

**CIRCULAR DATED 16 MAY 2025**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**This Circular is issued by the Company. If you are in any doubt as to the action that you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**

If you have sold or transferred all your shares in the capital of Wilton Resources Corporation Limited (the “**Company**”) held through the Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular, the Notice of Extraordinary General Meeting (“**EGM**”), the enclosed Proxy Form to the purchaser or transferee as CDP will arrange for a separate Circular together with the Notice of EGM and the enclosed Proxy Form to be sent to the purchaser or transferee. If you have sold or transferred all your shares in the capital of the Company represented by physical share certificate(s), please forward this Circular with the Notice of EGM and the attached Proxy Form, immediately to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

This Circular has been reviewed by the Company’s sponsor, ZICO Capital Pte. Ltd. (the “**Sponsor**”). This Circular has not been examined or approved by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular. The contact person for the Sponsor is Ms. Goh Mei Xian, Director, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03, Robinson 77, Singapore 068896, telephone (65) 6636 4201.

Printed copies of the Notice of EGM, the accompanying Proxy Form and the Request Form have been despatched to Shareholders. This Circular (together with the enclosed Notice of EGM, Proxy Form and Request Form) have been made available on the Company’s corporate website at <https://wilton.sg/investors/sgx-announcements/> and SGXNET at <https://www.sgx.com/securities/company-announcements>.

# **WILTON**

## **WILTON RESOURCES CORPORATION LIMITED**

(Company Registration No. 200300950D)  
(Incorporated in the Republic of Singapore)

### **CIRCULAR TO SHAREHOLDERS**

#### **IN RELATION TO**

- (I) **PROPOSED APPOINTMENT OF PKF-CAP LLP AS AUDITORS OF THE COMPANY; AND**
- (II) **PROPOSED PAYMENT OF THE SUM OF S\$133,377 AS DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024.**

#### **IMPORTANT DATES AND TIMES:**

Last date and time for lodgment of Proxy Form	:	31 May 2025 at 10:00 a.m.
Date and time of Extraordinary General Meeting	:	2 June 2025 at 10:00 a.m.
Place of Extraordinary General Meeting	:	Serangoon Gardens Country Club, Casuarina Room, 22 Kensington Park Road, Singapore 557271

---

## TABLE OF CONTENTS

---

<b>DEFINITIONS .....</b>	<b>3</b>
<b>LETTER TO SHAREHOLDERS .....</b>	<b>6</b>
<b>1. INTRODUCTION .....</b>	<b>6</b>
<b>2. THE PROPOSED APPOINTMENT OF AUDITORS .....</b>	<b>6</b>
<b>3. PROPOSED PAYMENT OF DIRECTORS' FEES .....</b>	<b>10</b>
<b>4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS .....</b>	<b>13</b>
<b>5. DIRECTORS' RECOMMENDATIONS .....</b>	<b>13</b>
<b>6. EXTRAORDINARY GENERAL MEETING .....</b>	<b>14</b>
<b>7. ACTIONS TO BE TAKEN BY SHAREHOLDERS .....</b>	<b>14</b>
<b>8. DIRECTORS' RESPONSIBILITY STATEMENT .....</b>	<b>14</b>
<b>9. DOCUMENTS AVAILABLE FOR INSPECTION .....</b>	<b>15</b>
<b>NOTICE OF EXTRAORDINARY GENERAL MEETING .....</b>	<b>N-1</b>
<b>PROXY FORM</b>	

---

## DEFINITIONS

---

In this Circular, the following definitions shall apply throughout unless the context otherwise stated:

<b>“2024 AGM”</b>	:	the annual general meeting of the Company held on 17 October 2024
<b>“Accountants Act”</b>	:	the Accountants Act 2004 of Singapore, as amended, modified or supplemented from time to time
<b>“ACRA”</b>	:	the Accounting and Corporate Regulatory Authority of Singapore
<b>“AGM”</b>	:	the annual general meeting of the Company
<b>“Auditors”</b>	:	the external auditors of the Company as appointed from time to time
<b>“Audit Committee”</b>	:	the audit committee of the Company as at the date of this Circular, comprising Mr. Yeo Boon Keong, Mr. Lau Chin Huat and Mr. Jimmy Rusli
<b>“E&amp;Y”</b>	:	Ernst & Young LLP
<b>“Board” or “Directors”</b>	:	the board of Directors of the Company as at the date of this Circular or from time to time, as the case may be
<b>“Board Committees”</b>	:	the Audit Committee, the Nominating Committee and the Remuneration Committee
<b>“Catalist Rules”</b>	:	the SGX-ST Listing Manual Section B: Rules of Catalist, as amended, modified or supplemented from time to time
<b>“CDP”</b>	:	the Central Depository (Pte) Limited
<b>“Circular”</b>	:	this circular to Shareholders dated 16 May 2025 in respect of the Proposed Appointment of Auditors and the Proposed Payment of Directors’ Fees
<b>“Companies Act”</b>	:	the Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time
<b>“Company”</b>	:	Wilton Resources Corporation Limited
<b>“Constitution”</b>	:	the Constitution of the Company, as may be amended, modified or supplemented from time to time
<b>“Controlling Shareholder”</b>	:	a person who:  (a) holds directly or indirectly 15% or more of the nominal amount of all voting shares 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
<b>“EGM”</b>	:	the extraordinary general meeting of the Company, to be convened and held on 2 June 2025 at 10:00 a.m. at Serangoon Gardens Country Club, Casuarina Room, 22 Kensington Park Road, Singapore 557271, notice of which is set out on pages N-1 to N-3 of this Circular

