Leader Environmental Technologies Limited
利德环保技术有限公司
(Incorporated in the Republic of Singapore on 15 August 2006)
(Company Registration Number: 200611799H)

PROPOSED DISPOSAL OF THE AIWATER GROUP AS A MAJOR TRANSACTION AND AN INTERESTED PERSON TRANSACTION

---

1. INTRODUCTION

1.1 The Board of Directors ("**Board**") of Leader Environmental Technologies Limited ("**Company**", and together with its subsidiaries, "**Group**") wishes to announce that the Company had, through its wholly-owned subsidiary, United Greentech Holdings Pte. Ltd. ("**United Greentech**"), on 12 January 2025 entered into:

(a) a conditional share sale and purchase agreement ("**AIWater SPA**") with WJL Holding Pte. Ltd. (the "**Buyer**") in relation to the proposed disposal of all the shares in the capital of AIWater (Anhui) Co., Ltd. ("**AIWater**") held by United Greentech ("**AIWater Disposal**"), representing 70% of the share capital of AIWater ("**AIWater Sale Shares**"), to the Buyer for a total consideration of RMB364 million (equivalent to approximately S$67.91 million / US$49.59 million).[(1)] The Buyer is currently a shareholder of AIWater, holding the remaining 30% of the share capital of AIWater; and

(b) a conditional share sale and purchase agreement ("**UG Water SPA**" together with the AIWater SPA, the "**SPAs**") with the Buyer in relation to the proposed disposal of all the shares in the capital of UG Water Pte. Ltd. ("**UG Water**") held by United Greentech ("**UG Water Disposal**" together with the AIWater Disposal, the "**Proposed Disposals**"), representing 50% of the share capital of UG Water ("**UG Water Sale Shares**"), for a total consideration of RMB6 million (equivalent to approximately S$1.12 million / US$0.82 million). UG Water in turn wholly owns Xinwo AIWater (Hubei) Co., Ltd. ("**Xinwo AI**", and together with AIWater, the "**Target Companies**"),

(collectively, the "**Proposed Transactions**").

---

(1) Unless otherwise indicated, for illustration purposes only:

(a) US$ amounts in this announcement have been translated into S$ based on the exchange rate of S$1.00:US$0.73;

(b) US$ amounts in this announcement have been translated into RMB based on the exchange rate of US$1.00:RMB7.34; and

(c) RMB amounts in this announcement have been translated into S$ based on the exchange rate of S$1.00:RMB5.36,

based on the rates obtained from the Monetary Authority of Singapore as at 9 January 2025.

Following completion of the Proposed Transactions ("**Completion**"), the Company will cease to have any interest in AIWater, UG Water and Xinwo AI (collectively, the "**AIWater Group**").

1.2 The Proposed Disposals constitute:

(a) a "Major Transaction" as defined under Chapter 10 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Listing Manual**"). Please refer to paragraph 5 of this announcement – *Chapter 10 of the Listing Manual and the Companies Act* for further details on the relative figures in respect of the Proposed Disposals computed on the bases set out in Listing Rule 1006; and

(b) an interested person transaction as defined under Chapter 9 of the Listing Manual. Please refer to paragraph 8 of this announcement – *Interested Person Transactions* for further details on the Proposed Disposals as an interested person transaction.

1.3 The Proposed Transactions are subject to the approval of the shareholders of the Company ("**Shareholders**") who are deemed independent under the Listing Manual in respect of the Proposed Transactions (the "**Independent Shareholders**"). The Company intends to convene an extraordinary general meeting ("**EGM**") to seek the approval of the Independent Shareholders for the Proposed Transactions.

1.4 Further information on, *inter alia*, the Proposed Transactions will be provided in a circular to be issued by the Company in due course for the purpose of convening the EGM ("**Circular**").

2. INFORMATION ON THE PARTIES

2.1 Information on the AIWater Group

AIWater

AIWater is a company incorporated in the People's Republic of China on 29 September 2021. It is principally engaged in the business of developing and utilising artificial intelligent technology in the management of wastewater treatment plants.

As at the date of this announcement, United Greentech (a wholly-owned subsidiary of the Company) holds 70% of the share capital in AIWater. AIWater has a registered capital of RMB 65,000,000 with a paid-up registered capital of RMB 37,999,500. The Buyer holds the remaining 30% of the share capital in AIWater.

