pari passu in all respects with the then-existing ordinary shares in the issued share capital of the Company, except that the Subscription Shares will not rank for any dividends, rights, allotments or other distributions, the record date for which falls before the date of issue of the Subscription Shares.
- 2.3.5. There is no moratorium imposed on the Subscription Shares.
- 2.3.6. The allotment and issuance of the Subscription Shares to the Subscriber will not result in the Subscribers being obliged to make a general offer for the mandatory take-over of the Company pursuant to Rule 14 of the Singapore Code on Take-overs and Mergers.

2.4. The Issue Price

- 2.4.1. The Issue Price of S\$0.017 was agreed to by the Company and the Subscribers under the Subscription Agreement at arm's length basis with reference to the historical trading performance of the Company's shares, prevailing market conditions, and confidence in the expected future growth of the Company. The Issue Price represents a premium of approximately 54.5% to the volume-weighted average price of S\$0.011 ("**VWAP**") for trades done on the SGX-ST on 13 May 2025, being the last full market day on which the Company's shares were traded, up to the time the Subscription Agreement is signed.
- 2.4.2. Under and subject to the terms of the Subscription Agreement, the number of Subscription Shares and for the corresponding consideration is as set out below:

Name of Subscriber	Subscription Amount (S\$)
Mr. Guo Jiahui	2,089,764
Mr. Jin Jixiang	1,571,280
Ms. Huang Yanyan	3,379,427
Total	7,040,471

2.5. Conditions Precedent to the Proposed Subscription

The Parties' obligations to complete the Proposed Subscription are conditional upon the satisfaction (or waiver) of the following conditions on or by the date falling three (3) months from the date of the Subscription Agreement (or such other date as the parties may agree in writing) (the "**Longstop Date**"):

- (a) the receipt of the listing and quotation notice (the "**LQN**") from the SGX-ST for the listing and quotation of the Subscription Shares on the Catalist Board of SGX-ST (on conditions, if any, reasonably acceptable to the Parties, and to the extent that any conditions for the listing of and quotation for such Subscription Shares on the Catalist of SGX-ST are required to be fulfilled on or before Long-Stop Date, they being so fulfilled) having been obtained and such approval being in full force and effect as at the Closing Date;
- (b) the Company and the Subscribers shall execute all documents or instruments as may

be deemed necessary or desirable by the SGX-ST and/or the Sponsor in view of the Catalist Rules and all applicable laws;

- (c) the finalisation and procurement of the issuance of the circular to the Shareholders for the requisite approval of the Shareholders (with the Subscribers and their associates abstaining) to be obtained at an extraordinary general meeting of the Company to be convened in relation to the Proposed Subscription by the Subscribers for the compliance to applicable laws, regulations and the Catalist Rules, inter alia, Rules 803, 804, 805(1), 811(3), 812(2), 906 and 918 of the Catalist Rules;
- (d) the delivery of all relevant information and documents required for completion to the Company;
- (e) the allotment and issuance of the Subscription Shares on the date of issuance of the Subscription Shares not being prohibited by (i) the constitution of the Company and, (ii) any statute, order, rule or regulation promulgated after the date of the Subscription Agreement by any legislative, executive or regulatory body or authority of Singapore which is applicable to the Company;
- (f) no Party having received notice of any claim, injunction, order or notice restraining or prohibiting the entering into or the consummation of the transactions contemplated by the Subscription Agreement or seeking damages or other recourse in respect thereof, or notice that any of the foregoing is pending or threatened;
- (g) all the representations and warranties of each of the Parties set out in the Subscription Agreement being true and accurate in all material respects as of the date of the Subscription Agreement and as at the date of issuance of the Subscription Shares;
- (h) each Party complying with all of its obligations under the Subscription Agreement;
- (i) there being no events or circumstances occurring that has a Material Adverse Effect or any event, development or state of facts that is reasonably likely to result in a Material Adverse Effect on or before Completion. "**Material Adverse Effect**" means (i) in the reasonable opinion of a Subscriber, any change, event or circumstance which is or is reasonably likely to have a material and adverse effect on the business, assets, operations or financial conditions of the Company and its subsidiaries; and/or (ii) each Subscriber's ability to perform and observe their obligations under the Subscription Agreement and all ancillary documents thereto; and
- (j) all required consents and approvals for the transactions under the Subscription Agreement having been obtained without restrictions or limitations whatsoever that are unacceptable to the Parties, and being in full force and effect, including but not limited to, the approval of the Board or any Board committee for the entering into the Subscription Agreement and any related transactions in relation thereto,