---

## DEFINITIONS

---

<b>“FY2023”</b>	:	the financial year ended 31 December 2023
<b>“FY2024”</b>	:	the financial year ended 31 December 2024
<b>“Group”</b>	:	the Company and its subsidiaries
<b>“Latest Practicable Date”</b>	:	8 May 2025, being the latest practicable date prior to the printing of this Circular
<b>“Notice of EGM”</b>	:	the notice of the EGM as set out on pages N-1 to N-3 of this Circular
<b>“PKF”</b>	:	PKF-CAP LLP
<b>“PKF Indonesia”</b>	:	KAP Paul Hadiwinata, Hidajat, Arsono, Retno, Palilingan & Rekan
<b>“PKF Malaysia”</b>	:	PKF PLT
<b>“Proposed Appointment of Auditors”</b>	:	has the meaning ascribed to it in Section 1.1(i) of this Circular
<b>“Proposed Payment of Directors’ Fees”</b>	:	has the meaning ascribed to it in Section 1.1(ii) of this Circular
<b>“Securities Accounts”</b>	:	the securities accounts maintained by Depositors with CDP, but not including the securities accounts maintained with a Depository Agent
<b>“SFA”</b>	:	the Securities and Futures Act 2001 of Singapore, as may be amended or modified from time to time
<b>“SGX-ST”</b>	:	Singapore Exchange Securities Trading Limited
<b>“Shares”</b>	:	ordinary shares in the capital of the Company and <b>“Share”</b> shall be construed accordingly
<b>“Shareholders”</b>	:	registered holder(s) of Shares in the registry of members of the Company, except where the registered holder is CDP, in which case the term <b>“Shareholders”</b> shall, in relation to such Shares, mean the Depositors who have Shares entered against their name in the Depository Register of CDP. Any reference to Shares held by or shareholdings of Shareholders shall include Shares standing to the credit of their respective Securities Accounts
<b>“Subsidiary Holdings”</b>	:	shares held by a subsidiary in accordance with the Companies Act
<b>“Substantial Shareholder”</b>	:	a person who has an interest or interests in voting Shares (excluding Treasury Shares and Subsidiary Holdings), representing no less than 5% of all the voting Shares
<b>“Treasury Shares”</b>	:	the shares held in treasury by the Company
<b>“%”</b>	:	per centum or percentage

---

## DEFINITIONS

---

Unless the context otherwise requires:

- (a) the terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA;
- (b) the terms “**subsidiaries**” and “**related corporations**” shall have the meanings ascribed to them respectively in Sections 5 of the Companies Act;
- (c) the term “**substantial shareholders**” shall have the meaning ascribed to it in Section 81 of the Companies Act;
- (d) the term “**significant**” in relation to a subsidiary or associated company for the purpose of Rules 715 to 717 of the Listing Manual, means a subsidiary or associated company which has net tangible assets representing 20% or more of the Company’s consolidated net tangible assets, or pre-tax profits accounting for 20% or more of the Company’s consolidated pre-tax profits;
- (e) 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 and *vice versa*. Unless the context otherwise requires, any references to persons shall include individuals, corporate bodies (wherever incorporated), unincorporated associations and partnerships;
- (f) any reference to this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the SFA, the Catalist Rules or any statutory or regulatory modification thereof and not otherwise defined in this Circular shall, where applicable, have the same meaning ascribed to it under the Companies Act, the SFA, the Catalist Rules or such modification thereof, as the case may be, unless the context otherwise requires;
- (g) any reference to a time of day and date in this Circular is made by reference to Singapore time and date, unless otherwise stated;
- (h) any discrepancies between the figures listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them; and
- (i) the headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

---

## LETTER TO SHAREHOLDERS

---

# **WILTON**

## **WILTON RESOURCES CORPORATION LIMITED**

(Company Registration No. 200300950D)  
(Incorporated in the Republic of Singapore)

### **Directors:**

Mr. Wijaya Lawrence (Executive Chairman and President)  
Mr. Ngiam Mia Je Patrick (Non-Executive Director)  
Mr. Lau Chin Huat (Lead Independent and Non-Executive Director)  
Mr. Yeo Boon Keong (Independent and Non-Executive Director)  
Mr. Jimmy Rusli (Independent and Non-Executive Director)

### **Registered Office:**

62 Ubi Road 1  
#09-14, Oxley Bizhub 2  
Singapore 408734

16 May 2025

To: Shareholders of Wilton Resources Corporation Limited

Dear Sir/Madam,

### **1. INTRODUCTION**

- 1.1 The Board is convening an extraordinary general meeting to be held on 2 June 2025 at 10:00 a.m. to seek Shareholders' approval for:
- (i) the proposed appointment of PKF-CAP LLP as auditors of the Company ("**Proposed Appointment of Auditors**"); and
  - (ii) proposed payment of the sum of S\$133,377 as directors' fees for the financial year ended 31 December 2024 ("**Proposed Payment of Directors' Fees**").
- 1.2 The purpose of this Circular is to provide Shareholders with the relevant information pertaining to the Proposed Appointment of Auditors and the Proposed Payment of Directors' Fees, and to seek Shareholders' approval for the ordinary resolutions to be tabled at the EGM. The Notice of EGM is set out on pages N-1 to N-3 of this Circular.
- 1.3 The SGX-ST assumes no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Circular. Shareholders who are in any doubt as to the action they should take should consult their stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

### **2. THE PROPOSED APPOINTMENT OF AUDITORS**

#### **BACKGROUND AND RATIONALE**

- 2.1 As announced by the Company on 30 September 2024 ("**September 2024 Announcement**"), the Company's previous Auditors, E&Y, had on 20 September 2024 notified the Board in writing of their intention to retire as Auditors and would not be seeking re-appointment as Auditors at the 2024 AGM. Accordingly, E&Y had retired as Auditors following the conclusion of the 2024 AGM. At the time of E&Y's retirement as Auditors, the engagement partner on the audit was Mr. Low Bek Teng. In connection therewith, the Company is required to appoint new Auditors.