UG Water

UG Water is an investment holding company incorporated in the Republic of Singapore on 20 December 2023. As at the date of this announcement, United Greentech holds 50% of the share capital in UG Water, and Mr Gong Shuyi holds the remaining 50% of the share capital in UG Water.

Xinwo AI

Xinwo AI is a company incorporated in the People's Republic of China, and it is a wholly-owned subsidiary of UG Water. Xinwo AI is principally engaged in the business of the management of wastewater treatment plants, and it utilises the wastewater treatment plant management system developed by AIWater.

Financial information on the Target Companies

Based on the latest audited consolidated financial information for the Group for the financial year ended 31 December 2023 ("**FY2023**") and the unaudited condensed interim financial statements for the six (6)-month financial period ended 30 June 2024 of the Group ("**1H2024**"):

(a) the book value and net tangible asset value ("**NTA**") of the Target Companies were as follows:

(i) approximately RMB18.12 million (equivalent to approximately S$3.38 million / US$2.47 million) and RMB15.38 million (equivalent to approximately S$2.87 million / US$2.09 million), as at 31 December 2023; and

(ii) approximately RMB22.12 million (equivalent to approximately S$4.13 million / US$3.01 million) and approximately RMB18.77 million (equivalent to approximately S$3.50 million / US$2.56 million), respectively, as at 30 June 2024; and

(b) the consolidated net loss after tax of the Target Companies for FY2023 and 1H2024 were approximately RMB7.43 million (equivalent to approximately S$1.39 million / US$1.01 million) and approximately RMB3.15 million (equivalent to approximately S$0.59 million / US$0.43 million), respectively.

As at the date of this announcement, there is no available open market valuation of the shares of the Target Companies as they are not publicly traded. Pursuant to the terms of the SPAs, the Company has appointed Navi Corporate Advisory Pte Ltd to prepare independent valuation reports on the Target Companies as at a date falling no earlier than six (6) months before the date of the Circular. The valuation report to be prepared by the said valuer in compliance with all applicable requirements of the Listing Manual will be set out in the Circular.

2.2 Information on the Buyer and the Consortium

Buyer

The Buyer is a company incorporated in Singapore on 8 June 2023 and is principally engaged in the business of investment holding. As at the date of this announcement, InnoVision Super Aqua Limited ("**InnoVision SAL**") is the sole shareholder of the Buyer. Following an internal restructuring involving the Consortium and the Buyer which will complete around February 2025, the Consortium will become the sole shareholder of the Buyer.

The Buyer's directors are currently Mr Zhao Fu and Ms Huang Wenjing.

Consortium

United AI Greentech Ltd (the "**Consortium**") is a company incorporated in Cayman Island on 19 September 2024 for the purpose of undertaking the Proposed Transactions. Its sole shareholder is currently InnoVision SAL. Its directors are Mr Zhao Fu, Mr Zhou Bo, Mr Li Li, Ms Pan Shuhong ("**Ms Pan**") and Ms Lien Cheng.

The Company is further informed that the Consortium is undergoing an internal restructuring of the Consortium and the Buyer which will complete in phases, such that:

(a) In the first phase which will take place in or around February 2025, the Consortium will be owned by the following persons in the proportions set out below:

(i) Feynman Capital Pte. Ltd. ("**Feynman**") (66.67%); and

(ii) InnoVision SAL (33.33%).

(b) In the second phase, upon the receipt of all regulatory and third party approvals being obtained for the Proposed Transactions by the parties and prior to Completion, the Consortium will comprise the following entities or their designated nominees as members ("**Consortium Members**") in the proportions set out below:

(i) Feynman (44.46%);

(ii) InnoVision SAL (16.57%);

(iii) 合肥知一绿色股权投资合伙企业(有限合伙) (Hefei Zhiyi Green Equity Investment Partnership (Limited Partnership)) (10.41%);

(iv) Hyde Pacific Holding Co., Limited (20.00%);

(v) K-1X Capital Pte. Ltd. (3.78%);

(vi) Toe Teow Heng (3.78%); and

(vii) 嘉兴悟开私募基金管理有限公司 (Jiaxing Wukai Private Equity Fund Management Co., Ltd.) (1.00%).

