
PROPOSED DISPOSAL OF SHARES IN THE CAPITAL OF LUM CHANG CREATIONS LIMITED

1. INTRODUCTION

- 1.1. The board of directors (the “**Board**” or “**Directors**”) of Lum Chang Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to the earlier announcements (the “**Announcements**”) of its subsidiary, Lum Chang Creations Limited (“**LCC**”, and together with its subsidiaries, the “**LCC Group**”), on 13 February 2026, 20 February 2026, 30 April 2026, 25 May 2026 and 8 June 2026 in relation to, among others, LCC’s proposed transfer (the “**Proposed Transfer**”) from the Catalist to the Mainboard and the extraordinary general meeting of shareholders of LCC (the “**EGM**”) held on 25 May 2026 and the results of the EGM, as well as the corresponding announcements by the Company, and the announcement of LCC made earlier today (the “**LCC Placement Announcement**”) in relation to the Proposed Placement (as defined below).

Unless otherwise defined, capitalised terms used herein shall have the meanings as ascribed in the Announcements. This announcement should be read in conjunction with the LCC Placement Announcement.

- 1.2. The Board wishes to announce that, in connection with the Proposed Transfer approved by the shareholders of LCC at the EGM on 25 May 2026, a placement (the “**Proposed Placement**”) of ordinary shares in the capital of LCC (the “**Placement Shares**”) shall be undertaken by LCC, the Company and Mr Lim Thiam Hooi, the Managing Director of LCC (“**Lim TH**”), to increase the ordinary shares in the capital of LCC (“**LCC Shares**”) held in public hands so that, among others, LCC can comply with the public float and shareholding spread requirements (the “**Minimum Spread Requirements**”) as set out in Mainboard Rule 210(1).
- 1.3. The Company, LCC and Lim TH have, on 18 June 2026, entered into a placement agreement (the “**Placement Agreement**”) with DBS Bank Ltd., CGS International Securities Singapore Pte. Ltd. and RHB Bank Berhad (acting out of its Singapore office) (together, the “**Joint Placement Agents**”).
- 1.4. Pursuant to the Placement Agreement, the Joint Placement Agents shall procure subscribers and/or purchasers, on best effort basis, to subscribe for and/or purchase up to 35,000,000 Placement Shares to be issued by LCC and/or sold by the Company and/or Lim TH pursuant to the Proposed Placement at a price of S\$0.759 per Placement Share (the “**Placement Price**”). The Placement Shares shall comprise: (a) up to 12,300,000 Placement Shares (the “**Company Placement Shares**”) to be sold (the “**Proposed LCC Share Disposal**”) by the Company, (b) up to 7,700,000 Placement Shares to be sold by Lim TH and (c) up to 15,000,000 new Placement Shares to be issued (the “**Proposed LCC New Share Issuance**”) by LCC.
- 1.5. The Proposed Placement is not underwritten by the Joint Placement Agents and the Joint Placement Agents shall not be obliged to purchase as principal any of the Placement Shares if all or any of the Placement Shares are not subscribed and/or purchased by the subscribers and/or purchasers for whatever reason.

2. INFORMATION ON LCC

- 2.1. As at the date of this announcement, the Company is a controlling shareholder of LCC and the legal and beneficial owner of 224,000,000 LCC Shares, representing approximately 71.11% of the current issued and paid-up share capital of LCC. The principal activities of the LCC Group consist of conservation and restoration, interior fit-out and alteration and addition services.
- 2.2. Assuming that all the Placement Shares are placed to investors pursuant to the Proposed Placement, after the Proposed LCC Share Disposal, the Company shall hold 211,700,000 LCC Shares, representing 64.15% of the enlarged issued and paid-up share capital of LCC, and LCC shall continue to be a subsidiary of the Company. The Proposed LCC Share Disposal, considered together with the Proposed LCC New Share Issuance will result in an approximate 6.96% reduction in the Company's interests in LCC after completion of the Proposed Placement.

