

ANNICA HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 198304025N)

**PROPOSED CONSOLIDATION OF EVERY TWO HUNDRED AND FIFTY (250) EXISTING
ORDINARY SHARES IN THE CAPITAL OF THE COMPANY INTO ONE (1) ORDINARY SHARE IN
THE CAPITAL OF THE COMPANY**

1. INTRODUCTION

- 1.1 The board of directors (the “**Board**” or “**Directors**”) of Annica Holdings Limited (the “**Company**”) wishes to announce that the Company is proposing to undertake a share consolidation of every two hundred and fifty (250) existing issued ordinary shares (“**Shares**”) in the capital of the Company (“**Existing Shares**”) held by the shareholders of the Company (“**Shareholders**”) as at a record date to be determined by the Directors (“**Share Consolidation Record Date**”) into one (1) ordinary share in the capital of the Company (collectively referred to as the “**Consolidated Shares**” and each, a “**Consolidated Share**”), fractional entitlements to be disregarded (the “**Proposed Share Consolidation**”).
- 1.2 As a result of the Proposed Share Consolidation, each Shareholder will receive one (1) Consolidated Share for every two hundred and fifty (250) Existing Shares held prior to the Proposed Share Consolidation at the Share Consolidation Record Date.
- 1.3 Pursuant thereto, the Company is proposing an extraordinary general meeting (“**EGM**”) to seek Shareholders’ approval for the Proposed Share Consolidation. The Company will be issuing a Shareholders’ circular (“**Circular**”) in relation to the Proposed Share Consolidation and the notice of EGM in due course, via announcement on the Singapore Exchange Securities Trading Limited’s (“**SGX-ST**”) website and the Company’s website.

2. INFORMATION ON THE PROPOSED SHARE CONSOLIDATION

- 2.1 Subject to Shareholders’ approval being obtained for the Proposed Share Consolidation at the EGM, Shareholders’ holdings of the Consolidated Shares arising from the Proposed Share Consolidation will be ascertained on the Share Consolidation Record Date. After the Share Consolidation Record Date, every two hundred and fifty (250) Existing Shares registered in the name, or standing to the credit of the Securities Account⁽¹⁾, of each Shareholder or Depositor⁽²⁾ (as the case may be) as at the Share Consolidation Record Date will be consolidated into one (1) Consolidated Share, fractional entitlements to be disregarded.
- 2.2 Each Consolidated Share will rank *pari passu* in all respects with each other. Trading in the Consolidated Shares on the Catalist board of the SGX-ST will be in board lots of one hundred (100) Consolidated Shares.
- 2.3 Shareholders should note that the number of Consolidated Shares which they will be entitled to pursuant to the Proposed Share Consolidation, based on their holdings of Existing Shares as at the Share Consolidation Record Date, will be rounded down to the nearest whole Consolidated Share and any fractions of Consolidated Share arising from the Proposed Share Consolidation will be disregarded. Fractions of a Consolidated Share arising from the Proposed Share Consolidation will be aggregated and/or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including but not limited to (a) disregarding any fractions of a Consolidated Share, or (b) aggregating and selling the same and

⁽¹⁾ Means the securities account maintained by a Depositor with the Central Depository (Pte) Limited but does not include a securities sub-account maintained with a Depository Agent (as defined in Section 81SF of the Singapore Securities and Futures Act 2001 (“**SFA**”)).

⁽²⁾ As defined in Section 81SF of the SFA.

retaining the net proceeds for the benefit of the Company. Affected Shareholders will not be paid for any fractions of a Consolidated Share which are disregarded or any of the proceeds arising from any aggregation and sale of such fractions.

