

TOTM TECHNOLOGIES LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 201506891C)

PROPOSED PLACEMENT OF UP TO 220,520,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT S\$0.025 PER PLACEMENT SHARE

1. INTRODUCTION

- 1.1. The board of directors (the “**Board**” or the “**Directors**”) of TOTM Technologies Limited (the “**Company**”, together with the subsidiaries, the “**Group**”) wishes to announce that the Company has on 15 May 2026 entered into a placement agreement (the “**Placement Agreement**”) with SAC Capital Private Limited (the “**Placement Agent**”). The Placement Agent has appointed Maybank Securities Pte. Ltd. as sub-placement agent (the “**Sub-Placement Agent**”) in relation to the Proposed Placement.
- 1.2. Pursuant to the Placement Agreement, the Company has agreed to offer, by way of placement, and the Placement Agent has agreed, on a best endeavours basis, to procure subscriptions for, issued and paid-up ordinary shares in the capital of the Company (“**Shares**”) of an aggregate of up to 220,520,000 Shares (the “**Placement Shares**”) at an issue price of S\$0.025 for each Placement Share (the “**Placement Price**”), amounting to an aggregate consideration of up to S\$5,513,000 (the “**Proposed Placement**”).
- 1.3. The Proposed Placement is not underwritten and will be undertaken pursuant to Sections 272B, 274 and 275 of the Securities and Futures Act 2001 of Singapore (the “**SFA**”). As such, no prospectus or offer information statement will be issued by the Company in connection with the Proposed Placement.
- 1.4. The Placement Shares will be allotted and issued pursuant to the general mandate obtained from shareholders of the Company (the “**Shareholders**”) at the annual general meeting of the Company held on 26 September 2025 (the “**FY2025 AGM Mandate**”).

2. THE PROPOSED PLACEMENT

2.1. Placement Price

The Placement Price was arrived at pursuant to discussions with the Placement Agent, taking into account, *inter alia*, the prevailing market price of the Shares and represents a discount of approximately 2.72% to the volume weighted average price of S\$0.0257 for trades done on the SGX-ST on 14 May 2026, being the last full market day prior to the trading halt.

2.2. Placement Shares

- (a) Assuming that the Placement Shares are fully subscribed, the Placement Shares represent approximately 14.52% of the Company’s existing issued share capital (excluding treasury shares) as at the date of this announcement of 1,518,740,622 Shares and represent approximately 12.68% of the enlarged issued and paid-up share capital of the Company (excluding treasury shares) of 1,739,260,622 Shares.
- (b) The Placement Shares shall be issued free from all claims, pledges, mortgages, charges, liens and encumbrances and shall rank in all respects *pari passu* with the then existing issued Shares at the time of the issue except that the Placement Shares will not rank for any dividends, rights, allotments or other distributions, the date fixed by the Company for the purposes of determining entitlements to dividends or other distributions to or rights of holders of Shares for which falls on or before the date of the issue of the Placement Shares.

- (c) The Placement Shares will not be offered for sale to, nor will subscriptions be procured from, nor will any application for subscriptions or invitation for the Placement Shares made to, any person who is a director or substantial shareholder of the Company or other persons specified in Rule 812(1) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”).
- (d) The Placement Shares to be issued under the Proposed Placement will not result in a transfer a controlling interest in the Company.

3. SALIENT TERMS OF THE PLACEMENT AGREEMENT

3.1. Placement commission

In consideration of the agreement of the Placement Agent procuring subscribers on a best endeavours basis for the Placement Shares, the Company shall pay to the Placement Agent, a placement commission of 4.1% of the Placement Price for each Placement Share (“**Commission**”). The Commission shall be paid from fresh funds raised for the Company through the Placement Agent.

The placement commission of the Sub-Placement Agent is 1.25% of the Placement Price for each Placement Share which the Sub-Placement Agent has procured subscriber for, and such placement commission of the Sub-Placement Agent shall form part of the Commission. The Placement Agent shall be liable for the placement commission of the Sub-Placement Agent.

For the avoidance of doubt, the Company shall only pay the Commission and has no obligation to pay the placement commission of the Sub-Placement Agent.

In addition to the commissions, costs, charges and expenses referred to herein, the Placement Agent and the Sub-Placement Agent shall be entitled to keep for its own account any brokerage that it may receive from the subscribers whom they may have procured subscriptions and payment of the Placement Shares from. The Placement Agent and the Sub-Placement Agent shall be entitled to charge each subscriber, and each subscriber shall pay to the Placement Agent or the Sub-Placement Agent (as the case may be), an subscribers’ commission of 0.5% of the Placement Price (which shall be inclusive of any goods and services thereon) for each Placed Share.

3.2. Placement completion

Subject to the terms and conditions of the Placement Agreement, completion of the Proposed Placement (the “**Completion**”) shall take place at no later than five (5) business days after the last of the conditions under the Placement Agreement are fulfilled (the “**Completion Date**”), but in any event being a date not later than the date falling four (4) weeks after the date of the Placement Agreement or such other date as the Company and the Placement Agent may mutually agree (the “**Cut-Off Date**”).

