

LETTER TO SHAREHOLDERS DATED 10 MARCH 2023

THIS LETTER IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

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

Unless otherwise stated, capitalised terms on this cover are defined in this Letter under the Section entitled Definitions.

This Letter is circulated to Shareholders with TrickleStar's 2022 Annual Report. Its purpose is to explain to Shareholders the rationale, and to provide information, for the proposed renewal of the Share Buy-Back Mandate to be tabled at the annual general meeting ("**AGM**") (to be held on 29 March 2023 by electronic means at 10.30 am).

The Notice of AGM and proxy form are enclosed with the 2022 Annual Report. A printed copy of this Letter will not be sent to members. The 2022 Annual Report and this Letter have been made available on SGXNET and the Company's website.

If you have sold or transferred all your Shares, you should immediately send this Letter, the Notice of AGM and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Letter has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited, which assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Shervyn Essex, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.

TRICKLESTAR LIMITED

(Company Registration No.: 201837106C)
(Incorporated in the Republic of Singapore)

LETTER TO SHAREHOLDERS

in relation to

THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

IMPORTANT DATES AND TIMES:

Last date and time for lodgement of Proxy Form : 26 March 2023 at 10.30 a.m.
Date and time of Annual General Meeting : 29 March 2023 at 10.30 a.m.
(To be held by electronic means)

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DEFINITIONS AND TERMS

“ACRA”	:	Accounting and Corporate Regulatory Authority of Singapore;
“Act” or “Companies Act”	:	The Companies Act 1967;
“AGM”	:	The annual general meeting of TrickleStar; and AGM for 2022 means the meeting to be held on 29 March 2023, notice of which is set out in TrickleStar’s 2022 Annual Report;
“Associate”	:	(a) In relation to any Director, Chief Executive Officer, Substantial Shareholder or Controlling Shareholder (being an individual) means: <ul style="list-style-type: none">(i) his immediate family;(ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and(iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more, and (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such company or companies taken together (directly or indirectly) have an interest of 30% or more;
“2022 Annual Report”	:	TrickleStar’s annual report for the financial year ended 31 December 2022;
“Audit Committee”	:	The audit committee of TrickleStar;
“Auditors”	:	The auditors of TrickleStar as appointed from time to time;
“Board”	:	The board of Directors of TrickleStar;
“Catalist”	:	The sponsor-supervised listing platform of the SGX-ST;
“Catalist Rules”	:	The SGX-ST Listing Manual Section B: Rules of Catalist, as amended, supplemented or modified;
“CDP”	:	The Central Depository (Pte) Limited;
“CEO”	:	Chief Executive Officer;

“CircleBright”	:	CircleBright Limited;
“CPF”	:	Central Provident Fund;
“Company” or “TrickleStar”	:	TrickleStar Limited;
“Constitution”	:	The constitution of TrickleStar;
“Control”	:	The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of TrickleStar;
“Controlling Shareholder”	:	A person who: <ul style="list-style-type: none"> (a) holds directly or indirectly 15% or more of the nominal amount of all voting shares in TrickleStar. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or (b) in fact exercises Control over TrickleStar;
“Date of Award”	:	The date on which Shares are Awarded to a Participant pursuant to the PSP;
“Depositor”, “Depository Agent” and “Depository Register”	:	Have the meanings ascribed to them, respectively, in Section 81SF of the Securities and Futures Act 2001;
“Director(s)”	:	Director(s) of TrickleStar;
“Mr. Emby”	:	Bernard Christopher Emby;
“EPS”	:	Earnings per Share;
“Executive Director”	:	A Director of TrickleStar and/or its subsidiaries, as the case may be, who performs an executive function;
“FY”	:	Financial year ended or ending 31 December, as the case may be;
“Group”	:	TrickleStar and its subsidiaries;
“Latest Practicable Date”	:	27 February 2023, being the latest practicable date prior to the printing of this Letter;
“Letter”	:	This letter to Shareholders;
“Market Day”	:	A day on which the SGX-ST is open for trading of securities;