---

## LETTER TO SHAREHOLDERS

---

- 2.2 As stated in the September 2024 Announcement, the Board is not aware of any circumstances, professional or specific reasons connected with the retirement of E&Y that should be brought to the attention of the Shareholders. E&Y had also confirmed to the Board that their retirement as Auditors did not arise from circumstances that should be brought to the attention of the Shareholders.
- 2.3 The Audit Committee and the Board believe that the Proposed Appointment of Auditors will enable the Company to benefit from fresh perspectives and views of another professional audit firm and thereby enhance the value of the Group's audit. Notwithstanding, there are no changes in the quality and scope of the Group's audit arising from the Proposed Appointment of Auditors.
- 2.4 The management of the Company had invited and evaluated quotations and proposals from several audit firms. The Board, in consultation with the Audit Committee, having reviewed and deliberated on the quotations and proposals received from each of the audit firms, and considered the suitability of the audit firms and the needs of the Company and the Group, is satisfied that PKF will be able to meet the audit requirements of the Group and accordingly, has nominated and recommended PKF to be appointed as the new Auditors.
- 2.5 The Board and the Audit Committee, in their evaluation of the suitability of PKF for appointment, had considered, amongst others, the following:
- (a) the adequacy of the resources of PKF to undertake ongoing audits of the Company, including the composition and experience of the audit team of PKF to be assigned to the audit of the Company, as well as PKF's other audit engagements;
  - (b) the experience of PKF and the audit engagement partner assigned to the Group's audit in auditing companies within the mining industry, in accordance with Rule 712(1) of the Catalist Rules;
  - (c) the size and complexity of the business and operations of the Company and the Group;
  - (d) the experience and track record of incoming audit partner, Mr Ang Kok Keong, including his over 15 years in practice, and his various prior experience in auditing issuers listed on the SGX-ST; and
  - (e) the Audit Quality Indicators ("**AQI**") Disclosure Framework issued by ACRA. The AQIs presented by PKF to the Audit Committee included information relating to PKF on factors such as the years of audit experience of PKF and the incoming audit partner, training hours, results of inspections (including both internal and external inspections), quality control functions, staff oversight and attrition rate. In evaluating the AQIs, the Audit Committee was satisfied that the AQIs for PKF were generally within the ranges satisfactory to the Audit Committee, when compared with the industry averages and ranges.
- 2.6 PKF had, on 31 December 2024, given their written consent to act as Auditors, subject to the approval of the Shareholders being obtained at the EGM. Pursuant to Rule 712(3) of the Catalist Rules and Section 205AF of the Companies Act, the appointment of PKF as Auditors must be specifically approved by Shareholders at a general meeting. The appointment of PKF as Auditors will therefore take effect upon approval of the Proposed Appointment of Auditors by Shareholders at the EGM and, if appointed, PKF will hold office until the conclusion of the next AGM.
- 2.7 The Board wishes to highlight that the Proposed Appointment of Auditors is in no way the result of any disagreement with E&Y or resignation of E&Y. The Board wishes to express its appreciation for the past services rendered by E&Y.

---

## LETTER TO SHAREHOLDERS

---

### INFORMATION ON PKF AND THE AUDIT ENGAGEMENT PARTNER

*The information on PKF and the audit engagement partner provided in this section was provided to the Company by PKF and its representatives. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.*

#### Information on PKF

- 2.8 PKF is a firm of Chartered Accountants in Singapore, and is registered with ACRA and approved under the Accountants Act. It is considered a mid-tier accounting firm in Singapore and, together with its affiliated firms, has 11 partners, 35 managers and directors, and more than 150 professional staff servicing a wide array of auditing, accounting, taxation, corporate secretarial and advisory clients in diversified industries such as trading and manufacturing, shipping, fund and asset management, property management, professional services, fintech, medtech, mining, and construction. Its partners, managers and directors have experience acting as auditors for companies listed on the SGX-ST. For more information about PKF, please visit its website at <https://www.pkfsingapore.com/>.
- 2.9 PKF has not yet been subject to any Quality Control Review Process pursuant to Part 5A of the Accountants Act which came into operation on 1 July 2023. PKF has also not been subject to any current or past restrictions, disciplinary actions and/or conditions imposed by any regulatory authority or professional body. There have been occasions where PKF and/or its partners have conducted audits for companies that were and/or are the subject of investigations and/or disciplinary action by the regulatory authorities. However, these cases were not directed at PKF itself and were unrelated to the firm's auditing practices.
- 2.10 For the audit on the Group, the audit engagement team will comprise of one (1) audit engagement partner, one (1) engagement quality reviewer, one (1) director, and three (3) audit professionals.

#### Information on the Audit Engagement Partner

- 2.11 Mr. Ang Kok Keong ("**Mr. Ang**") will be the audit engagement partner assigned to the audit of the Group. Mr. Ang has over 15 years of experience in audit and assurance and brings a wealth of experience across various industries such as mining, healthcare, manufacturing, timeshare, trading, retail, construction and hospitality. He has been involved in publicly listed companies, including companies listed on the SGX-ST, and multinational corporations, and is familiar with reporting standards such as US GAAP (Generally Accepted Accounting Principles), IFRS (International Financial Reporting Standards) and SFRS (Singapore Financial Reporting Standards). Additionally, he possesses substantial experience in managing Initial Public Offerings (IPOs) in Singapore and Hong Kong.
- 2.12 Mr. Ang is a practicing member of the Institute of the Singapore Chartered Accounts (ISCA) and a public accountant registered with ACRA. His qualifications include a Bachelor of Accountancy (Honours) from Nanyang Technological University.
- 2.13 Mr. Ang has not been selected for the Practice Monitoring Programme review by ACRA. There were no adverse actions taken by ACRA against Mr. Ang restricting him from auditing the financial statements of public listed companies and Mr. Ang has also not been subject to any current or past restrictions, disciplinary actions and/or conditions imposed by any regulatory authority or professional body.
- 2.14 PKF and Mr. Ang have assessed its existing commitments and workload. A proper budget allocation and planning is in place upon acceptance of this engagement, in which identified professionals / consultants are well allocated and planned. This ensures that PKF and Mr. Ang have the necessary capacity and support to dedicate sufficient time to the audit of the Group and deliver high-quality service. PKF has established a clear timeline for meeting milestones and deliverables for the audit of the Group.