Feynman is a company incorporated in Singapore on 8 June 2023 and is principally engaged in the business of investment holding. As at the date of this announcement, each of Dr Lin and Ms Pan holds 50 shares in Feynman, representing 50% of the total number of shares in Feynman. Dr Lin Yucheng ("**Dr Lin**") is a controlling shareholder of the Company, holding 414,779,500 Shares, representing approximately 27.02% of the Company's total number of issued Shares.[(2)]

Ms Pan Shuhong ("**Ms Pan**") is a substantial shareholder of the Company, with an interest in 168,199,000 Shares in the Company, representing approximately 10.96% of the Company's total number of issued Shares.

InnoVision SAL is a holder of redeemable zero-coupon convertible bonds in aggregate principal amount of US$15 million issued by the Company, which are convertible into ordinary shares in the capital of the Company. InnoVision SAL's shareholders are InnoVision USD Fund I LP, InnoVision Capital Dingsheng LP and InnoVision Capital GP Limited.

Save as disclosed above, none of the other Consortium Members (i) holds, directly or indirectly, any other ordinary shares in the issued and paid-up capital of the Company; and (ii) is related to the Directors or controlling Shareholders and their respective associates.

3. PRINCIPAL TERMS OF THE AGREEMENTS

3.1 Sale and Purchase of the Target Companies

Pursuant to the SPAs, United Greentech has agreed to sell the AIWater Sale Shares and the UG Water Sale Shares (collectively, the "**Sale Shares**") to the Buyer free from encumbrances as at Completion.

---

(2) Unless otherwise stated, references in this announcement to the total number of issued Shares are based on 1,534,878,360 Shares in issue.

3.2 Consideration for the Proposed Transactions

The aggregate consideration for the Proposed Disposals ("**Disposal Consideration**") is RMB370 million (equivalent to approximately S$69.03 million / US$50.39 million), which consist of:

(a) RMB6 million (equivalent to approximately S$1.12 million / US$0.82 million) for the UG Water Sale Shares; and

(b) RMB364 million (equivalent to approximately S$67.91 million / US$49.59 million) for the AIWater Sale Shares.

The Disposal Consideration was arrived at after negotiations on an arm's length basis and on a willing-buyer and willing-seller basis, taking into account the future business prospects of the AIWater Group and comparable market transactions.

Pursuant to the terms of the SPAs, upon Completion, the Disposal Consideration will be paid and satisfied in cash or in such other manner as may be agreed in writing between United Greentech and the Buyer.

3.3 Conditions Precedent

The Proposed Disposals are subject to the fulfilment and satisfaction of, *inter alia*, the following conditions:

(a) United Greentech and the Buyer having mutually agreed in writing on the appropriate mechanisms by which the Disposal Consideration will be satisfied;

<u>In respect of the AIWater Disposal</u>

(b) the results of a due diligence exercise to be undertaken by the Consortium in relation to the AIWater Group being satisfactory to the Consortium;

(c) all regulatory and third-party approvals being obtained (including from the State Administration of Foreign Exchange (SAFE) of the People's Republic of China, the Singapore Exchange Regulation Pte. Ltd. and the Shareholders);

(d) the Disposal Consideration being validated to be in the best interests of the Company by an independent valuer appointed by the Company;

(e) the independent financial adviser to be engaged by the Company opining that the Proposed Disposals are on normal commercial terms and not prejudicial to the interests of minority shareholders of the Company; and

<u>In respect of the UG Water Disposal</u>

(a) the completion of the AIWater Disposal.

3.4 Completion Date and Long-Stop Date

Completion will take place after the last in time of the conditions precedent under the SPAs is fulfilled or waived in accordance with the SPAs (or such other date as may be agreed in writing between the parties to the SPAs).

4. RATIONALE FOR THE PROPOSED TRANSACTIONS

The Board believes that the Proposed Transactions would be in the interests of the Company for the following reasons:

(a) Financial performance and cash flow concerns

The Group has experienced consecutive losses over the past two and a half years and a high cash burn rate of approximately RMB50 million (equivalent to approximately S$9.33 million / US$6.81 million) annually. This makes it challenging for the Group to support both the AIWater Group and the sludge treatment and membrane manufacturing business. The Proposed Disposals aims to reallocate resources to strengthen growth in the Group's sludge treatment and membrane manufacturing businesses.