“Market Price”	:	The average of the last dealt prices for a Share, as determined by reference to the daily Official List (as defined in the Catalist Rules) published by the SGX-ST for a period of five (5) consecutive trading days immediately preceding the Offering Date of that Option, provided always that in the case of a Market Day on which the Shares of TrickleStar are not traded on the SGX-ST, the last dealt price for Shares on such Market Day shall be deemed to be the last dealt price of the Shares on the immediate preceding Market Day on which the Shares were traded, rounded up to the nearest whole cent in the event of fractional prices;
“Non-Executive Director”	:	A director of TrickleStar and/or its subsidiaries, as the case may be, other than an Executive Director;
“Notice of AGM”	:	The notice of AGM as set out in TrickleStar’s 2022 Annual Report;
“NTA”	:	Net tangible assets;
“Proposed Resolution”	:	The resolution to renew the authority to repurchase Shares under the Share Buy-Back Mandate to be proposed at the AGM for 2022;
“PWCO”	:	Messrs Paul Wan & Co;
“Securities Account”	:	A securities account maintained by a Depositor with CDP, but does not include a securities account maintained with a Depository Agent;
“SFA”	:	The Securities and Futures Act 2001;
“SGX-ST”	:	Singapore Exchange Securities Trading Limited;
“Share(s)”	:	Ordinary share(s) in the capital of TrickleStar;
“Shareholders”	:	Registered holders of Shares, except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP whose Securities Accounts are credited with those Shares;
“Share Buy-Back”	:	The purchase or acquisition by TrickleStar of its own Shares pursuant to the Share Buy-Back Mandate;
“Share Buy-Back Mandate”	:	The general mandate given by Shareholders to authorise the Directors to purchase, on behalf of TrickleStar, Shares in accordance with the terms set out in this Letter and the rules and regulations of the Companies Act and the Catalist Rules;

“Sponsor”	:	PrimePartners Corporate Finance Pte. Ltd.;
“Subsidiary” and “substantial shareholder”	:	Have the meanings ascribed to them respectively in the Companies Act and the Catalist Rules;
“Take-over Code”	:	The Singapore Code on Take-overs and Mergers;
“S\$” and “S\$ cents”	:	Dollars and cents respectively of the currency of Singapore;
“US\$” and “US\$ cents”	:	Dollars and cents respectively of the currency of United States of America;

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*.

Words importing persons shall, where applicable, include corporations and unincorporated associations.

Any reference to a time of day in this Letter shall be a reference to Singapore time unless otherwise stated. Any reference to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Any discrepancies in the tables included herein between the listed amounts and totals thereof are due to rounding. Accordingly, figures shown as totals in this Letter may not be an arithmetic aggregation of the figures that precede them.

Any term defined under the Act or the Catalist Rules, or any statutory modification thereof and used in this Letter shall, where applicable, have the meaning ascribed to it under the Act or the Catalist Rules, or such modification thereof, as the case may be, unless otherwise provided.

TRICKLESTAR LIMITED
(Company Registration No.: 201837106C)
(Incorporated in the Republic of Singapore)

Directors:

Ling Hee Keat (*Non-Executive Independent Chairman*)
Gunananthan Nithyanantham (*Executive Director, Chief Operating Officer and Acting Executive Officer*)
Bernard Christopher Emby (*Executive Director and Chief Executive Officer*)
Chuah Jern Ern (*Non-Executive Independent Director*)
Jeremy John Figgins (*Non-Executive Independent Director*)

Registered Office:

80 Robinson Road
#02-00
Singapore 068898

10 March 2023

Dear Shareholders

Proposed Renewal of Share Buy-Back Mandate

INTRODUCTION

The Directors are seeking the approval of Shareholders for renewal of the Share Buy-Back Mandate by ordinary resolution (Resolution 5) at the AGM for 2022 (“**Proposed Resolution**”).

The purpose of this Letter is to provide you with information relating to the Proposed Resolution and to seek approval from Shareholders in respect of the same at the upcoming AGM for financial year ended 31 December 2022 (“**FY2022**”), to be held on 29 March 2023 by electronic means at 10:30 a.m., notice of which is set out in TrickleStar’s 2022 Annual Report.

THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

1. Background

- 1.1. The Companies Act allows TrickleStar to purchase or otherwise acquire its Shares if the purchase or acquisition is permitted under its Constitution. Any purchase or acquisition of Shares by TrickleStar has to be made in accordance with the Companies Act and such other laws and regulations as may, for the time being, be applicable. As TrickleStar is listed on the Catalist, it is, therefore, required to comply with Part XI of Chapter 8 of the Catalist Rules, which relates to the purchase or acquisition by an issuer of its own shares.
- 1.2. It is a requirement under the Companies Act and the Catalist Rules that a company that wishes to purchase or otherwise acquire its own shares should obtain approval of its shareholders to do so at a general meeting. In this regard, the Shareholders last approved the Share Buy-Back Mandate at TrickleStar’s AGM held on 25 March 2022. The Share Buy-Back Mandate, unless renewed, is expiring on the date of the AGM for FY2022.