---

## LETTER TO SHAREHOLDERS

---

### COMPLIANCE WITH RULES 712 AND 715 OF THE CATALIST RULES

#### Requirements pursuant to Rule 712 of the Catalist Rules

2.15 The Board, having taken into account various factors, including the following:

- (a) the adequacy of the resources and experience of PKF and the audit engagement partner assigned to the Group's audit;
- (b) PKF's other audit engagements;
- (c) the size and complexity of the business and operations of the Company and the Group; and
- (d) the number and experience of supervisory and professional staff assigned to the Group's audit,

is of the opinion that PKF will be able to meet the audit requirements of the Group. PKF is an audit firm registered with ACRA and approved under the Accountants Act, while Mr. Ang is a public accountant under the Accountants Act. Accordingly, Rules 712(1) and 712(2) of the Catalist Rules have been complied with.

2.16 In accordance with the requirements of Rule 712(3) of the Catalist Rules:

- (a) E&Y has confirmed to PKF, via its professional clearance letter dated 22 November 2024 (the "**Professional Clearance Letter**"), that it is not aware of any professional reasons why PKF should not accept the appointment as Auditors of the Company;
- (b) the Company confirms that there were no disagreements with E&Y on accounting treatments within the last 12 months up to the date of this Circular, and within the last 12 months prior to E&Y's retirement as Auditors at the conclusion of the 2024 AGM;
- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Appointment of Auditors that should be brought to the attention of Shareholders which has not been disclosed in this Circular;
- (d) the Company confirms that the specific reasons for the Proposed Appointment of Auditors are disclosed in Section 2.1 of this Circular. E&Y did not seek re-appointment as Auditors at the 2024 AGM and retired as Auditors at the conclusion of the 2024 AGM; and
- (e) the Company confirms that it complies with Rules 712 and 715 of the Catalist Rules in relation to the appointment of PKF as its Auditors.

#### Requirements pursuant to Rule 715 of the Catalist Rules

2.17 Upon obtaining the approval of Shareholders at the EGM for the Proposed Appointment of Auditors, PKF will become the Auditors. PKF will audit the accounts of the Company and its Singapore-incorporated subsidiaries. The Group does not have any Singapore-incorporated associated companies. As such, the Audit Committee and the Board confirm that Rule 715(1) of the Catalist Rules requiring the Company to engage the same auditing firm based in Singapore to audit its accounts, and its Singapore-incorporated subsidiaries and significant associated companies will be complied with.

2.18 The Company's subsidiary in Malaysia, Wilton Assets Management Ltd, will be audited by PKF Malaysia. The audit engagement partner for the audit of the Company's subsidiary in Malaysia is Ms. Marilyn Ngu Siow Ping ("**Ms. Ngu**"). Ms. Ngu is a Fellow of the Association of Chartered Certified Accountants and a Chartered Accountant with the Malaysian Institute of Accountants. She has extensive experience in public practice and commercial exposure, having previously worked as an accountant with a public listed company in Malaysia. Ms. Ngu has undertaken various audit assignments including audits and reporting for public listed companies, and small and medium sized entities across various industries, such as manufacturing, trading, construction, logistics, timber, and other service industries. She holds a Master of Arts degree in Political Economy (Social Science) from University of Glasgow, United Kingdom.

---

## LETTER TO SHAREHOLDERS

---

- 2.19 The Company's subsidiaries in Indonesia, namely (i) PT. Wilton Makmur Indonesia Tbk., (ii) PT. Wilton Investment, and (iii) PT. Wilton Wahana Indonesia, will be audited by PKF Indonesia and the audit engagement partner is Mr. Sikanto Pawiroatmodjo ("**Mr. Sikanto**"). Mr. Sikanto specialises in accounting system reviews, general audits, financial due diligence, and internal control reviews. His extensive professional experience enables him to serve a wide range of clients across various industries, including mining, construction, marine, property and real estate, manufacturing, aviation, banking, insurance, agronomy, television media, and forestry. Mr. Sikanto is a registered public accountant with Institut Akuntan Publik Indonesia ("**IAP**").
- 2.20 PKF, PKF Malaysia, and PKF Indonesia are member firms of PKF International Limited. While the Group will be appointing another audit firms within the same network for its foreign-incorporated subsidiaries, it is noted that PKF, PKF Malaysia and PKF Indonesia share the same audit methodology under PKF International Limited. It is further noted that PKF will be responsible for the direction, supervision and performance of the Group's audit engagement in compliance with professional standards and applicable legal and regulatory requirements. In accordance with ISA 600 (Revised) – Audits of Group Financial Statements (Including the Work of Component Auditors), which is effective for audits for financial periods beginning on or after 15 December 2023, PKF will be responsible for the nature, timing and extent of direction and supervision of PKF Malaysia and PKF Indonesia, and the review of their work taking into account (i) areas in which it is assessed that there are higher risks of material misstatement of the Group's financial statements or significant risks identified, and (ii) areas of the Group's financial statements that involve significant judgment.
- 2.21 The Audit Committee and the Board confirm that Rule 715(2) of the Catalist Rules requiring the Company to engage a suitable auditing firm for its significant foreign-incorporated subsidiaries will be complied with. The Company does not have any significant foreign-incorporated associated companies.
- 2.22 Based on the aforesaid, the Audit Committee and the Board confirm that they are satisfied that such audit arrangements would not compromise the standards and effectiveness of the audit of the Group.