3. CERTAIN INFORMATION RELATED TO THE COMPANY PLACEMENT SHARES

- 3.1. Based on the latest unaudited consolidated financial statements of the Group for the half year ended 31 December 2025 ("**1HFY2026 Unaudited Financial Statements**"), the net profits attributable to the Company Placement Shares is approximately S\$1.0 million.
- 3.2. Based on the 1HFY2026 Unaudited Financial Statements, the net tangible asset value of the Company Placement Shares is approximately S\$2.5 million.
- 3.3. The latest available open market value of the Company Placement Shares, based on the volume weighted average price of LCC Shares of S\$0.8426 per LCC Share for trades done on the SGX-ST on 17 June 2026, being the last market day on which the LCC Shares were traded preceding the date of this Announcement, is approximately S\$10.4 million.

Net Gain on Disposal

- 3.4. As the Proposed Placement does not result in the Company losing control of LCC, it will be accounted for as an equity transaction and, accordingly, no gain or loss on disposal will be recognised in the profit and loss of the Group.

4. RATIONALE FOR THE PROPOSED LCC SHARE DISPOSAL

- 4.1. The Board is of the view that the Proposed LCC Share Disposal is in the interest of the Company, taking into account, among others, that the Proposed LCC Share Disposal:
 - (a) facilitates LCC's compliance with the Minimum Spread Requirements and enables LCC to complete the Proposed Transfer; and
 - (b) enables the Group to unlock value from its investment in LCC and strengthen the Group's cash position, thereby providing greater flexibility to support the Group's business operations and pursue growth opportunities.

5. TERMS OF THE PROPOSED LCC SHARE DISPOSAL AND USE OF PROCEEDS

Consideration

- 5.1. Assuming that all 12,300,000 Company Placement Shares are sold by the Company at the Placement Price, the gross proceeds (the “**Gross Proceeds**”) due to the Company from the Proposed LCC Share Disposal shall be approximately S\$9.3 million. The estimated net proceeds (the “**Net Proceeds**”) due to the Company from the Proposed LCC Share Disposal (after deducting estimated expenses to be incurred by the Company in connection with the Proposed LCC Share Disposal) is approximately S\$9.1 million.

Placement Price

- 5.2. The Placement Price of S\$0.759 per Placement Share was arrived at following discussions on an arm’s length basis between the Company, LCC, Lim TH and the Joint Placement Agents, taking into account, among others, the trading price of the LCC Shares on the SGX-ST and a bookbuilding process undertaken by the Joint Placement Agents. The Placement Price represents a discount of approximately 9.92% to the volume weighted average price of S\$0.8426 per LCC Share for trades done on the SGX-ST on 17 June 2026, being the preceding full market day on which the LCC Shares were traded prior to the trading halt called by LCC on 18 June 2026, and up to the execution of the Placement Agreement.

Use of Proceeds

- 5.3. The Company intends to utilise the Net Proceeds to repay part of the Group’s bank borrowings, and for general corporate and working capital purposes of the Group.

Pending the deployment of the Net Proceeds for the uses set out above, the Net Proceeds may be deposited with banks or financial institutions, invested in short-term money market instruments, debt instruments or marketable securities, and/or used for any other purpose on a short-term basis, as the Board may, in its absolute discretion, deem fit from time to time.

6. SALIENT TERMS OF THE PLACEMENT AGREEMENT

- 6.1. Certain salient terms of the Placement Agreement are set out in section 3 (Salient Terms of the Placement Agreement) of the LCC Placement Announcement. Among others, the Company has agreed to a 90 day lock-up on the LCC Shares held by the Company, with the details set out in section 3.6 (LCHL Lock-Up) of the LCC Placement Announcement.

7. RELATIVE FIGURES FOR THE PROPOSED LCC SHARE DISPOSAL UNDER CHAPTER 10 OF THE SGX-ST LISTING MANUAL

- 7.1. Based on the latest announced unaudited consolidated financial statements of the Group for the six months ended 31 December 2025 (“**1HFY2026**”), the relative figures of the Proposed LCC Share Disposal and the Proposed LCC New Share Issuance computed on the applicable basis set out in Rule 1006 of the Mainboard Rules, are as set out below. The Company has taken into account the Proposed LCC New Share Issuance in assessing and presenting the impact of the Proposed LCC Share Disposal because the Proposed LCC Share Disposal and the Proposed LCC New Share Issuance are undertaken in a single placement exercise.