- 1.3. Accordingly, TrickleStar is seeking approval from Shareholders for the renewal of the Share Buy-Back Mandate at the AGM for FY2022. If approved by Shareholders, the authority conferred by the Share Buy-Back Mandate will continue to be in force until TrickleStar's subsequent AGM (expected in 2024), when it will lapse, unless renewed at such meeting or varied or revoked by a general meeting of Shareholders prior to the subsequent AGM.
- 1.4. As at the Latest Practicable Date, TrickleStar had not bought back any of its Shares.

2. Rationale for the Share Buy-Back Mandate

- 2.1. The proposed renewal of the Share Buy-Back Mandate would give TrickleStar flexibility to undertake buy-backs of Shares as and when circumstances permit, for so long as the Share Buy-Back Mandate is in force.
- 2.2. A Share Buy-Back at the appropriate price level is one of the ways through which the return on equity of TrickleStar may be enhanced. Further, amongst other things, Share Buy-Backs provide TrickleStar with a mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements in an expedient and cost-efficient manner. The Directors also believe that, in certain circumstances, Share Buy-Backs may help mitigate against short term volatility in TrickleStar's Share price and offset the effects of short-term speculation. Share Buy-Backs will also allow Directors greater control over TrickleStar's Share capital structure, dividend payout and cash reserves.
- 2.3. A Share Buy-Back may, depending on market conditions and funding arrangements at the time it is effected, lead to an enhancement of EPS and/or NTA per Share of TrickleStar and the Group.
- 2.4. Shareholders should note that Share Buy-Backs will only be made when the Directors believe that such purchases or acquisitions would benefit TrickleStar and its Shareholders and would not have a material adverse effect on the financial position of TrickleStar.

3. Terms of the Share Buy-Back Mandate

- 3.1. The authority and limitations placed on purchases and acquisitions of Shares by TrickleStar under the Share Buy-Back Mandate are summarised below:

Maximum number of Shares

- 3.2. Only Shares which are issued and fully paid-up may be purchased or acquired by TrickleStar.
- 3.3. The total number of Shares that may be purchased or acquired is limited to that number of Shares representing not more than 10% of the issued Share capital of TrickleStar (excluding treasury Shares), ascertained as at the date of the AGM at which the Share Buy-Back Mandate is approved ("**Approval Date**"), unless TrickleStar has effected a reduction in its Share capital in accordance with the applicable provisions of the Companies Act during the relevant period, in which event the total number of Shares shall be taken to be the total number of Shares as altered (excluding treasury Shares that may be held by TrickleStar from time to time). For the purposes of calculating the percentage of issued Shares, any Shares which are held as treasury Shares will be disregarded.

- 3.4. **For illustrative purposes only**, based on the existing issued and paid-up Share capital of TrickleStar of 83,179,330 Shares (there are no treasury Shares) and assuming that no further Shares are issued on or prior to the AGM for FY2022, not more than 8,317,933 Shares (representing approximately 10% of the Shares in issue as at that date) could be purchased or acquired by TrickleStar pursuant to the proposed Share Buy-Back Mandate.

Duration of authority

- 3.5. Purchases or acquisitions of Shares may be made at any time and from time to time from the Approval Date up to the earliest of:
- 3.5.1. the date on which the next AGM of TrickleStar is held or required by law or the Constitution to be held;
 - 3.5.2. the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked by Shareholders in a general meeting; or
 - 3.5.3. the date on which the Share Buy-Back is carried out to the full extent mandated.
- 3.6. The Share Buy-Back Mandate may be renewed at an AGM or other general meeting of TrickleStar.