(b) High capital outlay

The artificial intelligence business necessitates substantial capital investment for infrastructure and manpower. Pursuing additional fundraising exercises is difficult under the present economic conditions and will result in significant dilution of existing shareholder equity in the Company, which is not a sustainable approach towards the Group's growth strategy.

(c) Opportunity to maximise value for Shareholders

The Proposed Disposals will undergo an independent valuation and assessment by an independent financial adviser. This presents a compelling opportunity for Shareholders to realise value in a currently illiquid market, while still retaining their Shares to benefit from future growth in the Company's sludge treatment and membrane manufacturing businesses.

(d) Strategic realignment and focus on achieving profitability in the near term

Strategically, the Proposed Disposals will enable the Group to redirect resources into its existing business segments, namely its core proprietary technologies such as continuous thermal hydrolysis and efficient energy recovery system in sludge treatment and membrane manufacturing businesses, allowing the Group to focus on achieving sustainable profitability and generating stronger returns for shareholders in the near term.

5. CHAPTER 10 OF THE LISTING MANUAL

5.1 Proposed Disposal as a "Major Transaction"

Based on the latest announced unaudited consolidated financial statements of the Group for 1H2024, the relative figures for the Proposed Disposals computed on the bases set out in Rule 1006 of the Listing Manual are as follows:

Rule 1006	Bases	Relative figure (%)
(a)	The net asset value of the assets to be disposed of, compared with the Group's net asset value.	32.65%(1)
(b)	The net profits(2) attributable to the AIWater Group, compared with the Group's net losses.	22.53%(3)
(c)	The aggregate value of the consideration received for the Proposed Disposals, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares.	115.32%(4)
(d)	The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable(5)
(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. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets.	Not applicable(6)

Notes:

(1) Based on the Group's net asset value attributable to the owners of RMB67.77 million (equivalent to approximately US$9.23 million / S$12.64 million) as at 30 June 2024.

(2) "Net profits" means profit or loss before income tax, minority interests and extraordinary items. Based on the unaudited net loss for the six (6)-month financial period ended 30 June 2024 attributable to the assets to be disposed of RMB3.15 million and unaudited net loss of the Group for the unaudited net loss of the Group for the six (6)-month financial period ended 30 June 2024 of RMB13.98 million (equivalent to approximately US$1.90 million / S$2.61 million).

(3) The relative figure for Rule 1006(b) has been computed based on the unaudited combined net losses attributable to the Target Companies for 1H2024, compared with the Group's net losses for 1H2024.

(4) The Company's market capitalisation of approximately S$59.86 million (equivalent to approximately US$43.70 million / RMB320.85 million) is based on its total number of issued ordinary Shares of 1,534,878,360 Shares and the weighted average price of S$0.039 per Share on 10 January 2025, being the last market day preceding the date of the SPAs.

(5) This basis is not applicable to a disposal of assets.

(6) Rule 1006(e) of the Listing Manual is not applicable as the Company is not a mineral, oil and gas company.

As the relative figures computed based on Rules 1006(a), 1006(b) and 1006(c) exceed 20%, the Proposed Disposals constitute a major transaction under Rule 1014 of the Listing Manual and shall be subject to the approval of the Shareholders.

5.2 Excess over Book Value and Use of Proceeds

The Proposed Disposals will result in an excess of net proceeds of approximately RMB319.96 million (equivalent to approximately S$59.69 million / US$43.59 million) over the net book value of the AIWater Group ("**Net Proceeds**"), assuming the Disposal Consideration is fully satisfied in cash. The Net Proceeds may be subject to appropriate adjustments depending on the mechanism by which the Disposal Consideration will be satisfied, as may be agreed between United Greentech and the Buyer.

Based on the indicative Net Proceeds and assuming the Disposal Consideration is fully satisfied in cash, a sum of RMB1.59 million (equivalent to approximately S$0.30 million / US$0.22 million) will be applied towards the payment of costs and expenses arising from the Proposed Transactions. The balance amounting to RMB318.37 million (equivalent to approximately S$59.39 million / US$43.37 million) from the Net Proceeds will be retained for working capital requirements of the Group, and to facilitate any plans by the Group to enhance shareholder value.

