

APPENDIX 1**APPENDIX TO SHAREHOLDERS DATED 15 APRIL 2025****THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

This Appendix is circulated to the shareholders (the “**Shareholders**”) of Serial System Ltd (the “**Company**”) together with the Company’s annual report for the financial year ended 31 December 2024 (the “**Annual Report 2024**”). Its purpose is to provide Shareholders with the relevant information relating to, and to seek Shareholders’ approval for, the renewal of the Share Buyback Mandate (as defined in this Appendix) to be tabled at the annual general meeting (“**AGM**”) of the Company to be held on 30 April 2025 at 3.00 p.m. at 8 Ubi View, #05-01, Serial System Building, Singapore 408554.

The ordinary resolution proposed to be passed in respect of the renewal of the Share Buyback Mandate is set out in the notice of AGM. The notice of the AGM and a proxy form are enclosed with the Annual Report 2024.

The Singapore Exchange Securities Trading Limited (“**SGX-ST**”) assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Appendix.

The legal advisers appointed by the Company for the purpose of the corporate action set out in this Appendix is AEI Legal LLC.

If you have sold all your Shares (as defined in this Appendix), you should immediately forward this Appendix, the Annual Report 2024 and proxy form to the purchaser or to the bank, stockbroker or agent through whom the sale was effected for onward transmission to the purchaser.

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

**SERIAL SYSTEM LTD**

(Company Registration Number: 199202071D)
(Incorporated in the Republic of Singapore)

APPENDIX TO SHAREHOLDERS**IN RELATION TO****THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE**

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DEFINITIONS

For the purpose of this Appendix, the following definitions have, where appropriate, been used:

"2011 EGM"	: The extraordinary general meeting of the Company held on 23 April 2011
"2025 AGM"	: The annual general meeting of the Company to be held on 30 April 2025 at 3.00 p.m. at 8 Ubi View, #05-01, Serial System Building, Singapore 408554, notice of which is enclosed with the Annual Report 2024
"AGM"	: The annual general meeting of the Company
"Annual Report 2024"	: The annual report of the Company for FY2024
"Approval Date"	: Has the meaning ascribed to it in Section 1.3.1 of this Appendix
"Associates"	: Shall bear the meaning assigned to it by the Listing Manual
"Average Closing Price"	: Has the meaning ascribed to it in Section 1.3.4 of this Appendix
"Board"	: The board of the Directors of the Company for the time being
"CDP"	: The Central Depository (Pte) Limited
"Companies Act"	: The Companies Act 1967 (Singapore), as amended, modified or supplemented from time to time
"Company"	: Serial System Ltd
"Constitution"	: The Constitution of the Company
"Controlling Shareholder"	: A person who: <ul style="list-style-type: none"> (a) holds directly or indirectly 15% or more of the total number of issued Shares excluding treasury shares and subsidiary holdings in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or (b) in fact exercises control over the Company
"CPF"	: The Central Provident Fund of Singapore
"CPF Agent Banks"	: Agent banks included under the CPF Investment Scheme
"CPF Investors"	: Investors who have purchased Shares using their CPF savings under the CPF Investment Scheme
"date of the making of the offer"	: Has the meaning ascribed to it in Section 1.3.4 of this Appendix
"Directors"	: Directors of the Company for the time being
"EPS"	: Earnings per Share
"Form 2"	: Has the meaning ascribed to it in Section 1.9.4.3 of this Appendix
"Full Share Purchase"	: Has the meaning ascribed to it in Section 1.9.4.2 of this Appendix
"FY"	: Financial year ended or ending 31 December, as the case may be
"Group"	: The Company and its subsidiaries
"Latest Practicable Date"	: 2 April 2025, being the latest practicable date prior to the printing of this Appendix
"Listing Manual"	: The Listing Manual of the SGX-ST, as amended, modified or supplemented from time to time
"Market Day"	: A day on which the SGX-ST is open for trading in securities

"Market Purchase"	:	Has the meaning ascribed to it in Section 1.3.3(a) of this Appendix
"Maximum Price"	:	Has the meaning ascribed to it in Section 1.3.4 of this Appendix
"NTA"	:	Net tangible assets
"Off-Market Purchase"	:	Has the meaning ascribed to it in Section 1.3.3(b) of this Appendix
"Ordinary Resolution"	:	The ordinary resolution relating to the renewal of the Share Buyback Mandate, as set out in the notice of the 2025 AGM
"Prescribed Limit"	:	Has the meaning ascribed to it in Section 1.3.1 of this Appendix
"public"	:	Shall bear the meaning assigned to it by the Listing Manual
"Registrar"	:	Has the meaning ascribed to it in Section 4 of the Companies Act
"Relevant Period"	:	Has the meaning ascribed to it in Section 1.3.2 of this Appendix
"Securities Account"	:	Securities account maintained by a Depositor with CDP but not including securities sub-account maintained with a Depository Agent
"Securities and Futures Act"	:	The Securities and Futures Act 2001 (Singapore), as amended, modified or supplemented from time to time
"SGX-ST"	:	Singapore Exchange Securities Trading Limited
"Share Buyback"	:	The buyback of Shares by the Company pursuant to the terms of the Share Buyback Mandate
"Share Buyback Mandate"	:	The general mandate to enable the Company to purchase or otherwise acquire its Shares, the terms of which are set out in Section 1 of this Appendix
"Shareholders"	:	Persons who are registered as holders of the Shares except where the registered holder is CDP, in which case the term "Shareholders" shall in relation to such Shares mean the Depositors whose Securities Accounts with CDP are credited with the Shares
"Shares"	:	Ordinary shares in the capital of the Company
"SIC"	:	The Securities Industry Council
"SRS"	:	The Supplementary Retirement Scheme
"SRS Investors"	:	Investors who have purchased Shares using their SRS contributions pursuant to the SRS
"SRS Operators"	:	Bank operators who manage the SRS accounts under the SRS
"subsidiaries"	:	The subsidiaries of a company (as defined in Section 5 of the Companies Act) and "subsidiary" shall be construed accordingly
"Substantial Shareholder"	:	A Shareholder whose interests in the Company's issued share capital (excluding treasury shares and subsidiary holdings in the Company) is equal to or more than 5%
"Take-over Code"	:	The Singapore Code on Take-overs and Mergers, as amended, modified or supplemented from time to time
<i>Currencies and others</i>		
"S\$"	:	Singapore dollars
"US\$"	:	United States dollar, being the lawful currency of the United States of America
"%" or "per cent"	:	Per centum or percentage

Any references in this Appendix to: (a) Mr. Derek Goh shall refer to Mr. Derek Goh Bak Heng; (b) Ms. Victoria Goh shall refer to Ms. Victoria Goh Si Hui; (c) Mr. Sean Goh shall refer to Mr. Sean Goh Su Teng; and (d) Ms. Victoria Goh's spouse shall refer to Mr. Magno Miguel Baskinas Guidote.