Manner of purchases or acquisitions of Shares

- 3.7. Purchases or acquisitions of Shares may be made by way of, *inter alia*:
- 3.7.1. on-market purchase(s) ("**Market Purchase**"), transacted on the SGX-ST through the ready market or, as the case may be, any other stock exchange on which Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by TrickleStar for the purpose; and/or
 - 3.7.2. off-market purchase(s) ("**Off-Market Purchase**") (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as defined in Section 76C of the Companies Act.
- 3.8. The Directors may impose such terms and conditions that are consistent with the Share Buy-Back Mandate, the Catalist Rules and the Companies Act, as they consider fit in the interests of TrickleStar in connection with, or in relation to, any equal access scheme(s). Under the Companies Act, an equal access scheme must satisfy all the following conditions:
- 3.8.1. offers for the purchase of issued Shares shall be made to every person who holds issued Shares to purchase the same percentage of their issued Shares;
 - 3.8.2. all of those persons shall be given a reasonable opportunity to accept the offers made to them; and
 - 3.8.3. the terms of the offers are the same, except that there shall be disregarded:
 - 3.8.3.1. differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;

3.8.3.2. (if applicable) differences in consideration attributable to the fact that offers relate to Shares with different amounts remaining unpaid; and

3.8.3.3. differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

3.9. In addition, the Catalist Rules provide that, in making an Off-Market Purchase in accordance with an equal access scheme, TrickleStar must issue an offer document to all Shareholders which must contain at least the following information:

3.9.1. the terms and conditions of the offer;

3.9.2. the period and procedures for acceptances;

3.9.3. the reasons for the proposed Share Buy-Back;

3.9.4. the consequences, if any, of Share Buy-Backs by TrickleStar that will arise under the Take-over Code or other applicable takeover rules;

3.9.5. whether the Share Buy-Back, if made, would have any effect on the listing of the Shares on the SGX-ST;

3.9.6. details of any Share Buy-Backs (whether Market Purchases or Off-Market Purchases in accordance with an equal access scheme) made by TrickleStar in the previous 12 months, giving the total number of Shares purchased or acquired, the purchase price per Share or the highest and lowest prices paid for the purchases or acquisitions, where relevant, and the total consideration paid for the purchases or acquisitions;

3.9.7. whether the Shares purchased by TrickleStar will be cancelled or kept as treasury Shares.

Maximum Purchase Price

3.10. The purchase price (excluding brokerage, stamp duties, goods and services tax and other related expenses) to be paid for the Shares purchased or acquired will be determined by the Directors.

3.11. However, the purchase price to be paid for a Share as determined by the Directors must not exceed:

3.11.1. in the case of a Market Purchase, 105% of the Average Closing Price (as defined hereinafter) of the Shares; and

3.11.2. in the case of an Off-Market Purchase pursuant to an equal access scheme, 105% of the Average Closing Price (as defined hereinafter) of the Shares,

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

3.12. For the above purposes:

3.12.1. "Average Closing Price" means the average of the closing market prices of the Shares over the last five (5) Market Days on the SGX-ST, on which transactions in the Shares were recorded, immediately preceding the day on which the Market Purchase was made or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Day period and the day on which the Market Purchase was made;

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

4. Status of Purchased or Acquired Shares under the Share Buy-Back Mandate

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

4.2. All Shares purchased or acquired by TrickleStar (other than treasury Shares held by TrickleStar to the extent permitted under the Companies Act) will be automatically delisted by the SGX-ST and (where applicable) all certificates in respect thereof will be cancelled and destroyed by TrickleStar as soon as reasonably practicable following settlement of any such purchase or acquisition.

5. Treasury Shares

5.1. Under the Companies Act, Shares purchased or acquired by a company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act, as they relate to TrickleStar, are summarised below:

Maximum Holdings

5.2. The number of Shares held as treasury Shares cannot at any time exceed 10% of the total number of issued Shares. Any Shares in excess of this limit shall be disposed of or cancelled in accordance with Section 76K of the Companies Act within six (6) months or such further periods as ACRA may allow.

Voting and Other Rights

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

5.4. In addition, no dividend may be paid, and no other distribution of TrickleStar's assets may be made, to TrickleStar in respect of treasury Shares. However, the allotment of Shares as fully paid bonus Shares in respect of treasury Shares is allowed. Also, a subdivision or consolidation of treasury Shares into treasury Shares of a greater or smaller amount is allowed so long as the total value of the treasury Shares after the subdivision or consolidation is the same as before.