3.3. Conditions

Completion of the Proposed Placement (“**Completion**”) pursuant to the Placement Agreement is conditional upon, inter alia, the following conditions (“**Conditions**”):

- (a) as of the Completion Date, the trading of the Shares on the Catalist not being suspended by the SGX-ST (other than a trading halt on a temporary basis requested by the Company) and the Shares not having been delisted from the Catalist;
- (b) as of the Completion Date, in-principle approval from the SGX-ST for the listing and quotation of the Placement Shares on Catalist being obtained, and such approval not having been withdrawn, revoked, amended or suspended prior to Completion and, where such approval is subject to conditions, to the extent that any conditions for the listing and quotation of the Placement Shares on Catalist are required to be fulfilled on

or before the Completion Date, they are so fulfilled in accordance with the approval and to the satisfaction of the SGX-ST;

- (c) the exemption under Section 272B, 274 and 275 of the SFA being applicable to the Proposed Placement under the Placement Agreement;
- (d) the allotment, issuance and subscription of the Placement Shares not being prohibited by any statute, order, rule, regulation or directive promulgated or issued after the date of the Placement Agreement (and up to Completion Date) by any legislative, executive or regulatory body or authority of Singapore or any other jurisdiction, which is applicable to the Company or the Placement Agent;
- (e) the delivery to the Placement Agent on Completion Date, of a completion certificate, substantially in the form set out in the Placement Agreement, signed on behalf of the Company by its duly authorised officers;
- (f) the Placement Shares being issued in reliance of the FY2025 AGM Mandate and there being no further shareholders' approval required for and in connection with the Proposed Placement;
- (g) there not having occurred, in the Placement Agent's reasonable determination and in good faith, any circumstance, event or situation which has had, or is reasonably likely to have, a Material Adverse Effect, subsequent to the date of the Placement Agreement which, makes it impracticable or inadvisable to proceed with the Proposed Placement; and
- (h) the representations, warranties and undertakings in the Placement Agreement remaining true and correct in all material respects as at the Completion Date and the Company having performed all of its obligations hereunder to be performed on or before the Completion Date.

For the purposes of this section 3.3, "Material Adverse Effect" means any material adverse effect on (i) the financial condition, prospects, earnings, business, properties, assets or results of operations of the Group taken as a whole whether or not arising from transactions in the ordinary course of business; or (ii) the ability of the Company to perform in any material respect its obligations under the Placement Agreement.

4. RATIONALE OF THE PROPOSED PLACEMENT AND USE OF PROCEEDS

4.1. Rationale

In March 2026, the Company obtained shareholders' approval to diversify its business to include the development, commercialisation, investment, and operation of businesses and solutions relating to emerging technology sectors. Since then, the Company's wholly owned subsidiary, TOTM Labs Pte Ltd introduces its first venture, TOTM.AI, a landmark step in the Group's expansion into artificial intelligence and blockchain digital infrastructure.

The Proposed Placement is undertaken to mainly expand the Company's business in the emerging technology sectors, including but not limited to funding of TOTM.AI business as well as to capitalise on strategic opportunities, including acquisitions, investments and joint ventures.

Accordingly, the Company is of the view that the Proposed Placement is beneficial to and in the interest of the Company and the Group.

4.2. Use of proceeds

- (a) The estimated net proceeds from the Proposed Placement, after deducting estimated fees and expenses (including listing and application fees, the maximum Commission payable to the Placement Agent, professional fees and other miscellaneous expenses of approximately S\$300,000), is approximately S\$5,213,000 (the "**Net Proceeds**"). The

Net Proceeds will be utilised for expanding the Company's business in the emerging technology sectors and general working capital purposes.

Proposed use of Net Proceeds	% of Net Proceeds from the Proposed Placement
Working capital	15%
Expansion of business in the emerging technology sectors, including but not limited to funding of TOTM.AI business as well as to capitalise on strategic opportunities, including acquisitions, investments and joint ventures	85%
Total	100%

- (b) Pending the deployment of the Net Proceeds, such Net Proceeds may be deposited with banks or financial institutions, invested in short-term money market instruments or marketable securities, and/or used for any other purpose on a short-term basis, as the Company may, in its absolute discretion, deem fit from time to time.
- (c) The Company will make periodic announcement(s) as to the use of the Net Proceeds as and when such proceeds are materially disbursed and whether such use is in accordance with the stated use. The Company will also provide a status report on the use of the Net Proceeds in the Company's interim and full-year financial statements issued under Rule 705 of the Catalist Rules and the Company's annual report. Where the Net Proceeds have been used for working capital purposes, the Company will provide a breakdown with specific details on how the Net Proceeds have been applied in the announcements and status report. Where there is any material deviation from the stated use of the Net Proceeds, the Company will announce the reasons for such deviation.