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

The term "**treasury share**" shall have the meaning ascribed to it in Section 4 of the Companies Act.

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders.

References to persons shall, where applicable, include corporations.

Any reference to a time of a day in this Appendix is a reference to Singapore time unless otherwise stated.

Any discrepancies in the tables in this Appendix between the listed amounts and the totals thereof and/or the respective percentages are due to rounding.

SERIAL SYSTEM LTD
(Company Registration Number: 199202071D)
(Incorporated in the Republic of Singapore)

Directors:

Mr. Derek Goh Bak Heng (Executive Chairman and Group Chief Executive Officer)
Mr. Teo Ser Luck (Non-Executive Deputy Chairman and Lead Independent Director)
Mr. Sean Goh Su Teng (Executive Director)
Ms. Victoria Goh Si Hui (Executive Director)
Mr. Heng Yeow Meng Michael (Independent Non-Executive Director and Audit Committee Chairman)
Mr. Lye Hoong Yip Raymond (Independent Non-Executive Director and Remuneration Committee Chairman)
Mr. Khua Kian Kheng Ivan (Independent Non-Executive Director and Nominating Committee Chairman)
Mr. Ng Yong Hwee (Independent Non-Executive Director)
Mr. Goi Kok Ming Kenneth (Non-Executive Director)

Registered Office:

8 Ubi View, #05-01,
Serial System Building
Singapore 408554

15 April 2025

To: The Shareholders of Serial System Ltd

THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

Dear Shareholder,

1. THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE**1.1 Introduction**

The purpose of this Appendix is to provide Shareholders with relevant information pertaining to, and to seek Shareholders' approval at the 2025 AGM for, *inter alia*, the renewal of the Share Buyback Mandate.

Any purchase or acquisition of Shares by the Company must be made in accordance with, and in the manner prescribed by the Companies Act, the Listing Manual, the Constitution of the Company and such other laws and regulations as may for the time being be applicable.

At the 2011 EGM, the Shareholders had approved the Share Buyback Mandate to enable the Company to purchase or otherwise acquire Shares. The mandate was last renewed at the AGM held on 30 April 2024, and will unless renewed again, expire on the date of the 2025 AGM.

In this regard, approval is now being sought from Shareholders for the renewal of the Share Buyback Mandate at the 2025 AGM. The Ordinary Resolution will be proposed, pursuant to which authority will be given to the Directors to exercise all powers of the Company to purchase or otherwise acquire Shares on the terms of the Share Buyback Mandate.

If approved, the renewal of the Share Buyback Mandate will take effect from the date of the 2025 AGM and continue in force until the date of the next AGM or such date as the next AGM is required by law to be held, whichever is the earlier, unless prior thereto, Share Buybacks are carried out to the full extent mandated or the Share Buyback Mandate is revoked or varied by the Company in a general meeting.

The SGX-ST takes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Appendix.

1.2 Rationale

The Directors are of the view that a Share Buyback, conducted at an appropriate price level, may enhance the return on equity of the Group and increase Shareholders' value. Share Buybacks are a cost-efficient and effective method of returning to the Shareholders surplus cash over and above the Company's ordinary capital requirements, and provide the Directors greater flexibility over the Company's share capital structure with a view to enhancing the EPS and/or NTA value per Share.

The Directors are also of the view that Share Buybacks may help mitigate short-term market volatility and offset the effects of short-term speculation, as well as bolster the confidence of Shareholders.

If and when circumstances permit, the Directors will decide whether to effect the Share purchases via Market Purchases or Off-Market Purchases, after taking into account the amount of cash available and the prevailing market conditions. The Directors do not propose to carry out Share Buybacks to an extent that would, or in circumstances that might, result in a material adverse effect on the liquidity, the orderly trading of the Shares and/or the financial position of the Group, taking into account the working capital requirements of the Company or the gearing levels, which in the opinion of the Directors, are from time to time appropriate for the Company.

1.3 Terms of the Share Buyback Mandate

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the Share Buyback Mandate are summarised below:

1.3.1 Maximum number of Shares

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company.

The Companies Act provides that the total number of shares that may be purchased or acquired by a company shall not exceed that number of shares representing not more than 10% of the issued ordinary share capital of the company (excluding treasury shares and subsidiary holdings) as at the date of the general meeting at which the renewal of its share buyback mandate is approved (the **"Approval Date"**) (unless the company has effected a reduction of the share capital of the company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the company shall be taken to be the number of the issued ordinary shares of the company as altered, excluding any treasury shares and subsidiary holdings that may be held by the company from time to time). Shares which are held as treasury shares or subsidiary holdings will be disregarded for purposes of computing the 10% limit.

For illustrative purposes only, assuming that the Company has 904,841,914 Shares as at the date of the 2025 AGM (being the number of Shares as at the Latest Practicable Date, excluding treasury shares and subsidiary holdings and assuming no change in the number of Shares on or prior to the date of the 2025 AGM), not more than 90,484,191 Shares representing approximately 10% of the Company's existing issued ordinary share capital (excluding treasury shares and subsidiary holdings) may be purchased or acquired by the Company, pursuant to the limits set out in the Companies Act.

Notwithstanding the above, subject to the limits under Section 761(1) of the Companies Act in respect of a company's shares held in treasury, the maximum number of Shares that the Company can purchase or acquire and hold in treasury (assuming no change in the number of Shares held in treasury on or prior to the 2025 AGM) will be 89,632,791 Shares, instead of the aforesaid 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), i.e. 90,484,191 Shares. As such, the Company is seeking a Share Buyback Mandate to enable the Company to purchase or otherwise acquire Shares of up to a maximum of 89,632,791 Shares (the **"Prescribed Limit"**) at the 2025 AGM. Please refer to Section 1.7.2 of this Appendix for further details.

1.3.2 Duration of authority

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the Approval Date, up to the earliest of:

- (a) the date on which the next AGM of the Company is held or is required by law to be held;
- (b) the date on which the Share Buybacks are carried out to the full extent mandated; or
- (c) the date on which the authority contained in the Share Buyback Mandate is varied or revoked by the Shareholders in general meeting,

(the **"Relevant Period"**).

