KIM HENG LTD.
(Company Registration Number: 201311482K)
(Incorporated in the Republic of Singapore on 29 April 2013)

ENTRY INTO A BINDING LETTER OF INTENT IN RELATION TO:

(I) THE PROPOSED DIVESTMENT OF A 70% EQUITY INTEREST IN BRIDGEWATER OFFSHORE PTE. LTD., TOGETHER WITH THE TRANSFER OF THE VOTING AND ECONOMIC INTERESTS ATTACHING TO A FURTHER 10% OF ITS ISSUED SHARE CAPITAL, CONSTITUTING A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE CATALIST RULES; AND

(II) THE PROPOSED GRANT OF OPTIONS PURSUANT TO RULE 1018 OF THE CATALIST RULES

---

1. INTRODUCTION

1.1 Entry into the Binding LOI

The board of directors (the "**Board**" or the "**Directors**") of Kim Heng Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that the Company had on 27 August 2026 entered into a legally binding letter of intent (the "**Binding LOI**") with Weft + Water Holdings, LLC, a limited liability company organised under the laws of the Cook Islands and doing business as Umbilicore ("**Umbilicore**").

The Company entered into the Binding LOI for itself and as agent for and on behalf of each other member of the Group that holds shares in Bridgewater Offshore Pte. Ltd. ("**Bridgewater**") (the Company and each such member of the Group, collectively, the "**Seller Parties**", and each a "**Seller Party**").

Pursuant to the Binding LOI, the Company and the Seller Parties shall sell 6,092,897 ordinary shares in Bridgewater, representing 70% of the issued share capital of Bridgewater (the "**Sale Shares**"), for a cash consideration of US$26,823,112 or approximately S$34.1 million[1] (the "**Closing Consideration**") (the "**Initial Share Divestment**").

In connection with the Initial Share Divestment, Umbilicore shall also be granted an option to acquire 870,413 ordinary shares, representing a further 10% of the issued share capital of Bridgewater for an aggregate exercise price of US$8,888 (the "**Ten-Point Option**"). Upon completion of the Initial Share Divestment ("**Closing**"), and until the exercise of the Ten-Point Option, Umbilicore shall hold the economic interest in, and exercise or direct the voting rights attaching to, an aggregate 80% of the issued share capital of Bridgewater, notwithstanding that the Sale Shares transferred to Umbilicore at Closing represents 70% of the issued share capital of Bridgewater (the "**Transferred Economic Interest**").

The Initial Share Divestment, together with the transfer of the voting and economic interests attaching to the shares subject to the Ten-Point Option from Closing, is referred to in this announcement as the "**Proposed Divestment**".

The Proposed Divestment, together with the other Option Arrangements (as defined in paragraph 7.1 below) and other related arrangements contemplated under the Binding LOI, is referred to in this announcement as the "**Proposed Transaction**".

---

[1] Based on the exchange rate of US$1.0000 to S$1.2699 on 26 August 2026, being the full market day preceding the date of signing of the Binding LOI, extracted from Monetary Authority of Singapore's website.

1.2 Binding Effect and Definitive Documents

The parties have agreed to negotiate in good faith and execute definitive transaction documents consistent with the Binding LOI (the "**Definitive Documents**"), which the parties are targeting to execute on or before 31 August 2026, with Closing to occur on 30 September 2026.

1.3 Shareholders' Approval under Chapter 10 of the Catalist Rules

Under Chapter 10 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**Catalist Rules**"), the Proposed Divestment constitutes a "major transaction" under Rule 1014(2), and the grant of the Option Arrangements requires the approval of shareholders of the Company ("**Shareholders**") under Rule 1018. Accordingly, the Company will convene an extraordinary general meeting (the "**EGM**") to seek Shareholders' approval for the Proposed Divestment and the grant of the Option Arrangements, further details of which are set out in paragraphs 6 and 7 below. A circular, together with a notice convening the EGM (the "**Circular**"), will be despatched or otherwise made available to Shareholders in due course.

2. RATIONALE FOR AND BENEFITS OF THE PROPOSED TRANSACTION

The Board is of the view that the Proposed Transaction, including the Proposed Divestment and the Option Arrangements, is in the interests of the Company and the Group.

The Proposed Divestment will enable the Group to monetise the value of its investment in Bridgewater and the Existing Vessels (as defined in paragraph 3.2 below).

The Proposed Divestment will significantly improve the Group's financial position by increasing its net assets and reducing its debt and total assets.