(collectively, the "**Conditions Precedent**" and each, a "**Condition Precedent**").

2.6. Completion of the Proposed Subscription

Completion of the Proposed Subscription shall take place on a date falling no later than seven (7) Business Days after fulfilment of all the Conditions Precedent.

2.7. Shareholders' Approval for the Proposed Subscription

2.7.1. Rule 803 of the Catalist Rules

Pursuant to Rule 803 of the Catalist Rules, an issuer must not issue securities to transfer a controlling interest without prior approval of shareholders in general meeting.

The proposed allotment and issue of Subscription Shares by the Company to Subscribers pursuant to the Proposed Subscription will result in (i) Mr. Guo Jiahui

holding approximately 28.98% (from approximately 28.27% as of the date of this Announcement), (ii) Mr. Jin Jixiang holding approximately 19.61% (from approximately 16.90% as of the date of this Announcement), and (iii) Ms. Huang Yanyan holding approximately 24.00%.

It should be noted on completion of the Proposed Subscription, Ms. Huang Yanyan will become a controlling Shareholder of the Company. Notwithstanding that Ms. Huang Yanyan will obtain a controlling interest upon completion of the Subscription, there will be no transfer of controlling interest pursuant to Rule 803 of the Listing Manual as Mr. Guo Jiahui will remain the single largest Shareholder of the Company with a shareholding percentage of approximately 28.98% of the enlarged issued and paid-up share capital of the Company (excluding treasury shares) upon completion of the Proposed Subscription. The Company will be convening the extraordinary general meeting (the “**EGM**”) to seek approval from the Shareholders for the Proposed Subscription.

2.7.2. Rule 804 and 812(2) of the Catalist Rules

Mr. Guo Jiahui and Mr. Jin Jixiang fall under the class of restricted persons as specified in Rule 804 and 812(1) of the Catalist Rules. Accordingly, the Company will be convening the EGM to seek Shareholders’ approval for the allotment and issuance of the Subscription Shares at the Issue Price to Mr. Guo Jiahui and Mr. Jin Jixiang under the Proposed Subscription pursuant to Rules 804 and 812(2) of the Catalist Rules. Mr. Guo Jiahui and Mr. Jin Jixiang and their Associates will abstain from voting on the resolution to approve the Proposed Subscription at the EGM to be convened.

2.7.3. Section 161 of the Companies Act 1967 of Singapore (the “**Companies Act**”) and Rule 805(1) of the Catalist Rules

Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules provides that an issuer must obtain the prior approval of shareholders in a general meeting for the issue of shares or convertible securities or the grant of options carrying rights to subscribe for shares of the issuer (except where a general mandate under Rule 806 of the Catalist Rules for such issue has been previously obtained from shareholders in a general meeting).

The Company will not be relying on the general share issue mandate granted by Shareholders to the Directors at the last annual general meeting of the Company held on 30 April 2025. Accordingly, the Company will be convening the EGM to seek Shareholders’ approval for the Proposed Subscription pursuant to Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules.