6. FINANCIAL EFFECTS OF THE PROPOSED TRANSACTIONS

6.1 Bases and Assumptions

For illustration purposes only, the following is an analysis and illustration of the financial effects of the Proposed Transactions (taken as a whole) on the Group, taking into account that the AIWater Disposal and the UG Water Disposal are inter-conditional and will be completed concurrently, and based on the latest audited consolidated financial statements of the Group for FY2023.

The *pro forma* financial effects as set out herein do not reflect the actual financial results or the future financial performance and condition of the Company and the AIWater Group.

For the purposes of illustrating the *pro forma* financial effects of the Proposed Transactions, the financial effects of the Proposed Transactions were computed based on the following assumptions:

(a) the financial effects of the consolidated NTA per Share is computed based on the assumption that the Proposed Transactions had been completed at the end of FY2023;

(b) the financial effects of the consolidated earnings per Share ("**EPS**") is computed based on the assumption that the Proposed Transactions had been completed on 1 January 2023;

(c) expenses in connection with the Proposed Transactions, including but not limited to professional fees, have been disregarded for the purposes of calculating the financial effects; and

(d) the following exchange rates have been adopted for the purpose of computing the respective figures:

(i) S$1.00:RMB5.39;

(ii) S$1.00:US$0.73; and

(iii) US$1.00:RMB7.34,

as at 1 January 2023.

6.2 Share Capital

As there will be no change in the number of Shares by the Company pursuant to the Proposed Transactions, there will be no impact on the issued and paid-up share capital of the Company.

6.3 (Loss) / Earnings per Share

	Before the Proposed Transactions	**After the Proposed Transactions**
(Loss) / Earnings after tax attributable to Shareholders (RMB'000)	(41,806)	276,561
Weighted average number of shares in the Company	1,534,878,360	1,534,878,360
(LPS) / EPS (RMB cents)	(2.72)	18.02

6.4 NTA

	Before the Proposed Transactions	**After the Proposed Transactions**
NTA attributable to the owners of the Company (RMB'000)	73,950	392,317
Number of issued shares in the Company	1,534,878,360	1,534,878,360
NTA per share (RMB cents)	4.82	25.56

6.5 Gain from the Proposed Disposals

Based on unaudited condensed interim financial statements of 1H2024 of the Group, it is expected that the Proposed Disposals will result in an estimated net gain of approximately RMB318.37 million (equivalent to approximately S$59.40 million / US$43.37 million) to the Group, assuming the Disposal Consideration is fully satisfied in cash. The Net Proceeds may be subject to appropriate adjustments depending on the mechanism by which the Disposal Consideration will be satisfied, as may be agreed between United Greentech and the Buyer.

The gain on disposal is derived by deducting the net asset value of the Target Companies against the net sales proceeds to be received.

7. INTERESTED PERSON TRANSACTIONS

7.1. Chapter 9 of the Listing Manual

Under Chapter 9 of the Listing Manual, an immediate announcement and Shareholders' approval is required in respect of a transaction between an entity at risk in the Group and an interested person of the Group if the value of that transaction exceeds 5.0% of the Group's latest audited NTA.

For illustrative purposes, based on the latest audited financial information of the Group for FY2023, the audited NTA attributable to owners of the Company as at 31 December 2023 was approximately RMB73.95 million (equivalent to approximately S$13.80 million / US$10.08 million). For the purposes of Rule 906(1) of the Listing Manual, if the value of a transaction which is proposed to be entered into in the current financial year by the Company with an interested person, either in itself or in aggregation with all other earlier transactions, each of a value equal to or greater than RMB3.70 million (equivalent to approximately US$0.50 million / S$0.69 million), being 5.0% of the latest audited NTA of the Group, Shareholders' approval will be required for such transaction.