4.3. Confirmation by Directors

In accordance with Rule 810(1)(c) of the Catalist Rules, the Directors are of the opinion that:

- (a) after taking into consideration the present internal resources and the present bank facilities available to the Group, the working capital available to the Group is sufficient to meet its present requirements, and the Proposed Placement is being undertaken for the aforesaid reasons and the intended use of proceeds; and
- (b) after taking into consideration the present internal resources and the present bank facilities available to the Group, and the Net Proceeds arising from the Proposed Placement, the working capital available to the Group is sufficient to meet its present requirements.

5. **LISTING AND QUOTATION NOTICE**

The Company (through its sponsor) will be making an application to the SGX-ST for the listing and quotation of the Placement Shares on the Catalist of the SGX-ST. The Company will make the necessary announcements in due course upon obtaining the listing and quotation notice from the SGX-ST.

6. **CONFIRMATION BY THE PLACEMENT AGENT**

The Placement Agent has confirmed, *inter alia*, that:

- (a) each of the subscribers were or will be identified by the Placement Agent or the Sub-Placement Agent, the affiliates, associated or related corporations of the Placement

- Agent or the Sub-Placement Agent, and/or their respective directors, officers, employees or agents;
- (b) there are no share borrowing arrangements entered into to facilitate the Proposed Placement;
 - (c) the Placement Shares will not be placed to any person who is a director or a substantial shareholder of the Company as at the date of this announcement, or any other person in the categories set out in Rule 812(1) of the Catalist Rules or to an interested person as defined in Chapter 9 of the Catalist Rules;
 - (d) in the event the number of Placement Shares placed to the subscribers results in any subscriber becoming a substantial shareholder, the Placement Agent will inform the Company so that the Company can make the necessary announcement(s) in a timely manner;
 - (e) the placement of Placement Shares to such subscriber will not result in the transfer of a controlling interest as defined under Rule 803 of the Catalist Rules;
 - (f) the Placement Agent has obtained or will obtain representations from the subscribers that they are not acting in concert (as defined under The Singapore Code on Takeovers and Mergers) with other party in their subscription of the Placement Shares;
 - (g) the commission payable by the Company to the Placement Agent in connection with the Proposed Placement will not be shared with any of the subscribers of the Proposed Placement;
 - (h) the Placement Agent, or through the Sub-Placement Agent or their respective affiliates, has obtained or will obtain (as the case may be) representations from the subscribers that each of them and its directors and substantial shareholders (to the extent applicable) do not have any relationships/connection (including any business relationship) with the Company, its respective directors and its substantial shareholders; and
 - (i) none of the subscriber will be entitled to any benefit other than by the placement of the Placement Shares to them.

7. AUTHORITY TO ALLOT AND ISSUE PLACEMENT SHARES

The FY2025 AGM Mandate authorises the Directors to, among other things, allot and issue Shares not exceeding 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) and upon such terms and conditions, and for such purposes and to such persons as the Directors may in their absolute discretion deem fit, provided that, among other things, of which the aggregate number of Shares to be issued other than on a pro rata basis to existing Shareholders does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of FY2025 AGM, after adjusting for: (a) new Shares arising from the conversion or exercise of any convertible securities; (b) new Shares arising from the exercise of share options or the vesting of share awards; and (c) any subsequent bonus issue, consolidation or sub-division of Shares.

The number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the FY2025 AGM was 1,499,990,616 Shares.

Pursuant to the above, the maximum number of Shares to be issued other than on a pro-rata basis under the FY2025 AGM Mandate is 749,995,308 Shares. No Shares were previously allotted and issued under the FY2025 AGM Mandate.

Accordingly, the proposed allotment and issue of up to 220,520,000 Placement Shares pursuant to the Proposed Placement will be within the limits of the FY2025 AGM Mandate and

specific approval from Shareholders for the allotment and issue of the Placement Shares is not required.

8. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save for their respective interests arising by way of their directorships and/or shareholdings in the Company and as disclosed in this announcement, none of the Directors or substantial shareholders of the Company and their respective associates has any interest, direct or indirect, in the Proposed Placement.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Placement Agreement will be available for inspection during normal business hours for a period of 3 months commencing from the date of this announcement at the registered office of the Company at 47 Scotts Road #17-04 Goldbell Towers Singapore 228233.

10. 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 Placement and 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.

11. CAUTIONARY STATEMENT

Shareholders should note that the Proposed Placement remains subject to, amongst others, the fulfilment of the conditions precedent under the Placement Agreement. There is no certainty or assurance that the conditions precedent for the Proposed Placement can be fulfilled or that the Proposed Placement will be undertaken at all. The Company will make the appropriate announcements as and when there are material developments on the Proposed Placement. Shareholders and potential investors are advised to read this announcement and any past and future announcements by the Company carefully when dealing with the Shares. 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 or when dealing with their Shares.

BY ORDER OF THE BOARD

Mr Chan Wei Jie
Executive Director and Chief Executive Officer
18 May 2026

This announcement has been reviewed by the Company's sponsor, UOB Kay Hian Private Limited (the "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 Mr Lance Tan, Senior Vice President, at 83 Clemenceau Avenue, #10-01 UE Square, Singapore 239920, telephone (65) 6590 6881.