The improved balance sheet will provide the Group with greater financial flexibility to fund and pursue its future growth. At the same time, the Proposed Divestment will allow the Group to retain its core strengths in the offshore marine sector while further developing its engineering capabilities in geotechnical and cable-laying activities.

The Group will continue to participate in the future performance and growth of the Platform (as defined in paragraph 3.2 below), including through the intended acquisition of additional anchor handling tug supply vessels and the strategic partnership with Umbilicore. In addition, the Group expects to derive recurring revenue from the provision of yard and waterfront services and operational support to the Platform.

Through its retained equity interest of between 10% and 20% in Bridgewater (expected to be 15% where the Additional Shares (as defined in paragraph 5.3 below) are taken up by Umbilicore and the Put Option (as defined in paragraph 5.4 below) is not exercised), the Group will receive its share of dividends and distributions from Bridgewater.

Barring any unforeseen circumstances, the Directors are of the view that the Proposed Transaction is in the interests of the Company and the Shareholders as a whole. Shareholders should note, however, that there is no assurance that the Proposed Transaction will achieve the desired results, nor is there any assurance that such results, if achieved, can be sustained in the longer term.

3. INFORMATION ON BRIDGEWATER

3.1 General Information

Bridgewater is a private company limited by shares incorporated in Singapore on 15 Nov 2019. As at the date of this announcement, Bridgewater has an issued share capital of US$8,704,138 comprising 8,704,138 ordinary shares and is an indirect wholly-owned subsidiary of the Company.

Bridgewater is principally engaged in chartering of ships, barges and boats with crew (freight).

3.2 Transaction Perimeter

For the purposes of the Proposed Transaction, the assets which are the subject of the Proposed Divestment (the "**Platform**") comprises Bridgewater and its subsidiaries, including Ruhm Mazu Sdn. Bhd., together with the following vessels, namely Mazu 60, Bridgewater 61, Bridgewater 63, Bridgewater 130, Bridgewater 131 and Bridgewater 132 (the "**Existing Vessels**").

3.3 Shareholding Structure

The shareholders of Bridgewater and their respective registered shareholdings before and immediately after Closing are expected to be as follows:

Shareholder	Shareholdings before Closing (%)	Shareholdings immediately after Closing (%)
Company and/or the Seller Parties	100	30
Umbilicore	–	70
Total	**100**	**100**

In addition, Umbilicore shall hold the Transferred Economic Interest pursuant to the arrangements relating to the Ten-Point Option described in paragraph 5.2 below.

Upon Closing, Bridgewater will cease to be a subsidiary of the Company.

3.4 Financial Information

Based on the latest unaudited financial statements of the Platform for the six-month financial period ended 30 June 2026:

(a) the net profit attributable to the Transferred Economic Interest was approximately S$2.1 million; and

(b) the net asset value attributable to the Transferred Economic Interest was approximately S$24.5 million as at 30 June 2026.

The market value of the shares of Bridgewater is not available as the shares of Bridgewater are not publicly traded.

Based on the Group's unaudited financial statements as at 30 June 2026, the aggregate net book value of the Existing Vessels at Group level, after consolidation adjustments, was approximately S$23.8 million.

4. INFORMATION ON UMBILICORE

4.1 General Information

The information relating to Umbilicore set out in this announcement was provided by, or derived from information provided by, Umbilicore. The Company and the Directors have not independently verified the accuracy and correctness of such information, and the sole responsibility of the Directors has been to ensure that such information has been accurately extracted and reproduced in this announcement in its proper form and context.

Umbilicore is the business name of Weft + Water Holdings, LLC, a limited liability company organised under the laws of the Cook Islands. Umbilicore is an investment and operating platform focused on the offshore support vessel sector and is led by Mr Mark D. Wolfe and Mr Peter von Irle, both of whom are managing partners of Umbilicore.

4.2 Independence

None of Umbilicore, its directors, members or ultimate beneficial owners is related to any of the Directors, the chief executive officer, the substantial shareholders of the Company and/or their respective associates.

As at the date of this announcement, none of Umbilicore, its directors, members or ultimate beneficial owners holds, directly or indirectly, any shares in the Company.

5. PRINCIPAL TERMS OF THE BINDING LOI

5.1 Initial Share Divestment and Closing Consideration

The Proposed Transaction is based on an agreed enterprise value of US$33,540,000 for 100% of Bridgewater, equivalent to US$335,400 for each 1% interest in Bridgewater, on the basis that the Existing Vessels shall be delivered free from encumbrances.