### RECOMMENDATION OF THE AUDIT COMMITTEE

- 2.23 The Audit Committee, after having reviewed and deliberated, and after taking into consideration the suitability and independence of PKF in meeting the audit requirements of the Group, including the various factors as set out in Section 2 of this Circular, has recommended the Proposed Appointment of Auditors for approval by the Board.

## 3. PROPOSED PAYMENT OF DIRECTORS' FEES

### BACKGROUND

- 3.1 The Company's previous Remuneration Committee, comprising Mr. Lui Pang Hung, Mr. Tan Cher Liang, Mr. Seah Seow Kang Steven, and Mr. Wijaya Lawrence ("**Previous Remuneration Committee**"), did not propose any Directors' fees for FY2024 to the Board for recommendation to Shareholders for approval at the 2024 AGM, due to (i) the retirement of Mr. Tan Cher Liang and Mr. Seah Seow Kang Steven as Independent Directors at the conclusion of 2024 AGM, both of whom did not seek for re-election, and (ii) the resignation of Mr. Lui Pang Hung as an Independent Director at the conclusion of the 2024 AGM (collectively, the "**Cessations of Independent Directors**"). Prior to the Cessations of Independent Directors, the Company had not appointed any new Directors to the Board and the Remuneration Committee. The Previous Remuneration Committee was of the view that the Directors' fees for FY2024 should be proposed by the new members of the Remuneration Committee and recommended by the reconstituted Board for Shareholders' approval once new Directors are appointed to the Board. Accordingly, at the 2024 AGM, there was no payment of Directors' fees for FY2024 recommended by the Board for Shareholders' approval.

---

## LETTER TO SHAREHOLDERS

---

- 3.2 On 28 October 2024, the Company announced the appointments of (i) Mr. Lau Chin Huat as the Lead Independent Director, Chairman of the Nominating Committee, and a member of the Audit Committee and the Remuneration Committee, with effect from 29 October 2024, and (ii) Mr. Yeo Boon Keong as an Independent Director, Chairman of the Audit Committee, and a member of the Nominating Committee and the Remuneration Committee, with effect from 29 October 2024.
- 3.3 On 3 March 2025, the Company announced the appointment of Mr. Jimmy Rusli as an Independent Director, Chairman of the Remuneration Committee, and a member of the Audit Committee and the Nominating Committee, with effect from 4 March 2025.

### COMPOSITION OF THE BOARD AND THE BOARD COMMITTEES

- 3.4 Following the appointments of Mr. Lau Chin Huat, Mr. Yeo Boon Keong, and Mr. Jimmy Rusli as Directors, the composition of the Board and the Board Committees as at the date of this Circular is as follows:

(i) Board of Directors

a.	Mr. Wijaya Lawrence	Executive Chairman and President
b.	Mr. Ngiam Mia Je Patrick	Non-Executive Director
c.	Mr. Lau Chin Huat	Lead Independent Director
d.	Mr. Yeo Boon Keong	Independent Director
e.	Mr. Jimmy Rusli	Independent Director

(ii) Audit Committee

a.	Mr. Yeo Boon Keong	Chairman
b.	Mr. Lau Chin Huat	Member
c.	Mr. Jimmy Rusli	Member

(iii) Nominating Committee

a.	Mr. Lau Chin Huat	Chairman
b.	Mr. Yeo Boon Keong	Member
c.	Mr. Ngiam Mia Je Patrick	Member
d.	Mr. Jimmy Rusli	Member

(iv) Remuneration Committee

a.	Mr. Jimmy Rusli	Chairman
b.	Mr. Lau Chin Huat	Member
c.	Mr. Yeo Boon Keong	Member
d.	Mr. Wijaya Lawrence	Member

### SHAREHOLDERS' APPROVAL FOR THE PROPOSED PAYMENT OF DIRECTORS' FEES

- 3.5 For the avoidance of doubt, the Proposed Payment of Directors' Fees relates to payment for the previous and existing non-executive Directors who were Directors during FY2024 only. Accordingly, Mr. Wijaya Lawrence, who is an Executive Director and Mr. Jimmy Rusli, who was appointed as an Independent Director after FY2024 (on 4 March 2025), will not be receiving any Directors' fees for FY2024.

## LETTER TO SHAREHOLDERS

- 3.6 The existing Remuneration Committee has proposed a sum of S\$133,377 as Directors' fees for FY2024 to the Board for recommendation to the Shareholders for approval at the EGM. Such Directors' fees are proposed in accordance with the contributions by the non-executive Directors, taking into account factors such as effort and time spent, responsibilities of the non-executive Directors and the need to pay competitive fees to attract, retain and motivate the non-executive Directors. A summary of the Directors' fees payable to each eligible previous and existing non-executive Directors for FY2024 is as follows:

Name of Director	Current / Last Designation	Period of Directorship in FY2024	Proposed Directors' Fees
<b>Existing Directors:</b>			
Mr. Ngiam Mia Je Patrick	Non-Executive Director and Member of the Nominating Committee	1 January 2024 to 31 December 2024	S\$35,000
Mr. Lau Chin Huat	Lead Independent Director, Chairman of Nominating Committee and Member of the Audit Committee and the Remuneration Committee	29 October 2024 to 31 December 2024	S\$6,022
Mr. Yeo Boon Keong	Independent Director, Chairman of the Audit Committee, and Member of the Nominating Committee and the Remuneration Committee	29 October 2024 to 31 December 2024	S\$6,022
<b>Total Directors' Fees for Existing Directors</b>			<b>S\$47,044</b>
<b>Previous Directors:</b>			
Mr. Tan Cher Liang	Lead Independent Director, Chairman of the Audit Committee, and Member of the Nominating Committee and the Remuneration Committee	1 January 2024 to 17 October 2024	S\$30,635
Mr. Seah Seow Kang Steven	Independent Director, Chairman of the Nominating Committee, and Member of the Audit Committee and the Remuneration Committee	1 January 2024 to 17 October 2024	S\$27,849
Mr. Lui Pang Hung	Independent Director, Chairman of the Remuneration Committee, and Member of the Audit Committee and the Nominating Committee	1 January 2024 to 17 October 2024	S\$27,849
<b>Total Directors' Fees for Previous Directors</b>			<b>S\$86,333</b>
<b>Total Directors' Fees for FY2024</b>			<b>S\$133,377</b>