Disposal and Cancellation

- 5.5. Where Shares are held as treasury Shares, TrickleStar may at any time:
- 5.5.1. sell the treasury Shares for cash;
 - 5.5.2. transfer the treasury Shares for the purposes of or pursuant to an employees' share scheme;
 - 5.5.3. transfer the treasury Shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
 - 5.5.4. cancel the treasury Shares; or
 - 5.5.5. sell, transfer or otherwise use the treasury Shares for such other purposes as may be prescribed by the Minister for Finance of Singapore.
- 5.6. In addition, under Rule 704(31) of the Catalist Rules, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury Shares. Such announcement must include:
- 5.6.1. the date of the sale, transfer, cancellation and/or use;
 - 5.6.2. the purpose of such sale, transfer, cancellation and/or use;
 - 5.6.3. the number of treasury Shares sold, transferred, cancelled and/or used;
 - 5.6.4. the number of treasury Shares before and after such sale, transfer, cancellation and/or use;
 - 5.6.5. the percentage of the number of treasury Shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and
 - 5.6.6. the value of the treasury Shares if they are used for a sale or transfer, or cancelled.

6. Source of Funds for Share Buy-Back

- 6.1. In purchasing Shares under the Share Buy-Back Mandate, TrickleStar may only apply funds legally available for such purchase in accordance with its Constitution, and the applicable laws in Singapore. TrickleStar may not purchase or acquire its Shares on Catalist for a consideration other than cash or, in the case of a Market Purchase, for settlement otherwise than in accordance with the trading rules of the SGX-ST. Share Buy-Backs by TrickleStar may be made out of TrickleStar's profits or capital so long as TrickleStar is solvent (as defined in Section 76F(4) of the Companies Act).
- 6.2. When Shares are purchased or acquired, and cancelled:
- 6.2.1. if the Shares are purchased or acquired entirely out of the capital of TrickleStar, TrickleStar shall reduce the amount of its share capital by the total amount of the purchase price paid by TrickleStar for the Shares (excluding brokerage, stamp duties, goods and services tax, clearance fees and other related expenses) ("**Purchase Price**");

- 6.2.2. if the Shares are purchased or acquired entirely out of profits of TrickleStar, TrickleStar shall reduce the amount of its profits available for the distribution of cash dividends by the total amount of the Purchase Price; or
- 6.2.3. where the Shares are purchased or acquired out of both the capital and the profits of TrickleStar, TrickleStar shall reduce the amount of its share capital and profits available for the distribution of cash dividends proportionately by the total amount of the Purchase Price.
- 6.3. TrickleStar intends to use internal resources and/or external borrowings to fund purchases of Shares pursuant to the Share Buy-Back Mandate.
- 6.4. The purchase or acquisition of Shares pursuant to the Share Buy-Back Mandate will only be undertaken if the Directors believe it can benefit TrickleStar and its Shareholders. The Directors will only exercise the Share Buy-Back Mandate in a manner and to such extent that they believe that will not result in any material adverse effect on TrickleStar's and the Group's financial condition, including the liquidity and capital adequacy position of TrickleStar and the Group.

7. Financial Effects of the Share Buy-Back Mandate

- 7.1. Shareholders should note that the financial effects illustrated below are for illustration purposes only. In particular, it is important to note that the financial analysis set out below is based on the audited consolidated financial statements for FY2022 and are not necessarily representative of future financial performance of TrickleStar or the Group. Although the proposed Share Buy-Back Mandate would authorise TrickleStar to buy-back up to 10% of its issued Shares, TrickleStar may not necessarily buy-back or be able to buy-back 10% of its issued Shares in full.
- 7.2. It is not possible for TrickleStar to calculate realistically or quantify the financial effects of purchases that may be made pursuant to the Share Buy-Back Mandate, as it would depend on factors such as the aggregate number of Shares purchased or acquired, the purchase prices paid at the relevant time, the amount (if any) borrowed by TrickleStar to fund the purchases, whether the purchase or acquisition is made out of profits or capital and whether the Shares purchased are held in treasury or cancelled. The purchase price paid by TrickleStar for the Shares (excluding brokerage, stamp duties, goods and services tax and other related expenses) will correspondingly reduce the amount available for the distribution of cash dividends by TrickleStar. The Directors do not propose to exercise the Share Buy-Back Mandate to such an extent that it would have a material adverse effect on the working capital requirements of the Group. The purchase of the Shares will only be effected after considering relevant factors such as the working capital requirement, availability of financial resources, the expansion and investment plans of the Group, and prevailing market conditions. The proposed Share Buy-Back Mandate will be exercised with a view to enhancing the EPS and/or NTA per Share of the Group. The financial effects presented in this section of this Letter are based on the assumption that at the Latest Practicable Date, the issued share capital of TrickleStar comprised 83,179,330 Shares (there are no treasury Shares).
- 7.3. Purely for illustrative purposes, on the basis of 83,179,330 Shares and with no treasury Shares in issue, the purchase by TrickleStar of approximately 10% of its issued Shares would result in the purchase of 8,317,933 Shares.