1.3.3 Manner of purchase of Shares

Purchases of Shares may be made by way of, inter alia:

- (a) on-market purchases (**"Market Purchase"**) transacted on the SGX-ST through the SGX-ST's trading system or, as the case may be, any other securities exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (b) off-market purchases (**"Off-Market Purchase"**) (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Listing Manual.

Under the Companies Act, an equal access scheme must satisfy all of the following conditions:

- (a) offers for the purchase or acquisition of Shares are to be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (b) all of those persons have a reasonable opportunity to accept the offers made to them; and
- (c) the terms of all the offers are the same, except that there shall be disregarded:
 - (i) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;
 - (ii) (if applicable) differences in consideration attributable to the fact that offers relate to Shares with different amounts remaining unpaid; and
 - (iii) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

In addition, the Listing Manual provides that, in making an Off-Market Purchase in accordance with an equal access scheme, the Company must issue an offer document to all Shareholders which must contain at least the following information:

- (a) the terms and conditions of the offer;
- (b) the period and procedures for acceptances;
- (c) the reasons for the proposed Share Buyback;
- (d) the consequences, if any, of Share Buybacks by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (e) whether the Share Buyback, if made, would have any effect on the listing of the Shares on the SGX-ST;
- (f) details of any Share Buyback made by the Company in the previous 12 months (whether Market Purchases or Off-Market Purchases in accordance with an equal access scheme), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and
- (g) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

1.3.4 Maximum Purchase Price

The purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors. However, the purchase price to be paid for a Share as determined by the Directors must not exceed:

- (a) in the case of a Market Purchase, 105% of the Average Closing Price (as defined hereinafter); and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price (as defined hereinafter),

(the “**Maximum Price**”) in either case, excluding related expenses of the purchase.

For the above purposes:

“**Average Closing Price**” means:

- (i) in the case of a Market Purchase, the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded, preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant 5-day period and the date of the Market Purchase; or
- (ii) in the case of an Off-Market Purchase, the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded, preceding the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant 5-day period and the date of the making of the offer pursuant to the Off-Market Purchase; and

"date of the making of the offer" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from its Shareholders, stating therein the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

1.4 Status of purchased Shares under the Share Buyback Mandate

A Share purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a treasury share. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares.

1.5 Treasury shares

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act are summarised below:

1.5.1 Maximum holdings

The aggregate number of Shares held as treasury shares cannot at any time exceed 10% of the total number of Shares.

In the event that the number of treasury shares held by the Company exceeds 10% of the total number of Shares, the Company shall dispose of or cancel the excess Shares within six (6) months of the day on which such contravention occurs, or such further period as the Registrar may allow.

1.5.2 Voting and other rights

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of Shares as fully paid bonus shares in respect of treasury shares is allowed. Furthermore, a subdivision or consolidation of any treasury share into treasury shares of a greater or smaller number is allowed, if the total value of the treasury shares after the subdivision or consolidation is the same as the total value of the treasury shares before the subdivision or consolidation, as the case may be.

1.5.3 Disposal and cancellation

Where Shares are held as treasury shares, the Company may at any time:

- (a) sell the treasury shares for cash;
- (b) transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for its employees, directors or other persons;
- (c) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the treasury shares; or
- (e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

Pursuant to Rule 704(28) of the Listing Manual, the Company will immediately announce any sale, transfer, cancellation and/or use of treasury shares, including the following:

- (i) date of the sale, transfer, cancellation and/or use;
- (ii) purpose of such sale, transfer, cancellation and/or use;
- (iii) number of treasury shares sold, transferred, cancelled and/or used;
- (iv) the number of treasury shares before and after such sale, transfer, cancellation and/or use;

- (v) percentage of the number of treasury shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and
- (vi) value of the treasury shares if they are used for a sale or transfer, or cancelled.

1.6 Sources of funds for Share Buyback

The Companies Act permits the Company to make payment, pursuant to the purchase or acquisition of its own Shares, out of capital as well as from its distributable profits, so long as the Company is solvent. The Companies Act provides that a Company is solvent if at the date of the relevant payment, the following conditions are satisfied:

- (a) there is no ground on which the Company could be found to be unable to pay its debts;
- (b) if
 - (i) it is intended to commence winding up of the Company within the period of 12 months immediately after the date of the payment, the Company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up; or
 - (ii) it is not intended so to commence winding up, the Company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment; and
- (c) the value of the Company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the proposed purchase or acquisition of Shares, become less than the value of its liabilities (including contingent liabilities).

The Company intends to use internal resources, external borrowings or a combination of both to finance purchases or acquisitions of Shares pursuant to the Share Buyback Mandate.

The Directors do not propose to exercise the Share Buyback Mandate in a manner and to such extent that the Group's working capital, current dividend policy and/ or ability to service its debts would be adversely affected.

1.7 Financial effects of the Share Buyback Mandate

The financial effects on the Company and the Group arising from purchases or acquisitions of Shares which may be made pursuant to the Share Buyback Mandate will depend on, inter alia, how the Shares are purchased or acquired, the price paid for such Shares and whether the Shares purchased or acquired are held as treasury shares or cancelled. The financial effects on the Company and the Group, based on the audited financial statements of the Company and the Group for FY2024, are based on the following principal assumptions:

- (a) the purchase or acquisition of Shares pursuant to the Share Buyback Mandate had taken place on 1 January 2024 for the purpose of computing the financial effects on the EPS of the Group and the Company;
- (b) the purchase or acquisition of Shares pursuant to the Share Buyback Mandate had taken place on 1 January 2024 for the purpose of computing the financial effects on the Shareholders' equity, NTA per Share, gearing and current ratio of the Group and the Company; and
- (c) transaction costs incurred for the purchase or acquisition of Shares pursuant to the Share Buyback Mandate are assumed to be insignificant and have been ignored for the purpose of computing the financial effects.

1.7.1 Purchase or acquisition out of capital or profits

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent.

Where the amounts paid by the Company for the purchase or acquisition of Shares are made out of profits, such amounts will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the amounts paid by the Company for the purchase or acquisition of Shares are made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced but the issued share capital of the Company will be reduced by such amounts. The total amount of the purchase or acquisition price shall include any expenses (including brokerage or commission) incurred directly in the purchase or acquisition of the Shares which is paid out of the Company's capital or profits.