Rule 1006	Bases of calculation	Relative figures
(a)	The net asset value of the assets to be disposed of, compared with the Group's net asset value.	1.3% ^{[1][6]}
(b)	The net profits attributable to the assets disposed of, compared with the Group's net profits.	7.4% ^{[2][6]}
(c)	The aggregate value of the consideration received, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares.	4.7% ^[3]
(d)	The number of equity securities to be issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable. ^[4]
(e)	The aggregate volume or amount of proven and probable reserves to be disposed of, compared with the aggregate of the Group's proven and probable reserves.	Not applicable. ^[5]

Notes:

- (1) Computed based on (i) the unaudited net asset value attributable to the Company Placement Shares of approximately S\$2.5 million ⁽⁶⁾, (ii) the Group's unaudited net asset value of S\$188.6 million as at 31 December 2025 .
- (2) Computed based on (i) the unaudited net profits attributable to the Company Placement Shares for 1HFY2026 of approximately S\$1.0 million ⁽⁶⁾, (ii) the Group's unaudited net profits of S\$13.5 million for 1HFY2026.
- (3) Computed based on (i) the Gross Proceeds of approximately S\$9.3 million, and (ii) the Company's market capitalisation of S\$198.3 million (as determined by multiplying 374,624,804 ordinary shares (excluding treasury shares) ("Shares") in issue as at the date of this announcement by the weighted average price of such Shares of approximately S\$0.5292 for trades done on the SGX-ST on 17 June 2026, being the last market day on which the Shares are traded preceding the date of the Placement Agreement).
- (4) Rule 1006(d) of the Mainboard Rules is not applicable as the LCC Share Disposal is a disposal of assets.
- (5) Rule 1006(e) of the Mainboard Rules is not applicable as the Company is not a mineral, oil and gas company.
- (6) The relative figures take into consideration the dilution impact arising from the Proposed LCC New Share Issuance.

7.2. As the relative figure computed on the basis set out in Mainboard Rule 1006(b) exceeds 5% but is below 20% and the relative figures computed on the bases set out in Mainboard Rules 1006(a) and (c) are less than 5%, the Proposed LCC Share Disposal (considered together with the Proposed LCC New Share Issuance) constitutes a discloseable transaction under Chapter 10 of the Mainboard Rules.

8. FINANCIAL EFFECTS OF THE PROPOSED LCC SHARE DISPOSAL

8.1. LCC was listed on the Catalist only on 21 July 2025 (the "LCC Listing Date"), which is after the Group's latest full financial year ended 30 June 2025. The Company is of the view that it is helpful to present the financial effects of the Proposed LCC Share Disposal both before and after the LCC Listing Date.

8.2. The *pro forma* financial effects of the Proposed LCC Share Disposal, based on the latest audited consolidated financial statements of the Group for financial year ended 30 June 2025 (“FY2025”) (being the most recently completed financial year) and six-month financial period ended 31 December 2025 (“1HFY2026”), are set out below based on the following assumptions:

8.2.1 all 12,300,000 Company Placement Shares have been placed out pursuant to the Proposed Placement;

8.2.2 the Net Proceeds shall be approximately S\$9.1 million;

8.2.3 the dilution impact on the Proposed LCC New Share Issuance of 15,000,000 LCC Shares; proceeds from the new Shares are not considered in this pro-forma financial effects;

8.2.4 the financial effects on the net tangible assets (“NTA”) attributable to the equity holders of the Company and the NTA per Share are computed assuming that the Proposed LCC Share Disposal and the Proposed LCC New Share Issuance were completed on 30 June 2025 for illustrating the *pro forma* financial effects for FY2025 (which is before the LCC Listing Date) or 31 December 2025 for illustrating the *pro forma* financial effects for 1HFY2026; and

8.2.5 the financial effects on the net profits attributable to the equity holders of the Company and the earnings per Share are computed assuming that the Proposed LCC Share Disposal and the Proposed LCC New Share Issuance were completed on 1 July 2024 for illustrating the *pro forma* financial effects for FY2025 (which is before the LCC Listing Date) or 1 July 2025 for illustrating the *pro forma* financial effects for 1HFY2026.

8.3. The *pro forma* financial effects are presented for illustration purposes only and do not necessarily reflect the actual results and financial performance and position of the Company or the Group after completion of the Proposed LCC Share Disposal and the Proposed LCC New Share Issuance. No representation is made as to the actual financial position and/or results of the Company or the Group after completion of the Proposed LCC Share Disposal and the Proposed LCC New Share Issuance.