## LETTER TO SHAREHOLDERS

- 3.7 Pursuant to Section 169 of the Companies Act, the Company is required to seek the approval of Shareholders at a general meeting prior to the payment of the Directors' fees. Accordingly, the Proposed Payment of Directors' Fees is subject to Shareholders' approval at the EGM. In view of the Group's current operational and financial circumstances, the Proposed Payment of Directors' Fees will only be paid in full by the Company to the eligible Directors subsequent to the approval of Shareholders' at the EGM on such date after considering relevant factors such as the working capital requirement and availability of financial resources of the Group.

#### 4. **INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**

- 4.1 Based on the Register of Directors and Register of Substantial Shareholders, as at the Latest Practicable Date, the shareholdings of the Directors and Substantial Shareholders in the Shares are as follows:

	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
<b><u>Directors</u></b>						
Mr. Wijaya Lawrence	582,640,000	22.20	–	–	582,640,000	22.20
Mr. Ngiam Mia Je Patrick	364,150,000	13.88	–	–	364,150,000	13.88
Mr. Lau Chin Huat	–	–	–	–	–	–
Mr. Yeo Boon Keong	–	–	–	–	–	–
Mr. Jimmy Rusli	–	–	–	–	–	–
<b><u>Substantial Shareholders (other than Directors)</u></b>						
Mr. Lauw Hui Kun	189,358,000	7.22	–	–	189,358,000	7.22

- 4.2 Mr. Ngiam Mia Je Patrick, Mr. Lau Chin Huat and Mr. Yeo Boon Keong are deemed interested in the Proposed Payment of Directors' Fees as they are eligible to receive a portion of the Directors' fees proposed, if the ordinary resolution on the Proposed Payment of Directors' Fees is approved by Shareholders at the EGM.
- 4.3 Save as disclosed above, none of the Directors or Substantial Shareholders has any interest, direct or indirect, in the Proposed Appointment of Auditors and the Proposed Payment of Directors' Fees, other than through their shareholdings (if any) in the Company.

#### 5. **DIRECTORS' RECOMMENDATIONS**

##### **PROPOSED APPOINTMENT OF AUDITORS**

The Directors, having considered the rationale and benefits of the Proposed Appointment of Auditors and the Audit Committee's recommendation, are of the opinion that the Proposed Appointment of Auditors is in the best interests of the Company and Shareholders. Accordingly, the Directors recommend that Shareholders vote in favour of the ordinary resolution relating thereto as set out in the Notice of EGM which is set out on pages N-1 to N-3 of this Circular.

---

## LETTER TO SHAREHOLDERS

---

### PROPOSED PAYMENT OF DIRECTORS' FEES

The Directors (save for Mr. Ngiam Mia Je Patrick, Mr. Lau Chin Huat and Mr. Yeo Boon Keong who are deemed interested in the Proposed Payment of Directors' Fees), having considered the rationale of and information relating to the Proposed Payment of Directors' Fees, are of the opinion that the Proposed Payment of Directors' Fees is in the best interests of the Company and Shareholders. Accordingly, the Directors (save for Mr. Ngiam Mia Je Patrick, Mr. Lau Chin Huat and Mr. Yeo Boon Keong) recommend that Shareholders vote in favour of the ordinary resolution relating thereto as set out in the Notice of EGM which is set out on pages N-1 to N-3 of this Circular.

### 6. **EXTRAORDINARY GENERAL MEETING**

The EGM, notice of which is set out on pages N-1 to N-3 of this Circular, will be held at Serangoon Gardens Country Club, Casuarina Room, 22 Kensington Park Road, Singapore 557271 on Monday, 2 June 2025 at 10:00 a.m., for the purpose of considering and if thought fit, passing with or without modifications, the ordinary resolutions as set out in the Notice of EGM.

### 7. **ACTIONS TO BE TAKEN BY SHAREHOLDERS**

Shareholders who are unable to attend the EGM and who wish to appoint a proxy or proxies to attend and vote on their behalf will find attached to this Circular, a Proxy Form which they are requested to complete, sign and return in accordance with the instructions printed thereon as soon as possible and, in any event, so as to arrive at the Company, at 62 Ubi Road 1, Oxley Bizhub 2, #09-14, Singapore 408734 by 10:00 a.m. on 31 May 2025 (being not less than forty-eight (48) hours before the time appointed for holding the EGM). The completion and return of the Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM if he wishes to do so, in place of his proxy.

Shareholders may submit questions related to the resolutions to be tabled at the EGM by post or submit personally to the office of the Company, at 62 Ubi Road 1, Oxley Bizhub 2, #09-14, Singapore 408734 or via email to [email@wilton.sg](mailto:email@wilton.sg) by 10:00 a.m. on 24 May 2025. The Company will endeavour to address the substantial and relevant questions relating to the ordinary resolutions to be tabled at the EGM from Shareholders soonest possible, and in any case, before 9:00 a.m. on 29 May 2025 (being not less than forty-eight (48) hours before the closing date and time for the lodgment of Proxy Forms, the "**Cut-Off Time**"). Any subsequent clarifications sought by Shareholders after the Cut-Off Time, or during the EGM, will be addressed at the EGM.