1.7.2 Number of Shares acquired or purchased

Assuming there is no change in the number of Shares, and the number of Shares held in treasury on or prior to the date of the 2025 AGM:

- (i) as at the Latest Practicable Date, the Company has 904,841,914 issued Shares (excluding treasury shares and subsidiary holdings);
- (ii) the Company may purchase or acquire up to 90,484,191 Shares under the Companies Act (being 10% of its issued Shares (excluding treasury shares and subsidiary holdings));
- (iii) as at the Latest Practicable Date, the Company has 946,000 Shares held in treasury;
- (iv) the Company may hold up to 90,578,791 Shares in treasury (being 10% of its total number of Shares) pursuant to Section 76I(1) of the Companies Act; and
- (v) the Company may purchase or acquire up to 89,632,791 Shares under the renewed Share Buyback Mandate to be held as treasury shares.

For illustrative purposes, the Company has assumed that it will only purchase or acquire up to 89,632,791 Shares under the Share Buyback Mandate, to be held as treasury shares.

1.7.3 Maximum price paid for Shares acquired or purchased

In the case of Market Purchases by the Company:

Assuming the Company purchases or acquires 89,632,791 Shares at the maximum price of S\$0.0445 (equivalent to US\$0.0332) for one (1) Share (being the price equivalent to 5% above the average of the closing market prices of the Shares over the five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 89,632,791 Shares is approximately US\$2,975,809.

In the case of Off-Market Purchases by the Company:

Assuming the Company purchases or acquires 89,632,791 Shares at the maximum price of S\$0.0509 (equivalent to US\$0.0380) for one (1) Share (being the price equivalent to 20% above the average of the closing market prices of the Shares over the five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 89,632,791 Shares is approximately US\$3,406,046.

1.7.4 Illustrative financial effects

For illustrative purposes only, and on the basis of the assumptions set out below, the financial effects of the:

- (i) acquisition of Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made out of capital and held as treasury shares; and
- (v) acquisition of Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made out of capital and cancelled,

based on the audited financial statements of the Group and the Company for FY2024 are set out in the sections below.

The financial effects of the acquisition of Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made out of profits are similar to that of purchases made out of capital. Therefore, only the financial effects of the acquisition of the Shares pursuant to the Share Buyback Mandate by way of purchases made out of capital are set out in this Appendix.

Scenario 1(A)

Market Purchases of 89,632,791 Shares out of capital and held in treasury

As at 31 December 2024	Group		Company	
	Before the Share Buyback US\$'000	After the Share Buyback US\$'000	Before the Share Buyback US\$'000	After the Share Buyback US\$'000
Share Capital	72,648	72,648	72,648	72,648
Treasury Shares	(70)	(3,046)	(70)	(3,046)
Capital Reserve	1,602	1,602	518	518
Defined Benefit Plans Reserve	446	446	-	-
Fair Value Reserve	(742)	(742)	-	-
Revaluation Reserve	227	227	-	-
Other Reserve	2,771	2,771	-	-
Currency Translation Reserve	339	339	-	-
Retained Earnings	50,077	50,077	23,263	23,263
Non-Controlling Interests	6,091	6,091	-	-
Shareholders' Equity	133,389	130,413	96,359	93,383
NTA	123,984	121,008	96,335	93,359
Current Assets	349,654	348,166	38,420	36,932
Current Liabilities	273,954	275,442	20,192	21,680
Working Capital	75,700	72,724	18,228	15,252
Total Borrowings ⁽¹⁾	171,954	173,442	9,573	11,061
Cash and Cash Equivalents ⁽¹⁾	38,312	36,824	771	(717)
Net Profit	516	516	2,313	2,313
Number of Shares ⁽²⁾	904,841,914	815,209,123	904,841,914	815,209,123
Weighted Average Number of Shares	904,841,914	815,209,123	904,841,914	815,209,123
<u>Financial Ratios</u>				
NTA per Share (US\$ cents)	13.70	14.84	10.65	11.45
Basic EPS (US\$ cents) ⁽³⁾	0.06	0.06	0.26	0.28
Gearing % ⁽⁴⁾	129	133	10	12
Current Ratio (times) ⁽⁵⁾	1.28	1.26	1.90	1.70

Notes:

- (1) Assuming the Share Buyback will be funded 50% by internal resources and 50% by external borrowings.
- (2) Number of Shares excludes treasury shares and assumes no change in the number of Shares on or prior to the date of the 2025 AGM.
- (3) Basic EPS is computed based on FY2024 net profit attributable to Shareholders divided by the weighted average number of Shares.
- (4) Gearing equals total borrowings divided by Shareholders' equity.
- (5) Current Ratio equals current assets divided by current liabilities.

Scenario 1(B)

Off-Market Purchases of 89,632,791 Shares out of capital and held in treasury

As at 31 December 2024	Group		Company	
	Before the Share Buyback US\$'000	After the Share Buyback US\$'000	Before the Share Buyback US\$'000	After the Share Buyback US\$'000
Share Capital	72,648	72,648	72,648	72,648
Treasury Shares	(70)	(3,476)	(70)	(3,476)
Capital Reserve	1,602	1,602	518	518
Defined Benefit Plans Reserve	446	446	-	-
Fair Value Reserve	(742)	(742)	-	-
Revaluation Reserve	227	227	-	-
Other Reserve	2,771	2,771	-	-
Currency Translation Reserve	339	339	-	-
Retained Earnings	50,077	50,077	23,263	23,263
Non-Controlling Interests	6,091	6,091	-	-
Shareholders' Equity	133,389	129,983	96,359	92,953
NTA	123,984	120,578	96,335	92,929
Current Assets	349,654	347,951	38,420	36,717
Current Liabilities	273,954	275,657	20,192	21,895
Working Capital	75,700	72,294	18,228	14,822
Total Borrowings ⁽¹⁾	171,954	173,657	9,573	11,276
Cash and Cash Equivalents ⁽¹⁾	38,312	36,609	771	(932)
Net Profit	516	516	2,313	2,313
Number of Shares ⁽²⁾	904,841,914	815,209,123	904,841,914	815,209,123
Weighted Average Number of Shares	904,841,914	815,209,123	904,841,914	815,209,123
<u>Financial Ratios</u>				
NTA per Share (US\$ cents)	13.70	14.79	10.65	11.40
Basic EPS (US\$ cents) ⁽³⁾	0.06	0.06	0.26	0.28
Gearing % ⁽⁴⁾	129	134	10	12
Current Ratio (times) ⁽⁵⁾	1.28	1.26	1.90	1.68

Notes:

- (1) Assuming the Share Buyback will be funded 50% by internal resources and 50% by external borrowings.
- (2) Number of Shares excludes treasury shares and assumes no change in the number of Shares on or prior to the date of the 2025 AGM.
- (3) Basic EPS is computed based on FY2024 net profit attributable to Shareholders divided by the weighted average number of Shares.
- (4) Gearing equals total borrowings divided by Shareholders' equity.
- (5) Current Ratio equals current assets divided by current liabilities.