Pursuant to the Initial Share Divestment, at Closing, the Company and the Seller Parties shall sell and transfer to Umbilicore the Sale Shares, representing 70% of the issued share capital of Bridgewater, free from all encumbrances.

The Closing Consideration of US$26,823,112 shall be payable in full by telegraphic transfer directly to the Company at Closing.

5.2 Ten-Point Option and Post-Closing Interests

At Closing, the Company shall grant Umbilicore the Ten-Point Option for an aggregate exercise price of US$8,888. The Ten-Point Option shall be exercisable by Umbilicore in whole or in part at any time.

Pending the exercise of the Ten-Point Option, Umbilicore shall be entitled to direct the exercise of the voting and consent rights, and to receive the dividends, distributions and other economic benefits, attaching to the shares subject to the Ten-Point Option.

Under the Binding LOI, the Company's retained interest in Bridgewater will be protected by a mutual anti-dilution mechanism. The Company's interest in Bridgewater shall not be reduced below 15% or, from the time the Additional Shares are taken up by Umbilicore, 10%, in each case without the Company's prior written consent, save through the transactions contemplated under the Binding LOI. The Company will also have the pre-emptive right to subscribe pro rata, at the same price and on the same terms, on any new issuance of equity securities by Bridgewater.

5.3 Additional Shares

No later than the date of execution of the share purchase agreement, the Company shall provide written notice to Umbilicore of its election of one of the following alternatives in respect of shares representing a further 5% of the issued share capital of Bridgewater (the "**Additional Shares**"):

(a) the Company shall grant Umbilicore an option to acquire the Additional Shares for an aggregate exercise price of US$1,677,000 (the "**Credit-Bid Alternative**"), exercisable by Umbilicore; or

(b) the Company shall grant Umbilicore an option to acquire the Additional Shares for an aggregate exercise price of US$1,677,000, exercisable by Umbilicore in whole within 12 months after Closing, with completion of the acquisition of the Additional Shares to occur within 90 days after exercise (the "**Buyer-Option Alternative**").

5.4 Put Option and Milestone Consideration

5.4.1 Put Option

The Company shall have the right to require Umbilicore to acquire shares representing a further 5% of the issued share capital of Bridgewater (the "**Tranche 2 Shares**") for an aggregate consideration of US$5,122,560 (the "**Put Option**"). The Put Option may be exercised by the Company by written notice at any time after Closing and no later than 30 business days before 31 December 2027, with completion of the sale and purchase of the Tranche 2 Shares to occur in January 2028. Further details will be set out in the Circular.

5.4.2 Milestone Consideration

Umbilicore shall also pay the Company deferred consideration of US$2,000,000 (“**Milestone Consideration**”) if the Platform achieves earnings before interest, taxes, depreciation and amortisation of at least US$8,400,000 in any single completed 12-month financial year ending in the third, fourth or fifth financial year following Closing (“**Milestone EBITDA**”). The Milestone EBITDA shall be measured across all vessels in the Platform including vessels acquired after Closing, subject to the adjustments prescribed in the Binding LOI.

The milestone consideration shall be payable once only, within 30 days after delivery to the shareholders of Bridgewater of the audited consolidated financial statements evidencing that the Milestone EBITDA has been achieved in any single completed 12-month financial year. For avoidance of doubt, the Milestone Consideration is payable once only.

5.5 Aggregate Potential Consideration

Assuming:

(a) Closing occurs;

(b) the Ten-Point Option is exercised in full;

(c) the Additional Shares are acquired by Umbilicore pursuant to either the Credit-Bid Alternative or the Buyer-Option Alternative;

(d) the Put Option is exercised and the sale of the Tranche 2 Shares is completed; and

(e) the Milestone EBITDA threshold is achieved,

the aggregate potential consideration payable to or for the benefit of the Company shall be US$35,631,560 (“**Aggregate Potential Consideration**”), comprising:

Component	Amount
Closing Consideration	US$26,823,112
Exercise price under the Ten-Point Option	US$8,888
Consideration for the Additional Shares	US$1,677,000
Consideration for the Tranche 2 Shares	US$5,122,560
Milestone consideration	US$2,000,000
Aggregate Potential Consideration	**US$35,631,560**

For the avoidance of doubt, the Aggregate Potential Consideration is not payable in full at Closing. The payment of the relevant components is dependent upon the occurrence of the applicable option exercises, completion steps and performance milestone described above.