8.4. **NTA per Share**

As at 30 June 2025	Before Completion of the Proposed LCC Share Disposal	After Completion of the Proposed LCC Share Disposal
NTA (S\$'000)	167,304	174,905
Number of Shares in the issued and paid-up capital of the Company, excluding treasury shares and subsidiary holdings ('000)	374,625	374,625
NTA per Share (Singapore cents)	44.66	46.69

As at 31 December 2025	Before Completion of the Proposed LCC Share Disposal	After Completion of the Proposed LCC Share Disposal
NTA (S\$'000)	176,589	183,330
Number of Shares in the issued and paid-up capital of the Company, excluding treasury shares and subsidiary holdings ('000)	374,625	374,625
NTA per Share (Singapore cents)	47.14	48.94

8.5. Earnings per Share

As the Proposed Placement does not result in the Company losing control of LCC, it will be accounted for as an equity transaction and, accordingly, no gain or loss on disposal will be recognised in the profit or loss of the Group. The effect below is mainly due to the dilution of the 6.96% of the results from the LCC Group consolidated in the Group's profit or loss for FY2025 and 1HFY2026.

For FY2025	Before Completion of the Proposed LCC Share Disposal	After Completion of the Proposed LCC Share Disposal
Earnings attributable to Shareholders (S\$'000)	15,579	14,680
Weighted average number of Shares of the Company, excluding treasury shares and subsidiary holdings ('000)	374,634	374,634
Earnings per Share (Singapore cents)	4.16	3.92

For 1HFY2026	Before Completion of the Proposed LCC Share Disposal	After Completion of the Proposed LCC Share Disposal
Earnings attributable to Shareholders (S\$'000)	7,257	6,477
Weighted average number of Shares of the Company, excluding treasury shares and subsidiary holdings ('000)	374,625	374,625
Earnings per Share (Singapore cents)	1.94	1.73

9. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

As at the date of this announcement, save for their respective shareholdings in the Company (if any), none of the Directors, the Company's substantial shareholders and their respective associates has any interest, direct or indirect, in the Proposed LCC Share Disposal.

10. DIRECTORS' SERVICES CONTRACTS

No person is proposed to be appointed to the Board in connection with the Proposed LCC Share Disposal. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

11. FURTHER ANNOUNCEMENTS

The Company will make the appropriate announcements in compliance with its continuing disclosure obligations as and when there are material developments on the Proposed Transfer, the Proposed Placement and the Proposed LCC Share Disposal.

12. DOCUMENT AVAILABLE FOR INSPECTION

A copy of the Placement Agreement is available for inspection by appointment during normal business hours at the Company's registered office at 14 Kung Chong Road, #08-01 Lum Chang Building, Singapore 159150 for a period of three (3) months from the date of this announcement.

13. CAUTIONARY STATEMENT

Shareholders and potential investors of the Company should note that the Proposed Placement is subject to, among others, the fulfilment of the conditions set out under the Placement Agreement. There is no certainty or assurance that the Proposed LCC Share Disposal will proceed to completion. Shareholders and potential investors of the Company are advised to read this announcement and any past and future announcements by the Company carefully and exercise caution when dealing with the securities of the Company. Shareholders and potential investors of the Company should consult their stockbrokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take or when dealing with the securities of the Company.

BY ORDER OF THE BOARD

Yap Lay Hoon
Wong Yi
Company Secretaries
18 June 2026

Nothing in this communication, nor the fact of it being made, constitutes an offer to buy or sell or a solicitation of an offer to buy or sell the Placement Shares in the United States. The Placement Shares have not been, and will not be, registered under the U.S. Securities Act of 1933 (the "Securities Act") or under the securities laws of any state or jurisdiction of the United States and may not be offered or sold within the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and in compliance with applicable state securities laws. The offer and sale of the Placement Shares is being made only in "offshore transactions" as defined in, and in

reliance on, Regulation S under the Securities Act. There will be no public offering of the Placement Shares in the United States.

The Placement Shares have not been reviewed or approved by the Securities and Futures Commission in Hong Kong and, accordingly, no person shall (a) offer or sell in Hong Kong, by means of any document, any Placement Shares other than to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (the "SFO") and any rules made under the SFO; or (b) issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Placement Shares that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Placement Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the SFO and any rules made under the SFO.