Scenario 2(A)

Market Purchases of 89,632,791 Shares out of capital and cancelled

As at 31 December 2024	Group		Company	
	Before the Share Buyback US\$'000	After the Share Buyback US\$'000	Before the Share Buyback US\$'000	After the Share Buyback US\$'000
Share Capital	72,648	69,672	72,648	69,672
Treasury Shares	(70)	(70)	(70)	(70)
Capital Reserve	1,602	1,602	518	518
Defined Benefit Plans Reserve	446	446	-	-
Fair Value Reserve	(742)	(742)	-	-
Revaluation Reserve	227	227	-	-
Other Reserve	2,771	2,771	-	-
Currency Translation Reserve	339	339	-	-
Retained Earnings	50,077	50,077	23,263	23,263
Non-Controlling Interests	6,091	6,091	-	-
Shareholders' Equity	133,389	130,413	96,359	93,383
NTA	123,984	121,008	96,335	93,359
Current Assets	349,654	348,166	38,420	36,932
Current Liabilities	273,954	275,442	20,192	21,680
Working Capital	75,700	72,724	18,228	15,252
Total Borrowings ⁽¹⁾	171,954	173,442	9,573	11,061
Cash and Cash Equivalents ⁽¹⁾	38,312	36,824	771	(717)
Net Profit	516	516	2,313	2,313
Number of Shares ⁽²⁾	904,841,914	815,209,123	904,841,914	815,209,123
Weighted Average Number of Shares	904,841,914	815,209,123	904,841,914	815,209,123
<u>Financial Ratios</u>				
NTA per Share (US\$ cents)	13.70	14.84	10.65	11.45
Basic EPS (US\$ cents) ⁽³⁾	0.06	0.06	0.26	0.28
Gearing % ⁽⁴⁾	129	133	10	12
Current Ratio (times) ⁽⁵⁾	1.28	1.26	1.90	1.70

Notes:

- (1) Assuming the Share Buyback will be funded 50% by internal resources and 50% by external borrowings.
- (2) Number of Shares excludes treasury shares and assumes no change in the number of Shares on or prior to the date of the 2025 AGM.
- (3) Basic EPS is computed based on FY2024 net profit attributable to Shareholders divided by the weighted average number of Shares.
- (4) Gearing equals total borrowings divided by Shareholders' equity.
- (5) Current Ratio equals current assets divided by current liabilities.

Scenario 2(B)

Off-Market Purchases of 89,632,791 Shares out of capital and cancelled

As at 31 December 2024	Group		Company	
	Before the Share Buyback US\$'000	After the Share Buyback US\$'000	Before the Share Buyback US\$'000	After the Share Buyback US\$'000
Share Capital	72,648	69,242	72,648	69,242
Treasury Shares	(70)	(70)	(70)	(70)
Capital Reserve	1,602	1,602	518	518
Defined Benefit Plans Reserve	446	446	-	-
Fair Value Reserve	(742)	(742)	-	-
Revaluation Reserve	227	227	-	-
Other Reserve	2,771	2,771	-	-
Currency Translation Reserve	339	339	-	-
Retained Earnings	50,077	50,077	23,263	23,263
Non-Controlling Interests	6,091	6,091	-	-
Shareholders' Equity	133,389	129,983	96,359	92,953
NTA	123,984	120,578	96,335	92,929
Current Assets	349,654	347,951	38,420	36,717
Current Liabilities	273,954	275,657	20,192	21,895
Working Capital	75,700	72,294	18,228	14,822
Total Borrowings ⁽¹⁾	171,954	173,657	9,573	11,276
Cash and Cash Equivalents ⁽¹⁾	38,312	36,609	771	(932)
Net Profit	516	516	2,313	2,313
Number of Shares ⁽²⁾	904,841,914	815,209,123	904,841,914	815,209,123
Weighted Average Number of Shares	904,841,914	815,209,123	904,841,914	815,209,123
<u>Financial Ratios</u>				
NTA per Share (US\$ cents)	13.70	14.79	10.65	11.40
Basic EPS (US\$ cents) ⁽³⁾	0.06	0.06	0.26	0.28
Gearing % ⁽⁴⁾	129	134	10	12
Current Ratio (times) ⁽⁵⁾	1.28	1.26	1.90	1.68

Notes:

- (1) Assuming the Share Buyback will be funded 50% by internal resources and 50% by external borrowings.
- (2) Number of Shares excludes treasury shares and assumes no change in the number of Shares on or prior to the date of the 2025 AGM.
- (3) Basic EPS is computed based on FY2024 net profit attributable to Shareholders divided by the weighted average number of Shares.
- (4) Gearing equals total borrowings divided by Shareholders' equity.
- (5) Current Ratio equals current assets divided by current liabilities.

Shareholders should note that the financial effects set out above are for illustrative purposes only. In particular, it is important to note that the above analysis is based on historical audited financial statements for FY2024 and is not necessarily representative of future financial performance.

Although the Share Buyback Mandate would authorise the Company to purchase or acquire Shares up to the Prescribed Limit, the Company may not necessarily purchase or acquire or be able to purchase or acquire Shares up to the Prescribed Limit. In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased as treasury shares.

1.8 Listing status of the Shares

Rule 723 of the Listing Manual requires a listed company to ensure that at least 10% of its total number of issued shares excluding treasury shares must be held by public shareholders. As at the Latest Practicable Date, approximately 37.92% of the issued Shares (excluding treasury shares and subsidiary holdings) are held by public Shareholders. As at the Latest Practicable Date and assuming the Company undertakes purchases or acquisitions of its Shares up to the Prescribed Limit pursuant to the renewed Share Buyback Mandate, approximately 31.10% of the issued Shares (excluding treasury shares and subsidiary holdings) will be held by public Shareholders. Accordingly, the Company is of the view that there is a sufficient number of the Shares in issue held by public Shareholders which would permit the Company to undertake purchases or acquisitions of its Shares up to the Prescribed Limit pursuant to the renewed Share Buyback Mandate without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to affect orderly trading.

1.9 Take-over implications

Appendix 2 of the Take-over Code contains the Share Buyback Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below:

1.9.1 Obligation to make a take-over offer

If, as a result of any purchase or acquisition by the Company of its Shares, a Shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. If such increase results in a change of effective control, or, as a result of such increase, a Shareholder or group of Shareholders acting in concert obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert could become obliged to make a mandatory take-over offer for the Company under Rule 14 of the Take-over Code.