5.6 Basis of Consideration

The agreed enterprise value, the Closing Consideration and the other consideration amounts under the Binding LOI were arrived at on a willing-buyer, willing-seller basis, following arm's-length negotiations between the Company and Umbilicore, taking into account, among other things, the historical financial performance and future prospects of the Platform and operating profile of the Existing Vessels, the requirement for the Existing Vessels to be delivered free from encumbrances, the Company's retained economic interest in Bridgewater following Closing, and the deferred and contingent consideration which may become payable to the Company under the Put Option and the Milestone Consideration.

5.7 Conditions Precedent

Closing is conditional upon, among other things, the following conditions being fulfilled or, where applicable, waived by Umbilicore by the Long Stop Date (as defined below):

(a) the execution of the Definitive Documents;

(b) the discharge of all financing over the Existing Vessels and the delivery of the Existing Vessels free from encumbrances;

(c) the Company providing written confirmation of the inclusion of Ruhm Mazu Sdn. Bhd. within the transaction perimeter;

(d) the making of all announcements and the receipt of all approvals required under the Catalist Rules; and

(e) the representations and warranties under the Binding LOI being true and accurate in all material respects as at Closing.

As at the date of this announcement, the conditions precedent have not been satisfied.

5.8 Other Salient Terms

5.8.1 Transaction Security

Within five (5) business days after the Definitive Documents have been executed and delivered by all parties, Umbilicore shall provide, or procure the provision of, an irrevocable standby letter of credit or demand guarantee in favour of the Company for US$1,341,155.60, representing 5% of the Closing Consideration (the "**Transaction Security**"), as security for Umbilicore's completion obligations.

5.8.2 Long-Stop Date

If Closing has not occurred on or before 31 December 2026 (the "**Long-Stop Date**"), either party may terminate the Binding LOI by written notice to the other party, without prejudice to any rights and obligations accrued before termination.

6. RELATIVE FIGURES UNDER CHAPTER 10 OF THE CATALIST RULES

The relative figures for the Proposed Transaction, computed on the applicable bases set out in Rule 1006 of the Catalist Rules and based on the latest announced unaudited consolidated financial statements of the Group for the half year ended 30 June 2026 ("**HY2026**"), are as follows:

Rule	Basis of computation	Relative figure (%)
1006(a)	The net asset value of the assets to be disposed of, compared with the Group's net asset value	62.2%(1)
1006(b)	The net profits attributable to the assets to be disposed of, compared with the Group's net profits	(49.0)%(2)
1006(c)	The aggregate value of the consideration received, compared with the Company's market capitalisation based on the total number of issued Shares excluding treasury shares	93.0%(3)
1006(d)	The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities of the Company previously in issue	Not applicable(4)
1006(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Group's proved and probable reserves	Not applicable(5)

Notes:

(1) Based on the net asset value attributable to the 90% equity interest in Bridgewater of approximately S$27.6 million and the Group's net asset value of approximately S$44.3 million as at 30 June 2026.

(2) Under Rule 1002(3)(b) of the Catalist Rules, "net profits" means profit or loss, including discontinued operations that have not been disposed of, before income tax and non-controlling interests. Based on the net profit attributable to the 90% equity interest in Bridgewater of approximately S$2.3 million and the Group's net loss of approximately S$4.8 million for the HY2026.

(3) For the purposes of Rule 1006(c), the aggregate value of the consideration for the Proposed Transaction is US$35.6 million or approximately S$45.2 million[1], being the Aggregate Potential Consideration. This is compared against the Company's market capitalisation of approximately S$48.6 million, computed by multiplying 704,932,400 shares in the issued share capital of the Company ("**Shares**"), excluding treasury shares, and the volume-weighted average price ("**VWAP**") of S$0.069 per Share on 26 August 2026, being the last full market day on which the Shares were traded prior to the date of the Binding LOI.

(4) Not applicable as the Proposed Divestment is a disposal and no equity securities of the Company will be issued as consideration for the Proposed Divestment.

(5) Not applicable as the Company is not a mineral, oil or gas company.

Rule 1014(2) of the Catalist Rules states, *inter alia*, that where any of the relative figures computed on the bases set out in Rule 1006 exceeds 50% for a disposal, the Proposed Divestment constitutes a major transaction and must be made conditional upon the approval of shareholders in general meeting.

7. APPLICATION OF RULE 1018 OF THE CATALIST RULES

7.1 Option Arrangements

Rule 1018 of the Catalist Rules applies to options to acquire or dispose of assets in addition to the other requirements under Chapter 10 of the Catalist Rules.