- 2.4 **Shareholders who hold less than two hundred and fifty (250) Existing Shares as at the Share Consolidation Record Date will not be entitled to any Consolidated Shares and will no longer be Shareholders upon completion of the Proposed Share Consolidation. Such Shareholders should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately. Such Shareholders who wish to remain as Shareholders upon completion of the Proposed Share Consolidation may, subject to such advice on actions that they should take and their own investment policies and risk/return requirements, consider purchasing additional Existing Shares so as to increase the number of Existing Shares held to a multiple of two hundred and fifty (250) Shares as at the Share Consolidation Record Date.**
- 2.5 **Shareholders who receive odd lots of Consolidated Shares pursuant to the Proposed Share Consolidation and who wish to trade in odd lots on the SGX-ST should note that the SGX-ST's unit share market is available to allow trading in odd lots with a minimum size of one (1) Consolidated Share on the SGX-ST's unit share market. The SGX-ST's unit share market will enable trading in odd lots in any quantity less than one (1) board lot of the underlying Consolidated Shares. As odd lots of Consolidated Shares can be traded on the unit share market of the SGX-ST, no separate arrangement by the Company will be made for the trading of such odd lots. Shareholders should note that the SGX-ST's unit share market for trading of such odd lots of Consolidated Shares may be illiquid. Shareholders who hold odd lots of Consolidated Shares may have to bear disproportionate transaction costs in trading their Consolidated Shares and may find difficulty in realising the fair market price of such Consolidated Shares. Shareholders who wish to trade on the unit share market of the SGX-ST should contact their stockbroker, bank manager, or other professional adviser for details on trading.**
- 2.6 As at the date of this announcement, the Company has an issued and paid-up share capital of approximately S\$21,027,148, comprising 21,027,148,000 Existing Shares. The Company has no treasury shares or subsidiary holdings. Save for 30,000,000 outstanding share options (further details as set out in paragraph 6 of this announcement) ("Outstanding ESOS"), the Company has no outstanding share options, share awards or convertible securities. On the assumption that (i) all Outstanding ESOS are fully exercised prior to the Share Consolidation Record Date, (ii) no other new Shares are issued by the Company up to and including the Share Consolidation Record Date, (iii) no fractional Consolidated Shares arise from the Proposed Share Consolidation, and (iv) Shareholders' approval is obtained for the Proposed Share Consolidation at the EGM, the issued and paid-up share capital of the Company would be approximately S\$21,027,148, comprising 84,228,592 Consolidated Shares, following the completion of the Proposed Share Consolidation.
- 2.7 The Proposed Share Consolidation will have no impact on the dollar value of the issued and paid-up capital of the Company. The Proposed Share Consolidation will not involve the diminution of any liability in respect of unpaid capital or the payment to any Shareholder of any paid-up capital of the Company, and has no effect on the equity of the Company and its subsidiaries. Shareholders will not be required to make any payment to the Company in respect of the Proposed Share Consolidation. The Proposed Share Consolidation will not cause any material changes to the percentage shareholding of each Shareholder, other than non-material changes due to rounding and the disregard of fractional entitlements.

3. VOLUME WEIGHTED AVERAGE PRICE ("VWAP") PER SHARE

For the six (6)-month period from 1 July 2025 up to 31 December 2025 (being the last trading date of the Shares preceding the date of this announcement), the VWAP of each Share for trades done on the Catalyst board of the SGX-ST was S\$0.001. Following the completion of the Proposed Share Consolidation, the theoretical adjusted VWAP of each Consolidated Share will be S\$0.25.

4. RATIONALE OF THE PROPOSED SHARE CONSOLIDATION

The Company intends to undertake a rights issue exercise ("Proposed Rights Issue") and the Proposed Share Consolidation is undertaken in conjunction with the Proposed Rights Issue. Shareholders are advised to refer to the Company's separate announcement dated 31 December 2025 for further information on the Proposed Rights Issue.

The Board believes that the Proposed Share Consolidation will be beneficial to the Company and its Shareholders for the following reasons:

(a) Facilitation of the pricing and implementation of the Proposed Rights Issue

The Proposed Share Consolidation will be effected prior to the Proposed Rights Issue. By increasing the absolute trading price of the Shares, the Board believes that the Proposed Share Consolidation may facilitate more appropriate pricing and implementation of the Proposed Rights Issue and support a more orderly trading environment for the Shares following the issuance of new Shares pursuant to the Proposed Rights Issue.

(b) Facilitation of meaningful price discovery and moderation of short-term price fluctuations

The Company's Shares have been trading at a low absolute price level on the Catalyst board of the SGX-ST over the past six (6) months prior to the date of this announcement, with the VWAP of each Share at S\$0.001 and the last traded price of the Shares at S\$0.001. At such price levels, the Share price is subject to limited pricing granularity, which may not accurately reflect market demand and supply and may result in abrupt price movements. By increasing the absolute trading price of the Shares, the Proposed Share Consolidation may facilitate more meaningful price discovery and help moderate short-term price fluctuations, thereby reducing excessive volatility in the trading of the Shares.