1.9.2 Persons acting in concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), cooperate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

Unless the contrary is established, the following persons will, inter alia, be presumed to be acting in concert:

- (a) a company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the foregoing companies, any company whose associated companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights;
- (b) a company with any of its directors, together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts;
- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;

- (e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and persons controlling, controlled by or under the same control as the adviser, and all the funds which the adviser manages on a discretionary basis, where the shareholdings of the adviser and any of those funds in the client total 10% or more of the client's equity share capital;
- (f) directors of a company (together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts) which is subject to an offer or where the directors have reason to believe a bona fide offer for their company may be imminent;
- (g) partners; and
- (h) an individual, his close relatives, his related trusts, any person who is accustomed to act according to the instructions of that individual, companies controlled by any of the above, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

For this purpose, a company is an "associated company" of another company if the second company owns or controls at least 20% but not more than 50% of the voting rights of the first-mentioned company.

1.9.3 Effect of Rule 14 and Appendix 2 of the Take-over Code

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, Directors of the Company and persons acting in concert with them will incur an obligation to make a take-over offer for the Company under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or if the voting rights of such Directors and their concert parties fall between 30% and 50% of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than 1% in any period of six (6) months. The Directors and their concert parties will be exempted from the obligation to make a take-over offer subject to certain conditions, including, inter alia, the submission by each of the Directors of an executed form prescribed by the SIC within seven (7) days of the passing of the resolution to authorise the renewal of the Share Buyback Mandate.

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors of the Company will not be obliged to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the renewal of the Share Buyback Mandate.

1.9.4 Application of the Take-over Code

Details of the holdings in Shares by the Directors and Substantial Shareholders of the Company as at the Latest Practicable Date are set out in Section 2 below.

1.9.4.1 *Mr. Derek Goh, Mr. Sean Goh, Ms. Victoria Goh, and Ms. Victoria Goh's spouse*

For the purposes of the Take-over Code, Mr. Derek Goh, our Executive Chairman and Group Chief Executive Officer, Mr. Sean Goh, Mr. Derek Goh's cousin and an Executive Director and our Deputy Group Chief Executive Officer, Ms. Victoria Goh, Mr. Derek Goh's daughter and an Executive Director and our Vice President, Business Development and Marketing, and Ms. Victoria Goh's spouse, may be presumed to be acting in concert.

As at the Latest Practicable Date, the combined shareholding of Mr. Derek Goh, Mr. Sean Goh, Ms. Victoria Goh, and Ms. Victoria Goh's spouse in the Company amounts to 366,100,270 Shares, representing approximately 40.46% of the issued Shares (excluding treasury shares and subsidiary holdings) of the Company.

1.9.4.2 *Consequence of Share Buybacks*

Based on 904,841,914 issued Shares of the Company (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date, the exercise in full of the Share Buyback Mandate, given the limits under Section 76I(1) of the Companies Act in respect of the Company's Shares held in treasury, up to the Prescribed Limit would result in the purchase of 89,632,791 Shares.

If the exercise in full of the Share Buyback Mandate by the Company ("**Full Share Purchase**") causes the aggregate voting rights of Mr. Derek Goh, Mr. Sean Goh, Ms. Victoria Goh and parties acting in concert with them, including Ms. Victoria Goh's spouse, if applicable, to increase by more than 1% (assuming such increases occur within six (6) months), Mr. Derek Goh, Mr. Sean Goh, Ms. Victoria Goh and parties acting in concert with them, including Ms. Victoria Goh's spouse, if applicable, would thereby incur an obligation to make a general offer under Rule 14 of the Take-over Code.

Based on the direct holdings of Shares of Mr. Derek Goh, Mr. Sean Goh, Ms. Victoria Goh, and Ms. Victoria Goh's spouse as at the Latest Practicable Date and assuming that:

- (a) the Company undertakes Share Buybacks under the Share Buyback Mandate up to the Prescribed Limit as permitted by the Share Buyback Mandate;
- (b) there is no change in Mr. Derek Goh's, Mr. Sean Goh's, Ms. Victoria Goh's, and Ms. Victoria Goh's spouse's direct holdings of Shares between the Latest Practicable Date and the date of the 2025 AGM; and
- (c) there is no change in Mr. Derek Goh's, Mr. Sean Goh's, Ms. Victoria Goh's, and Ms. Victoria Goh's spouse's direct holdings of Shares between the date of the 2025 AGM and the date of the Full Share Purchase,

the aggregate voting rights of Mr. Derek Goh, Mr. Sean Goh and Ms. Victoria Goh in the Company will increase from approximately 40.45% to approximately 44.90% and the aggregate voting rights of Mr. Derek Goh, Mr. Sean Goh, Ms. Victoria Goh, and Ms. Victoria Goh's spouse in the Company will increase from approximately 40.46% to approximately 44.91%.

In such event, Mr. Derek Goh, Mr. Sean Goh, Ms. Victoria Goh and parties acting in concert with them, including Ms. Victoria Goh's spouse, if applicable, will, unless exempted, thereby incur an obligation to make a general offer under Rule 14 of the Take-over Code.

1.9.4.3 *Exemption under Section 3(a) of Appendix 2 of the Take-over Code*

Pursuant to Section 3(a) of Appendix 2 of the Take-over Code, Mr. Derek Goh, Mr. Sean Goh, Ms. Victoria Goh and parties acting in concert with them, including Ms. Victoria Goh's spouse, if applicable, would be eligible to be exempted from the obligation to make a general offer for the Company under Rule 14 of the Take-over Code as a result of the Company buying back its Shares pursuant to the renewed Share Buyback Mandate, subject to the following conditions:

- (a) the Letter to Shareholders on the Ordinary Resolution contains advice to the effect that by voting to approve the renewal of the Share Buyback Mandate, Shareholders are waiving their rights to a general offer at the required price from Mr. Derek Goh, Mr. Sean Goh, Ms. Victoria Goh and parties acting in concert with them, including Ms. Victoria Goh's spouse, if applicable, who, as a result of the Share Buybacks, would increase their voting rights by more than 1% in any period of six (6) months;
- (b) the Letter to Shareholders discloses the names of Mr. Derek Goh, Mr. Sean Goh, Ms. Victoria Goh and parties acting in concert with them, including Ms. Victoria Goh's spouse, if applicable, and their voting rights at the time of the 2025 AGM and after the Company exercises the renewed Share Buyback Mandate in full;
- (c) the Ordinary Resolution is approved by a majority of those Shareholders present and voting at the 2025 AGM on a poll who could not become obliged to make a general offer for the Company as a result of the Company purchasing Shares under the Share Buyback Mandate;