2.7.4. Chapter 9 of the Catalist Rules

Mr. Guo Jiahui is the Executive Director and Group Chief Executive Officer and Mr. Jin Jixiang is the Executive Director and Chief Operating Officer of the Company, and both are substantial Shareholders of the Company. Consequently, both Mr. Guo Jiahui and Mr. Jin Jixiang are “interested persons” of the Company and the entry into the Subscription Agreement is an “interested person transaction” for the purposes of Chapter 9 of the Catalist Rules.

In accordance with Rules 906(1)(a) and 918 of the Catalist Rules, where the value of an interested person transaction is equal to or exceeds 5% of the latest audited net tangible assets of the Group (“**Group NTA**”), the approval of independent Shareholders is required to be obtained either prior to the transaction being entered into, or if the transaction is expressed to be conditional on such approval, prior to the completion of such transaction, as the case may be.

Based on the latest audited consolidated financial statements of the Company for the financial year ended 31 December 2024 (“**FY2024**”), the Group NTA is approximately S\$1.433 million.

Mr. Guo Jiahui and Mr. Jin Jixiang's subscription amounts under the Proposed Subscription are S\$2,089,764 and S\$1,571,280, which represents approximately 145.8% and 109.6% of the Group's NTA respectively. Accordingly, the Company will be seeking specific Shareholders' approval at the EGM to be convened for the Proposed Subscription by Mr. Guo Jiahui and Mr. Jin Jixiang as an interested person transaction.

Pursuant to Rule 919 of the Catalist Rules, Mr. Guo Jiahui and Mr. Jin Jixiang and their Associates will abstain from voting on the resolution to approve the Proposed Subscription at the EGM to be convened.

Save for: (i) the Past Placement; and (ii) the loan agreement between the Company and Mr. Guo Jiahui on 21 March 2025, pursuant to which the Mr. Guo Jiahui has agreed to extend to the Company an unsecured term loan of S\$850,000 with interest rate of two per cent. (2.0%) per annum, there were no interested person transactions entered into by the Group with the Subscriber (excluding the Proposed Subscription) for the current financial year commencing 1 January 2025 up to the date of this Announcement.

The Audit Committee of the Company is of the view that the Proposed Subscription is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders.

2.7.5. Securities and Futures Act 2001 of Singapore

The Subscription Agreement and the proposed allotment and issuance of the Subscription Shares is entered into pursuant to the 'safe harbour' exemptions for a private placement under section 272B of the Securities and Futures Act 2001 of Singapore (the "**SFA**") and in compliance with the conditions of these exemptions in the SFA.

Each Subscriber is not accepting the Company's offer of the Subscription Shares as agent, nominee or trustee for the benefit of other parties or with a view to such offer being subsequently offered to another person in Singapore, where such subsequent offer is contrary to the provisions of the SFA. No prospectus, offer information statement or offer document will be issued by the Company or registered with the Monetary Authority of Singapore in connection with the Proposed Subscription.

2.8. Additional Listing Application

The Company will be submitting an additional listing application, through its Sponsor to the SGX-ST for permission to deal in and for quotation of the Subscription Shares on the Catalist Board. The Company will make the necessary announcements once the LQN for the additional listing application has been obtained from the SGX-ST.

2.9. Use of net proceeds from the Proposed Subscription

The net proceeds from the Proposed Subscription (after deducting estimated expenses of approximately S\$140,000 will amount to approximately S\$6,900,471 (the "**Net Proceeds**") and will be utilised by the Company for general working capital purposes, to fund the development of its diversified financial and operational support service business, and also to explore strategic opportunities in new businesses in the following estimated proportions:

Use of Proceeds	Percentage Allocation (%)	Amount of the Net Proceeds (S\$)
Working capital purposes mainly comprising: (i) Manpower costs; (ii) professional fees such as compliance costs and continuing listing expenses; (iii) administrative and head office expenses.	80	5,520,377

Funding the development of its diversified financial and operational support service business and exploration of new business opportunities as and when they arise	20	1,380,094
Total	100	6,900,471

The Company's rationale for the Proposed Subscription is to strengthen the financial position and capital base of the Group. As shown above, the Net Proceeds will be used for the working capital needs of the Group as well as for the diversification of business and exploration of new business opportunities. The Board is cautiously confident that the additional working capital raised through the Proposed Subscription together with an effective strategic plan and a strong management team to execute the plans of the Company will allow the Group to grow successfully and steadily. Pending the utilisation of the Net Proceeds as outlined above, the Net Proceeds may be deposited in financial institutions or be used for working capital or any other purpose on a short-term basis as the Directors may deem fit in the interests of the Group, taking into account the Company's working capital position.