(c) Reduction of percentage transaction cost for trading of Shares

As share trading may involve certain minimum fixed expenses (such as minimum brokerage fees), trading in lowly-priced shares may translate to higher transaction costs, relative to the trading price, for each trading of one (1) board lot of Shares. Given their susceptibility to speculation and market manipulation, lowly-priced shares are generally more volatile as compared to higher-priced shares. The Board believes that the Proposed Share Consolidation may serve to (i) reduce the volatility of the Share price and reduce fluctuations in the Company's market capitalisation; and (ii) reduce the percentage transaction cost for trading in each board lot of Shares.

For the avoidance of doubt, the Proposed Rights Issue is conditional upon the completion of the Proposed Share Consolidation. However, the Proposed Share Consolidation is not conditional upon the Proposed Rights Issue or any other corporate exercise that may be undertaken by the Company.

Shareholders should note however that there can be no assurance that the Proposed Share Consolidation will achieve the desired results as stated above or benefit all Shareholders, nor is there assurance that such results, if achieved, can be sustained in the longer term.

5. APPROVALS AND CONDITIONS

5.1 The Proposed Share Consolidation is subject to, among others:

(a) receipt of the listing and quotation notice from the SGX-ST for the dealing in, listing of and quotation for the Consolidated Shares on the Catalyst board of the SGX-ST; and

(b) approval of the Shareholders by ordinary resolution of the Proposed Share Consolidation at the EGM to be convened.

5.2 An application will be made to the SGX-ST, via the Company's Sponsor, to obtain its approval in-principle for the dealing in, listing of and quotation for the Consolidated Shares arising from the Proposed Share Consolidation. An announcement on the outcome of the application will be made in due course. Any approval in-principle which may be granted by the SGX-ST for the listing and quotation of the Consolidated Shares is not to be taken as an indication of the merits of the Proposed Share Consolidation, the Consolidated Shares, the Company, its subsidiaries and their securities.

6. ADJUSTMENTS TO THE OUTSTANDING ESOS

6.1 As at the date of this announcement, the Company has 30,000,000 Outstanding ESOS that are exercisable into 30,000,000 new Shares, which were granted by the Company on 27 December 2018 pursuant to the Annica Employee Share Option Scheme. The Outstanding ESOS are exercisable as at the date of this announcement and may be exercised by the holders on or prior to the Share Consolidation Record Date.

6.2 Pursuant to the Rules of the Annica Employee Share Option Scheme, the Proposed Share Consolidation constitutes an event that may give rise to adjustments to the number of outstanding options and exercise price per option. In such event, the Remuneration Committee of the Company may, at its discretion, make adjustments in such manner as it considers appropriate, subject to the written confirmation of the Company's auditors (acting as experts and not as arbitrators) that, in their opinion, such adjustment (or the absence thereof) is fair and reasonable.

6.3 Further announcement(s) will be made by the Company in due course to provide details of any adjustments to the Outstanding ESOS, if any, arising from the Proposed Share Consolidation.

7. CIRCULAR

The Circular containing further details of the Proposed Share Consolidation, together with the notice of the EGM of the Company, will be issued to Shareholders in due course.

8. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

To the best of the knowledge of the Board: (a) none of the Directors (other than in their capacity as Director or Shareholder of the Company, as the case may be) of the Company has any interest, direct or indirect, in the Proposed Share Consolidation; and (b) there are no substantial shareholders in the Company who have any interest, direct or indirect, in the Proposed Share Consolidation, other than through their respective shareholdings in the Company.

9. 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 Share Consolidation, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

10. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to exercise caution in trading their Shares. The Proposed Share Consolidation is subject to numerous conditions. There is no certainty or assurance as at the date of this announcement that the Proposed Share Consolidation will be completed or that no changes will be made to the terms thereof. The Company will make the necessary announcements when there are further developments. 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 advisors if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD ANNICA HOLDINGS LIMITED

Sandra Liz Hon Ai Ling
Executive Director and Chief Executive Officer
31 December 2025

This announcement has been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. ("Sponsor").

This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "SGX-ST") and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Goh Mei Xian, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.