- (d) Mr. Derek Goh, Mr. Sean Goh, Ms. Victoria Goh and parties acting in concert with them, including Ms. Victoria Goh's spouse, if applicable, will abstain from voting on the Ordinary Resolution in respect of all their Shares as of the date of the 2025 AGM and/or abstain from making a recommendation to Shareholders to vote in favour of the Ordinary Resolution;
- (e) within seven (7) days after the passing of the Ordinary Resolution, each of Mr. Derek Goh, Mr. Sean Goh, and Ms. Victoria Goh submits to the SIC a duly signed form as prescribed by the SIC; and
- (f) Mr. Derek Goh, Mr. Sean Goh, Ms. Victoria Goh and parties acting in concert with them, including Ms. Victoria Goh's spouse, if applicable, together holding between 30% and 50% of the Company's voting rights, have not acquired and will not acquire any Shares between the date on which they know that the announcement of the renewal of the Share Buyback Mandate is imminent and the earlier of:
 - (i) the date on which authority for the renewed Share Buyback Mandate expires; and
 - (ii) the date on which the Company announces it has (a) bought back such number of Shares as authorised by Shareholders at the 2025 AGM, or (b) decided to cease buying back its Shares,

as the case may be, if such acquisitions, taken together with the Share Buybacks under the renewed Share Buyback Mandate, would cause the aggregate voting rights held by Mr. Derek Goh, Mr. Sean Goh, Ms. Victoria Goh and parties acting in concert with them, including Ms. Victoria Goh's spouse, if applicable, in the Company to increase by more than 1% in the preceding six (6) months.

If the aggregate voting rights held by Mr. Derek Goh, Mr. Sean Goh, Ms. Victoria Goh and parties acting in concert with them, including Ms. Victoria Goh's spouse, if applicable, increase by more than 1% solely as a result of the Company buying back Shares as authorised by the Share Buyback Mandate, and none of them has acquired any Shares during the period as defined in Section 1.9.4.3(f) above, then Mr. Derek Goh, Mr. Sean Goh, Ms. Victoria Goh and parties acting in concert with them, including Ms. Victoria Goh's spouse, if applicable, would be eligible for the SIC's exemption from the obligation to make a general offer under Rule 14 of the Take-over Code, or where such exemption had been granted, would continue to enjoy the exemption.

Shareholders should note that by voting in favour of the Ordinary Resolution at the forthcoming 2025 AGM, Shareholders are waiving their rights to a general offer at the required price from Mr. Derek Goh, Mr. Sean Goh, Ms. Victoria Goh and parties acting in concert with them, including Ms. Victoria Goh's spouse, if applicable.

One of the conditions for exemption from the obligation to make a general offer under Rule 14 of the Take-over Code is the submission by each of Mr. Derek Goh, Mr. Sean Goh, and Ms. Victoria Goh to the SIC of a duly signed form as prescribed by the SIC ("**Form 2**"). As at the Latest Practicable Date, each of Mr. Derek Goh, Mr. Sean Goh, and Ms. Victoria Goh has informed the Company that he/ she will be submitting a Form 2 to the SIC within seven (7) days after the passing of the Ordinary Resolution.

The Company understands that Mr. Derek Goh, Mr. Sean Goh, Ms. Victoria Goh and parties acting in concert with them, including Ms. Victoria Goh's spouse, have not acquired and will not acquire any Shares between the date on which they know that the announcement of the renewal of the Share Buyback Mandate is imminent and the earlier of:

- (i) the date on which authority for the renewed Share Buyback Mandate expires; and
- (ii) the date on which the Company announces it has (a) bought back such number of Shares as authorised by Shareholders at the 2025 AGM, or (b) decided to cease buying back its Shares,

as the case may be, if such acquisitions, taken together with the Share Buybacks under the renewed Share Buyback Mandate, would cause the aggregate voting rights held by Mr. Derek Goh, Mr. Sean Goh, Ms. Victoria Goh and parties acting in concert with them, including Ms. Victoria Goh's spouse, if applicable, in the Company to increase by more than 1% in the preceding six (6) months.

Save as disclosed above, the Directors are not aware of any fact(s) or factor(s) which suggest or imply that any particular person(s) and/or Shareholder(s) are, or may be regarded as, parties acting in concert such that their respective interests in voting Shares should or ought to be consolidated, and consequences under the Take-over Code would ensue as a result of a purchase or acquisition of Shares by the Company pursuant to the renewed Share Buyback Mandate.

Appendix 2 of the Take-over Code requires that the resolution to authorise the renewal of the Share Buyback Mandate be approved by a majority of those Shareholders present and voting at the meeting on a poll who could not become obliged to make a take-over offer under the Take-over Code as a result of the Share Buyback. Accordingly, the Ordinary Resolution is proposed to be taken on a poll, and Mr. Derek Goh, Mr. Sean Goh, Ms. Victoria Goh, and Ms. Victoria Goh's spouse, if applicable, will abstain, and will procure their concert parties (if any) to abstain, from voting on the Ordinary Resolution.

Shareholders who are in any doubt as to whether they would incur any obligations to make a take-over offer as a result of any Share Buyback pursuant to the Share Buyback Mandate are advised to consult their professional advisers and/or the SIC and/or the relevant authorities at the earliest opportunity before they acquire any Shares during the period when the Share Buyback Mandate is in force.

1.10 Reporting requirements

Within thirty (30) days of the passing of a Shareholders' resolution to approve the proposed Share Buyback Mandate, the Directors shall lodge a copy of the relevant Shareholders' resolution with the Registrar.

The Directors shall lodge with the Registrar a notice of share purchase within thirty (30) days of a share purchase. Such notification shall include the date of the purchase, the number of Shares purchased by the Company, the number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued share capital before and after the purchase, the amount of consideration paid by the Company for the purchase, whether the Shares were purchased out of the profits or the capital of the Company, and such other particulars as may be required in the prescribed form.

Within thirty (30) days of the cancellation or disposal of treasury shares in accordance with the provisions of the Companies Act, the Directors shall lodge with the Registrar the notice of cancellation or disposal of treasury shares in the prescribed form.

Rule 886 of the Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m. (a) in the case of a Market Purchase, on the Market Day following the day of purchase or acquisition of any of its shares; and (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer. Such announcement currently requires the inclusion of details of, inter alia, the total number of shares purchased or acquired, the purchase price per share or the highest and lowest prices paid for such shares, as applicable. Such announcement will be made in the form prescribed by the Listing Manual.