The Company will make periodic announcements as and when the Net Proceeds are materially disbursed and whether the disbursements are in accordance with the use of proceeds as stated in this Announcement. The Company will also provide a status report on the use of such Net Proceeds in the Company's annual report. Where there is any material deviation from the stated use of proceeds, the Company will announce the reasons for such deviation. The Company will provide a breakdown with specific details on how the Net Proceeds have been applied in the Company's announcements and annual report.

2.10. Opinion of the Directors

The Directors (with Mr. Guo Jiahui, Mr. Jin Jixiang and their Associates abstaining) are of the opinion that, after taking into consideration the Group's present bank facilities, the Group's internal resources and operating cashflows as at the date of this Announcement, the working capital available to the Group is sufficient to meet its present requirements, regardless of whether the Proposed Subscription is completed and the Net Proceeds received by the Company.

The Directors are of the opinion that, after taking into consideration the Group's present bank facilities as at the date of this Announcement and the Net Proceeds, the working capital available to the Group is sufficient to meet its present requirements.

3. **FINANCIAL EFFECTS OF THE PROPOSED SUBSCRIPTION**

The financial effects of the Proposed Subscription on the Group as set out below are for illustrative purposes only and do not purport to be indicative or a projection of the future financial performance and financial position of the Group after the completion of the Proposed Subscription.

The financial effects of the Proposed Subscription on the Group have been computed based on the latest audited consolidated financial statements of the Group FY2024 and the following bases and assumptions:

- (a) the financial effect on the consolidated NTA per Share is computed based on the assumption that the Proposed Subscription was completed on 31 December 2024;
- (b) the financial effect on the consolidated loss per Share ("**LPS**") is computed based on the assumption that the Proposed Subscription was completed on 1 January 2024;
- (c) it is assumed that there is no return earned from the Net Proceeds (as defined below); and
- (d) the costs and expenses in respect of the Proposed Subscription are assumed to be S\$140,000.

3.1. NTA per Share

NTA	Before the Proposed Subscription	After the Proposed Subscription
NTA of the Group as at 31 December 2024 (S\$'000)	1,433	8,333
Number of issued shares (excluding treasury shares)	414,145,370	828,290,740
NTA per Share as at 31 December 2024 (S\$ cents)	0.35	1.01

3.2. LPS of the Group

LPS	Before the Proposed Subscription	After the Proposed Subscription
Loss attributable to equity holders of the Company for FY2024 (S\$'000)	3,055	3,195
Number of issued shares	278,360,003	692,505,373
LPS for FY2024 – Basic (S\$ cents)	1.10	0.46

3.3. Share capital of the Company

The effect of the Proposed Transactions on the share capital of the Company are summarised below.

Share capital	Before the Proposed Subscription	After the Proposed Subscription
Number of issued and paid-up Shares of the Company (excluding treasury Shares)	414,145,370	828,290,740
Share capital of the Company (S\$'000)	30,251	37,291

4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save as disclosed in this Announcement and save for their interests arising by way of their shareholdings in the Company and/or directorships in the Group, as the case may be, none of the Directors or substantial Shareholders and their respective associates has any interest, direct or indirect, in the Proposed Subscription.