7.2. Proposed Transactions

Dr Lin, who is a controlling shareholder of the Company, holds 50% of the shares in Feynman, which will hold 44.46% of the Consortium (which will in turn wholly own the Buyer). Pursuant to Chapter 9 of the Listing Manual, the Buyer will be an associate of Dr Lin, and the Buyer will be regarded as an "interested person" and the Proposed Disposals will thus constitute an "interested person transaction". The Disposal Consideration would constitute the "amount at risk" for the interested person transaction.

Considering that the Buyer is an interested person of the Company under Chapter of the Listing Manual as at the date of the SPAs, and the objective of Chapter 9 of the Listing Manual is to guard against the risk that interested persons could influence an issuer to enter into transactions that may adversely affect the interests of the issuer or its shareholders, the Company will be treating the Buyer as an "interested person" for the purposes of Chapter 9 of the Listing Manual.

United Greentech is an "entity at risk" under Chapter 9 of the Listing Manual. Accordingly, the Proposed Disposals constitutes an interested person transaction under Chapter 9 of the Listing Manual.

As the Disposal Consideration represents approximately 500.34% of the Group's latest audited NTA, the Proposed Disposals will be subject to the approval of the Shareholders pursuant to Rule 906(1) of the Listing Manual.

Dr Lin, Ms Pan and their respective associates will abstain from exercising any voting rights in relation to the resolutions approving each interested person transaction at the EGM, and will not accept nominations to act as proxy by any Shareholder who is unable to attend the EGM unless such Shareholder has provided specific instructions as to voting.

7.3. Existing Interested Person Transactions

As at the date of this announcement, the Company has not entered into any other interested person transactions in the current financial year.

7.4. Audit Committee's Statement

The Audit Committee of the Company comprises Mr. Lim Kuan Meng (the Lead Independent Director), Mr. Lane Zhao Fu (Non-Independent Non-Executive Director), Dr. Ng Wun Jern (Independent Director), Mr. Lee Suan Hiang (Independent Director) and Ms. Ng Sook Zhen (Independent Director). The Chairman of the Audit Committee is Mr. Lim Kuan Meng.

Other than Mr. Lane Zhao Fu who is the CEO of InnoVision SAL, all the members of the Audit Committee do not have any interests in the Proposed Transaction and are accordingly deemed to be independent for the purposes of the Proposed Transaction.

The Audit Committee (excluding Mr. Lane Zhao Fu) will form its view as to whether the Proposed Transaction is on normal commercial terms and is not prejudicial to the interests of the Company and its independent minority Shareholders after considering the opinion of the independent financial adviser to be obtained in due course. The Audit Committee's view on the Proposed Transactions will be set out in the Circular.

8. DIRECTORS' SERVICE CONTRACTS

No person is proposed to be appointed as a Director of the Company in connection with the Proposed Transactions and accordingly, no service contracts in relation thereto will be entered into by the Company.

9. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

Save as disclosed in this announcement, none of the Directors or controlling shareholders of the Company and their respective associates has any interest, whether direct or indirect, in the Proposed Transactions save for their direct or indirect interests (if any) arising by way of their shareholdings and/or directorships, as the case may be, in the Company.

10. INDEPENDENT FINANCIAL ADVISER

SAC Capital Private Limited has been appointed as the independent financial adviser to advise the Directors who are considered independent of the Proposed Transactions on whether the Proposed Transactions are on normal commercial terms and is not prejudicial to the interests of the Company and its independent minority Shareholders.

11. FURTHER ANNOUNCEMENTS AND CIRCULAR

The Company will release such further announcements, in compliance with the requirements of the Listing Manual, as and when appropriate.

The Circular setting out further information on, *inter alia*, the Proposed Transactions, and the notice to convene the EGM for the purpose of seeking Shareholders' approval for the aforementioned matters will be despatched to Shareholders in due course.

12. 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 Transactions, 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.

13. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the AIWater SPA and the UG Water SPA will be available for inspection by Shareholders at the registered office of the Company at 38 Beach Road, South Beach Tower, #29-11, Singapore 189767 for a period of three (3) months commencing from the date of this announcement.

14. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to exercise caution when dealing in the Shares. The Proposed Transactions are subject to the fulfilment of conditions precedent under the SPAs. There is no certainty or assurance that the Proposed Transactions will be completed or that no changes will be made to the terms thereof. Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

Ngoo Lin Fong
Executive Director
13 January 2025