1.11 No purchases during price-sensitive developments

While the Listing Manual does not expressly prohibit any purchase or acquisition of shares by a listed company during any particular time or times, because the listed company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the proposed Share Buyback Mandate at any time after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information has been publicly announced. In particular, in line with the best practices on dealings in securities under Rule 1207(19) of the Listing Manual, the Company will not purchase or acquire any Shares during the period commencing one (1) month before the announcement of the Company's half-year and full-year financial statements.

1.12 Shares purchased by the Company in the twelve (12) months preceding the Latest Practicable Date

The Company has not purchased or acquired any Shares in the twelve (12) months preceding the Latest Practicable Date.

2. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at the Latest Practicable Date, the interests of the Directors in the Shares (as extracted from the Register of Directors' shareholdings), and the interests of the Substantial Shareholders in the Shares (as extracted from the Register of Substantial Shareholders) are as follows:

	← Number of Shares →					
	Direct Interest ⁽¹⁾	% ⁽²⁾	Deemed Interest	% ⁽²⁾	Total Interest	% ⁽²⁾
Directors						
Derek Goh Bak Heng ⁽³⁾	365,826,970	40.43	171,000	0.02	365,997,970	40.45
Teo Ser Luck	–	–	–	–	–	–
Sean Goh Su Teng	–	–	–	–	–	–
Victoria Goh Si Hui ⁽⁴⁾	171,000	0.02	102,300	0.01	273,300	0.03
Heng Yeow Meng Michael	–	–	–	–	–	–
Lye Hoong Yip Raymond	–	–	–	–	–	–
Khua Kian Kheng Ivan	–	–	–	–	–	–
Ng Yong Hwee	–	–	–	–	–	–
Goi Kok Ming Kenneth	–	–	–	–	–	–
Substantial Shareholders						
Derek Goh Bak Heng ⁽³⁾	365,826,970	40.43	171,000	0.02	365,997,970	40.45
Goi Seng Hui ⁽⁵⁾	131,293,738	14.51	24,862,800	2.75	156,156,538	17.26

Notes:

- (1) Including Shares held under nominees accounts.
- (2) “%” is based on 904,841,914 issued Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date.
- (3) Mr. Derek Goh Bak Heng is deemed interested in the 171,000 Shares held by his daughter, Ms. Victoria Goh Si Hui.
- (4) Ms. Victoria Goh Si Hui is deemed interested in the 102,300 Shares held by her spouse.
- (5) Mr. Goi Seng Hui is deemed interested in the 24,862,800 Shares held by Tee Yih Jia Food Manufacturing Pte Ltd by virtue of Section 7 of the Companies Act.

Save as disclosed above, none of the Directors and Substantial Shareholders or their respective Associates has any interest, direct or indirect, in the Share Buyback Mandate.

3. ACTION TO BE TAKEN BY SHAREHOLDERS

The 2025 AGM will be held in a wholly physical format at 8 Ubi View, #05-01, Serial System Building, Singapore 408554 on 30 April 2025 at 3.00 p.m. for the purpose of, inter alia, considering and, if thought fit, passing with or without modification the Ordinary Resolution as set out in the notice of the 2025 AGM.

Shareholders who are unable to attend the 2025 AGM and wish to appoint a proxy or proxies to attend and vote at the 2025 AGM on their behalf should complete, sign and return the proxy form attached to the notice of the 2025 AGM in accordance with the instruction printed therein. The duly executed instrument of proxy must be submitted either:

- (a) by post, to the registered office of the Company at 8 Ubi View, #05-01, Serial System Building, Singapore 408554; or
- (b) by email to ecomm@serialsystem.com (by enclosing a clear, scanned, completed and signed proxy form in PDF),

in either case, by 3.00 p.m. on 27 April 2025, being no later than seventy-two (72) hours before the time appointed for holding the 2025 AGM, and in default the instrument of proxy shall not be treated as valid. The appointment of a proxy by a Shareholder does not preclude him from attending and voting in person at the 2025 AGM if he so wishes to, in place of the proxy, if he finds that he is able to do so. In such event, the relevant proxy form will be deemed to be revoked.

CPF/SRS Investors who wish to appoint the Chairman of the AGM (and not third-party proxy(ies)) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 3.00 p.m. on 21 April 2025, being seven (7) working days prior to the date of the 2025 AGM.

4. DIRECTORS' RECOMMENDATIONS

Save that Mr. Derek Goh, Mr. Sean Goh, and Ms. Victoria Goh have abstained from making any recommendation in respect of the proposed renewal of the Share Buyback Mandate, the Directors, having carefully considered, inter alia, the terms and rationale of the Share Buyback Mandate, are of the opinion that the proposed renewal of the Share Buyback Mandate is in the best interests of the Company. Accordingly, they recommend that the Shareholders vote in favour of the Ordinary Resolution relating to the proposed renewal of the Share Buyback Mandate to be proposed at the 2025 AGM.

5. ABSTENTION FROM VOTING

In respect of the proposed renewal of the Share Buyback Mandate, Mr. Derek Goh, Mr. Sean Goh, Ms. Victoria Goh, and Ms. Victoria Goh's spouse, if applicable, will abstain, and will procure their concert parties (if any) to abstain, from voting in respect of their holdings of Shares on the Ordinary Resolution, and will not accept any appointment as proxies or otherwise for voting on the Ordinary Resolution unless specific instructions have been given in the proxy form(s) on how the votes are to be cast in respect of the Ordinary Resolution.

6. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the proposed renewal of the Share Buyback Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information in the Appendix 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 the Appendix in its proper form and context.

7. CONSENT

The legal adviser to the Company as to the proposed renewal of the Share Buyback Mandate, AEI Legal LLC, has given and has not withdrawn its written consent to the issue of this Appendix with the inclusion of its name herein and all references thereto in the form and context in which it appears in this Appendix and to act in such capacity in relation to this Appendix.

8. DOCUMENTS FOR INSPECTION

The Annual Report 2024 may be accessed at the Company's website at <https://serialsystem.com>.

A copy of the Constitution of the Company is available for inspection at the registered office of the Company at 8 Ubi View, #05-01, Serial System Building, Singapore 408554 during normal business hours, from the date of this Appendix up to and including the date of the 2025 AGM.

Yours faithfully
For and on behalf of the Board of Directors of
SERIAL SYSTEM LTD

Mr. Derek Goh Bak Heng
Executive Chairman and Group Chief Executive Officer