Shareholders or their corporate representatives must state his/her full name, identification/registration number, and indicate whether he/she is a shareholder or a corporate representative of a corporate shareholder. Questions submitted without these identification details will not be addressed.

The Directors will endeavour to address as many substantial and relevant questions relating to the ordinary resolutions to be tabled at the EGM as possible during the EGM. However, Shareholders should note that there may not be sufficient time available at the EGM to address all questions raised. Please note that individual responses will not be sent to Shareholders. The minutes of the EGM, which will include the Company's responses to the questions raised at the EGM, will be published on the SGXNET within one (1) month after the EGM.

### 8. **DIRECTORS' RESPONSIBILITY STATEMENT**

- 8.1 The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Appointment of Auditors, the Proposed Payment of Directors Fees, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

---

## LETTER TO SHAREHOLDERS

---

- 8.2 Where information in this Circular 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 Circular in its proper form and context.

### 9. **DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of the Company during normal business hours from the date of this Circular up to and including the date of the EGM:

- (a) Constitution of the Company;
- (b) E&Y's letter of professional clearance to PKF; and
- (c) PKF's letter to the Company in respect of their consent to act as auditors of the Company.

Yours faithfully,  
For and on behalf of the Board of Directors of  
**WILTON RESOURCES CORPORATION LIMITED**

Mr Wijaya Lawrence  
Executive Chairman and President



---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

### WILTON RESOURCES CORPORATION LIMITED

(Company Registration No. 200300950D)  
(Incorporated in the Republic of Singapore)

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of Wilton Resources Corporation Limited (the “**Company**”) will be held at Serangoon Gardens Country Club, Casuarina Room, 22 Kensington Park Road, Singapore 557271 on Monday, 2 June 2025 at 10:00 a.m., for the purpose of considering and, if thought fit, passing (with or without modifications) the following ordinary resolutions:

*Unless otherwise defined herein, all capitalised terms used herein shall have the same meanings as ascribed to them in the circular to the shareholders of the Company dated 16 May 2025, in relation to the (i) Proposed Appointment of PKF-CAP LLP as Auditors of the Company, and (ii) Proposed Payment of the sum of S\$133,377 as Directors’ Fees for the financial year ended 31 December 2024 (“**Circular**”).*

#### **ORDINARY RESOLUTION 1: THE PROPOSED APPOINTMENT OF PKF-CAP LLP AS AUDITORS OF THE COMPANY**

That :

- (a) the appointment of PKF-CAP LLP (“**PKF**”) as auditors of the Company, with effect from the date of Shareholders’ approval of this ordinary resolution and to hold office until the conclusion of the next Annual General Meeting, at such remuneration and on such terms as may be agreed between the Directors and PKF, be and is hereby approved; and
- (b) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he/she may consider expedient, necessary, or in the interests of the Company to give effect to the Proposed Appointment of Auditors and/or the transactions authorised by this ordinary resolution.

*[Explanatory Note 1]*

#### **ORDINARY RESOLUTION 2: THE PROPOSED PAYMENT OF THE SUM OF S\$133,377 AS DIRECTORS’ FEES FOR FY2024**

That the Directors’ fees of S\$133,377 for the financial year ended 31 December 2024, be and is hereby approved.

*[Explanatory Note 2]*

**By Order of the Board**

**Lee Wei Hsiung**  
**Chin Yee Seng**  
Company Secretaries  
Singapore, 16 May 2025



---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

### Explanatory Notes:

1. In accordance with Rule 712(3) of the Catalist Rules:
  - (a) E&Y has confirmed to PKF, via its professional clearance letter dated 22 November 2024, that it is not aware of any professional reasons why PKF should not accept the appointment as Auditors of the Company;
  - (b) the Company confirms that there were no disagreements with E&Y on accounting treatments within the last 12 months up to the date of the Circular, and within the last 12 months prior to E&Y's retirement as Auditors at the conclusion of the 2024 AGM;
  - (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Appointment of Auditors that should be brought to the attention of Shareholders which has not been disclosed in the Circular;
  - (d) the Company confirms that the specific reasons for the Proposed Appointment of Auditors are disclosed in Section 2.1 of the Circular. E&Y did not seek re-appointment as Auditors at the 2024 AGM and retired as Auditors at the conclusion of the 2024 AGM; and
  - (e) the Company confirms that it complies with Rules 712 and 715 of the Catalist Rules in relation to the appointment of PKF as its Auditors.
2. The Directors' Fees for FY2024 have been calculated on a pro-rated basis, taking into account a basic fee as well as the number of chairmanships and memberships held on the Board Committees. The amount of Directors' fees payable to each Existing Director and Previous Director for FY2024 is set out in the table in Section 3.6 of the Circular.

### Notes:

1. The EGM will be held, in a wholly physical format. Members of the Company ("**Members**") are invited to attend physically at the EGM. **There will be no option for shareholders to participate virtually.**
2. Printed copies of the Circular, which contains this Notice of EGM and the Proxy Form, will be sent to Members by post. These documents will also be published on the Company's website at the URL <https://www.wilton.sg> and also on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
3. Submission of Questions in Advance

Members may submit questions related to the resolutions to be tabled for approval at the EGM, in advance of the EGM, by email to the Company at [email@wilton.sg](mailto:email@wilton.sg).

When submitting the questions, please provide the Company with the following details, for verification purpose:-

- (i) Full name;
- (ii) NRIC number;
- (iii) Current address;
- (iv) Contact number; and
- (v) Number of shares held.

Please also indicate the manner in which you hold shares in the Company (e.g. via CDP, CPF or SRS).