	Before the Proposed Subscription						On completion of the Proposed Subscription					
	Direct Interest		Deemed Interest		Total Interest		Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
<u>Directors</u>												
Guo Jiahui ⁽¹⁾	—	—	117,072,685	28.3	117,072,685	28.3	—	—	240,000,000	29.0	240,000,000	29.0
Jin Jixiang ⁽²⁾	—	—	70,000,000	16.9	70,000,000	16.9	—	—	162,428,255	19.6	162,428,255	19.6
Darrell Lim Chee Lek	—	—	—	—	—	—	—	—	—	—	—	—
Ho Yoke Foong, Irene	—	—	—	—	—	—	—	—	—	—	—	—
Tan Cher Chuan, Justin	—	—	—	—	—	—	—	—	—	—	—	—
<u>Substantial Shareholders</u> <u>(other than Directors)</u>												
Huang Yanyan ⁽³⁾	—	—	—	—	—	—	198,789,800	24.0	—	—	198,789,800	24.0

Notes:

- (1) Mr. Guo Jiahui holds 117,072,685 Shares in his nominee account with CGS International Securities Singapore Pte. Ltd.
- (2) Mr. Jin Jixiang holds (i) 68,445,900 Shares in his nominee account with CGS International Securities Singapore Pte. Ltd; and (ii) 1,554,100 Shares in his nominee account with Lim & Tan Securities Pte. Ltd.
- (3) Based on the 198,789,800 Shares after the completion of the Proposed Subscription. For the avoidance of doubt, the Subscription Shares may be held in Ms. Huang Yanyan's nominee account.

5. SERVICE CONTRACTS

No person will be appointed to the Board in connection with the Proposed Subscription and no service contracts in relation thereto will be entered into by the Company.

6. FURTHER ANNOUNCEMENTS AND CIRCULAR TO SHAREHOLDERS

The Company will make the appropriate announcements as and when there are material developments on the Proposed Subscription.

The Company will also be seeking specific approval of Shareholders of the Company for the Proposed Subscription arising from the proposed allotment and issue of the Subscription Shares to the Subscribers at an EGM and a circular in relation thereto will be despatched to Shareholders in due course.

7. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to exercise caution in trading their Shares. The Proposed Subscription is subject to certain conditions and due diligence. There is no certainty or assurance as at the date of this Announcement that the Proposed Subscription and will be completed, or that no changes will be made to the terms thereof. Accordingly, Shareholders and potential investors are advised to read this Announcement and any further announcements by the Company carefully, and exercise caution before making any decision in respect of their dealings in the Shares of the Company. Shareholders and potential investors should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

8. DIRECTORS' RESPONSIBILITY STATEMENT

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

The Subscribers collectively and individually accept full responsibility for the accuracy of the information given in this Announcement in respect of the Subscribers, and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, the facts stated and opinions expressed by them in this Announcement in respect of the Subscribers are fair and accurate in all material respects as at the date hereof, and the Subscribers are not aware of any material facts in respect of the Subscribers the omission of which would make any statement in respect of the Subscribers in this Announcement misleading. Where information in this Announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Subscribers have been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Announcement in its proper form and context.

9. DOCUMENT AVAILABLE FOR INSPECTION

A copy of the Subscription Agreement is available for inspection during normal business hours at 410 North Bridge Road #05-35, Singapore 188726, for a period of three (3) months commencing from the date of this Announcement. Shareholders who wish to inspect these

documents are required to send an email request to info@prosperaglobal.sg to make an appointment in advance. The Company will arrange a date when each Shareholder can come to the office to inspect accordingly.

BY ORDER OF THE BOARD

Guo Jiahui
Executive Director and Group Chief Executive Officer
15 May 2025

This document has been reviewed by the Company's Sponsor, Evolve Capital Advisory Private Limited. It has not been examined or approved by the Singapore Exchange Securities Trading Limited and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr. Jerry Chua (Tel: (65) 6241 6626), at 160 Robinson Road, #20-01/02 SBF Center, Singapore 068914.