Pursuant to Rule 1018(1) of the Catalist Rules, where an option is not exercisable at the discretion of the issuer, shareholder approval must be obtained at the time of grant of the option.

Pursuant to Rule 1018(2) of the Catalist Rules, where an option is exercisable at the discretion of the issuer and the exercise terms are fixed at the time of grant, shareholder approval must similarly be obtained at the time of grant of the option.

The Binding LOI contemplates the grant of the following options in connection with the Proposed Transaction:

(a) the Ten-Point Option to be granted by the Company in favour of Umbilicore in respect of shares representing 10% of the issued share capital of Bridgewater;

(b) the option to be granted by the Company in favour of Umbilicore in respect of the Additional Shares, representing 5% of the issued share capital of Bridgewater, pursuant to either the Credit-Bid Alternative or the Buyer-Option Alternative;

(c) the Put Option to be granted in favour of the Company in respect of the Tranche 2 Shares, representing 5% of the issued share capital of Bridgewater; and

(d) to the extent applicable under Rule 1018 of the Catalist Rules, the reciprocal exit arrangements to be entered into in respect of the Company's retained interest in Bridgewater following the fifth anniversary of Closing.

(collectively, the "**Option Arrangements**")

7.2 Ten-Point Option and Option over the Additional Shares

The Ten-Point Option and the option over the Additional Shares will be exercisable by Umbilicore and will therefore not be exercisable at the discretion of the Company.

Accordingly, pursuant to Rule 1018(1) of the Catalist Rules, Shareholders' approval must be obtained at the time of grant of the Ten-Point Option and the option over the Additional Shares.

The Binding LOI contemplates that the Ten-Point Option and the relevant option over the Additional Shares will be granted at Closing. Such options have not been granted as at the date of this announcement and will not be granted unless and until the requisite approval of Shareholders has been obtained at the EGM.

7.3 Put Option

The Put Option will be exercisable at the discretion of the Company. The material exercise terms of the Put Option, including:

(a) the percentage interest subject to the Put Option;

(b) the aggregate exercise price;

(c) the period during which the Put Option may be exercised; and

(d) the period during which completion of the sale and purchase of the Tranche 2 Shares must occur,

have been fixed under the Binding LOI.

Accordingly, pursuant to Rule 1018(2) of the Catalist Rules, Shareholders' approval must be obtained at the time of grant of the Put Option.

The Binding LOI contemplates that the Put Option Agreement will be executed at Closing. The Put Option has not been granted as at the date of this announcement and will not be granted unless and until the requisite approval of Shareholders has been obtained at the EGM.

7.4 Shareholders' Approval

The Company will seek Shareholders' approval at the EGM for:

(a) the Proposed Divestment as a major transaction pursuant to Rule 1014(2) of the Catalist Rules; and

(b) the grant of the Option Arrangements pursuant to Rule 1018 of the Catalist Rules.

The grant of the Option Arrangements and Closing will be conditional upon the requisite approval of Shareholders being obtained at the EGM.

Further information on the Option Arrangements, including their salient terms and the rationale for their grant, will be set out in the Circular.

8. FINANCIAL EFFECTS OF THE PROPOSED TRANSACTION

8.1 Bases and Assumptions

The pro forma financial effects of the Proposed Transaction set out below are for illustrative purposes only and do not reflect the actual future financial performance or financial position of the Group following Closing.

The financial effects have been prepared based on the latest audited consolidated financial statements of the Group for the financial year ended 31 December 2025 ("**FY2025**") and the latest audited financial statements of the Platform for FY2025, and on the following bases and assumptions:

(a) the financial effect on the net tangible assets ("**NTA**") per Share is computed based on the assumption that the Proposed Transaction was completed on 31 December 2025;

(b) the financial effect on the loss per Share ("**LPS**") or earnings per Share ("**EPS**") is computed based on the assumption that the Proposed Transaction was completed on 1 January 2025; and

(c) the expenses incurred in connection with the Proposed Transaction have not been included in the computation of the financial effects.