All substantial and relevant questions must be submitted to the Company by 10:00 a.m. on 24 May 2025 ("**Cut-Off Time**"), as this will allow the Company sufficient time to address and respond to these questions on or before 29 May 2025. The Company will publish its responses to substantial and relevant questions received from Members on the Company's website at URL <https://www.wilton.sg> and on SGXNet at URL <https://www.sgx.com/securities/company-announcements> before 9:00 a.m. on 29 May 2025. The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions (relating to the resolutions to be tabled for approval at the EGM) received after the Cut-Off Time which have not already been addressed prior to the EGM, as well as those substantial and relevant questions received at the EGM, during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

4. A member of the Company (other than a Relevant Intermediary\*) who is entitled to attend and vote at the EGM may appoint not more than two proxies to attend, speak and vote in his/her stead. Where a member appoints more than one proxy, he/she must specify the proportion of his/her shareholding to be represented by each proxy in the proxy form. A member of the Company, that is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
5. An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investor**") (as may be applicable) and who wishes to appoint the Chairman of the Meeting as proxy, should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes by 21 May 2025 (being at least seven (7) working days before the EGM). CPF Investor and SRS Investor may submit their questions related to any resolution set out in the Notice of EGM prior to the EGM by email to the Company at [email@wilton.sg](mailto:email@wilton.sg).

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

6. The instrument appointing a proxy or proxies must be signed by the appointor or his/her duly authorised attorney in writing. Where the proxy form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the proxy form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the proxy form.
7. The completed proxy form must be:
- (i) if submitted personally or by post, be at the registered office of the Company at 62 Ubi Road 1, Oxley Bizhub 2, #09-14, Singapore 408734; or
  - (ii) if submitted by email, received by the Company at [email@wilton.sg](mailto:email@wilton.sg),

in either case, by 10:00 a.m. on Saturday, 31 May 2025 (being not less than forty-eight (48) hours before the time appointed for holding the EGM) (or at any adjournment thereof), and in default the proxy form shall not be treated as valid.

**Members are strongly encouraged to submit completed proxy forms electronically via email to the Company.**

\* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act 1970, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

### Personal Data Privacy

By (a) attending, speaking or voting at the EGM and/or adjournment thereof; (b) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof; or (c) submitting any questions prior to, or at, the EGM, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof), addressing substantial and relevant questions from members received prior to, or at, the EGM, preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company (or its agents or service providers) in connection with any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of the representation and warranty.

---

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

*This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.*

*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.*

**WILTON RESOURCES CORPORATION LIMITED**  
(Company Registration No. 200300950D)  
(Incorporated in the Republic of Singapore)

**EXTRAORDINARY GENERAL MEETING  
PROXY FORM**

(Please see notes overleaf before completing this form)

**IMPORTANT:**

1. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investors") and/or the Supplementary Retirement Scheme ("SRS Investor") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF Investors and/or SRS Investors who are unable to attend the Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy and submit their votes at least 7 working days before the Meeting, in which case, the CPF Investor and/or SRS Investor shall be precluded from attending the Meeting.
2. This Proxy Form is not valid for use by CPF Investors and/or SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We, \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport No./Co. Reg. No.)

of \_\_\_\_\_ (Address)

being \*a member/members of **WILTON RESOURCES CORPORATION LIMITED** (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing either or both of the persons referred to the above, the Chairman of the Extraordinary General Meeting of the Company (the "Meeting"), as \*my/our \*proxy/proxies to vote for \*me/us on \*my/our behalf at the Meeting to be held at Serangoon Gardens Country Club, Casuarina Room, 22 Kensington Park Road, Singapore 557271 on Monday, 2 June 2025 at 10:00 a.m. and at any adjournment thereof. \*I/We direct \*my/our \*proxy/proxies to vote for or against the Resolutions proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the \*proxy/proxies will vote or abstain from voting at \*his/her/their discretion. In appointing the Chairman of the Meeting as proxy, Shareholders (whether individuals or corporates) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

(If you wish to exercise all your votes "For", "Against" or to "Abstain" from voting, please indicate with a tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.)

	For	Against	Abstain
<b>Ordinary Resolution 1</b> Proposed Appointment of PKF-CAP LLP as Auditors of the Company			
<b>Ordinary Resolution 2</b> Approval of Directors' Fees of S\$133,377 for the financial year ended 31 December 2024			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2025

Total number of Shares Held	No. of Shares
(a) Depository Register	
(b) Register of Members	

\_\_\_\_\_  
Signature of Shareholder(s)  
and/or, Common Seal of Corporate Shareholder

\* Delete where inapplicable

**IMPORTANT: PLEASE READ NOTES OVERLEAF**



**Notes:**

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member of the Company (other than a Relevant Intermediary\*) entitled to attend and vote at the Meeting of the Company is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member (other than a Relevant Intermediary\*) appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
4. A Relevant Intermediary\* may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him/her (which number or class of shares shall be specified).
5. Subject to note 8, completion and return of this instrument appointing a proxy shall not preclude a Member from attending and voting at the Meeting. Any appointment of proxy or proxies shall be deemed to be revoked if a Member attends the Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Meeting.
6. The instrument appointing a proxy or proxies must (i) if sent personally or by post, be deposited at the registered office of the Company at 62 Ubi Road 1, Oxley Bizhub 2, #09-14, Singapore 408734; or (ii) by email to the Company at [email@wilton.sg](mailto:email@wilton.sg), and in either case, not less than 48 hours before the time appointed for the Meeting, and in default the instrument of proxy shall not be treated as valid.
7. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument, failing which the instrument may be treated as invalid.
8. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investor") (as may be applicable) may attend and cast his/her vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting but would like to vote, and wishes to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes at least seven (7) working days before the Meeting.

**Members are strongly encouraged to submit completed proxy form electronically via email to the Company.**

\* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

**General:**

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

**Personal Data Privacy:**

By submitting this proxy form, the member accepts and agrees to the personal data privacy terms as set out in the Notice of Extraordinary General Meeting dated 16 May 2025.