8.2 NTA per Share

	Before the Proposed Transaction	**After the Proposed Transaction**
NTA attributable to owners of the Company (S$'000)	41,577	70,395
Number of issued Shares, excluding treasury shares	704,932,400	704,932,400
NTA per Share (Singapore cents)	5.90	9.99

8.3 (LPS)/ EPS

	Before the Proposed Transaction	**After the Proposed Transaction**
Net (loss)/ earnings attributable to owners of the Company (S$'000)	(8,823)	19,995
Weighted average number of issued Shares, excluding treasury shares	704,932,400	704,932,400
LPS/ EPS (Singapore cents)	(1.25)	2.84

9. USE OF PROCEEDS AND GAIN ON THE PROPOSED DIVESTMENT

9.1 Use of Proceeds

The gross proceeds receivable by the Company at Closing will be US$26.8 million equivalent to approximately S$34.1 million, based on the exchange rate of US$1.0000 to S$1.2699 on 26 August 2026 to apply towards:

(a) the discharge of financing over the Existing Vessels;

(b) the working-capital requirements of the Group; and

(c) other business opportunities and/or general corporate purposes.

Pending deployment, the proceeds may be placed in short-term deposits with financial institutions or used for the working-capital requirements of the Group.

9.2 Net Asset Value and Excess or Deficit of Proceeds

Based on the Group's unaudited financial statements as at 30 June 2026, the net asset value attributable to the Transferred Economic Interest was approximately S$24.5 million.

Based on the Closing Consideration and the aggregate exercise price payable under the Ten-Point Option of approximately S$34.7 million, the consideration exceeds the net asset value attributable to the Transferred Economic Interest by approximately S$10.1 million.

9.3 Estimated Gain on the Proposed Divestment

Based on the Group's unaudited financial position as at 30 June 2026 and the preliminary accounting treatment adopted by the Company for illustrative purposes, the Group is expected to recognise an estimated gain of approximately S$30.0 million upon Closing.

If the Put Option is subsequently exercised and the sale of the Tranche 2 Shares is completed, the Group is expected to recognise an additional estimated gain of approximately S$4.2 million, based on the same preliminary assumptions.

The foregoing estimates are subject to review and confirmation by the Company's auditors. The actual gain or loss can only be determined following the relevant completion and will depend on, among other things, the carrying values of the relevant assets and liabilities, the fair value and accounting classification of the retained interest and the Option Arrangements, the applicable exchange rates and the transaction expenses actually incurred.

10. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

Save for their respective shareholdings, if any, in the Company, none of the Directors and, to the best of the Directors' knowledge, none of the controlling shareholders or substantial shareholders of the Company or their respective associates has any interest, direct or indirect, in the Proposed Transaction.

11. DIRECTORS' SERVICE CONTRACTS

No person is proposed to be appointed as a director of the Company in connection with the Proposed Transaction or the Option Arrangements. Accordingly, no service contract is proposed to be entered into between the Company and any such person in connection with the Proposed Transaction or the Option Arrangements.

12. CIRCULAR TO SHAREHOLDERS

The Company will be seeking the specific approval of Shareholders at the EGM for Proposed Divestment and the Option Arrangements.

A Circular setting out, among other things, the terms of the Proposed Divestment and Option Arrangements, together with a notice of the EGM will be despatched or otherwise made available to Shareholders in due course.

13. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm, after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Transaction, including the Proposed Divestment and the Option Arrangements, 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, including Umbilicore, 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.

14. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Binding LOI are available for inspection at the registered office of the Company at 9 Pandan Crescent, Singapore 128465, during normal business hours for a period of three (3) months from the date of this announcement.

Any Shareholder who wishes to inspect the Binding LOI should contact the Company via email at nick.lim@kimheng.com.sg or telephone at 6777 9990 at least three (3) working days in advance to make a prior appointment to attend at the registered office of the Company to inspect the Binding LOI.

Shareholders will need to identify themselves by stating his, her or its full name as it appears in his, her or its CDP share records, contact number and NRIC, passport or company registration number, and state the manner in which he, she or it holds his, her or its Shares in the Company.

15. FURTHER ANNOUNCEMENTS

The Company will make the appropriate announcements as and when there are material developments in relation to the Proposed Transaction~~.~~

16. CAUTION IN TRADING

Although the Binding LOI is legally binding, there is no certainty or assurance as at the date of this announcement that:

(i) the requisite approval of Shareholders will be obtained;

(ii) the Definitive Documents will be entered into;

(iii) the Option Arrangements will be granted;

(iv) the conditions precedent will be fulfilled or waived; or

(v) the Proposed Transaction will be completed or will proceed as contemplated.

Shareholders are advised to exercise caution when dealing in the Shares. Persons who are in doubt as to the action they should take should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

BY ORDER OF THE BOARD

Tan Keng Siong Thomas
Executive Chairman & CEO
27 August 2026

---

*This announcement has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this announcement, 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 Bernard Lim (Tel: (65) 6232 3232) at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.