- 7.4. Assuming that TrickleStar purchases or acquires 8,317,933 Shares at a Maximum Price of S\$0.25 for each Share (being the price equivalent to 105% of the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the Official List of the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition would be approximately S\$2.1 million in the case of both On-Market and Off-Market Purchases (equivalent to US\$1.6 million based on an exchange rate of USD1: S\$1.35 as at the Latest Practicable Date⁽¹⁾).
- 7.5. For illustrative purposes only and on the basis of the assumptions set out above as well as the following:
- 7.5.1. the Share Buy-back Mandate had been effective on 1 January 2022 and TrickleStar effected Share Buy-Back on that date;
- 7.5.2. the Share purchases are funded solely by internal cash of the Group;
- 7.5.3. transaction costs incurred during the Share Buy-Back are insignificant and have thus been ignored for the purpose of computing the financial effects; and
- 7.5.4. the impact of borrowings had no effect on the profits of TrickleStar, the financial effects of:
- 7.5.5. the acquisition of 10% of its issued Shares by TrickleStar pursuant to the Share Buy-Back Mandate by way of purchases made entirely out of capital and held as treasury Shares ("**Scenario A**"); and

(1) Source: <https://www.poundsterlinglive.com>

7.5.6. the acquisition of 10% of its issued Shares by TrickleStar pursuant to the Share Buy-Back Mandate by way of purchases made entirely out of capital and cancelled (“**Scenario B**”),

on the audited consolidated financial results of the Group and TrickleStar for FY2022, are set out below:–

Scenario A – Purchases made entirely out of capital and held as treasury Shares

	GROUP			COMPANY		
	As at 31 December 2022	AFTER		As at 31 December 2022	AFTER	
		Market Purchase	Off Market Purchase		Market Purchase	Off Market Purchase
Profit/(Loss) Attributable to owners of TrickleStar (US\$'000)	164	164	164	736	736	736
Share Buy Back Details						
USD to SGD Rate		1.35	1.35		1.35	1.35
Price per share (S\$)		0.25	0.25		0.25	0.25
No Shares Bought Back ('000)		8,318	8,318		8,318	8,318
Total Cost (S\$'000)		2,080	2,080		2,080	2,080
Total Cost (US\$'000)		1,542	1,542		1,542	1,542
Equity (US\$'000)						
Share Capital	7,490	7,490	7,490	7,490	7,490	7,490
Treasury Shares	–	(1,542)	(1,542)	–	(1,542)	(1,542)
Accumulated Profit (Loss)	(2,074)	(2,074)	(2,074)	1,607	1,607	1,607
Reserves	(98)	(98)	(98)	54	54	54
Shareholders' Equity	5,318	3,776	3,776	9,151	7,609	7,609
NTA	5,318	3,776	3,776	9,151	7,609	7,609
Current Assets	8,590	7,048	7,048	7,361	7,759	7,759
Current Liabilities	(3,356)	(3,356)	(3,356)	(56)	(1,200)	(1,200)
Working capital	5,234	3,692	3,692	7,305	6,559	6,559
Total Borrowings	–	–	–	–	(1,144)	(1,144)
Cash and Cash Equivalents	2,235	693	693	398	–	–
Financial Ratios						
Number of Shares (‘000)	83,179	74,861	74,861	83,179	74,861	74,861
Weighted Average No. Shares (‘000)	82,954	75,730	75,730	82,954	75,730	75,730
NTA per Share (US cents)	6.39	5.04	5.04	11.00	10.16	10.16
Current Ratio	2.56	2.10	2.10	131.45	6.47	6.47
Basic EPS (US cents)	19.77	21.66	21.66	88.72	97.19	97.19

Notes appear below the table for Scenario B.

Scenario B – Purchases made entirely out of capital and cancelled.

	GROUP			COMPANY		
	As at 31 December 2022	AFTER		As at 31 December 2022	AFTER	
		Market Purchase	Off Market Purchase		Market Purchase	Off Market Purchase
Profit/(Loss) Attributable to owners of TrickleStar (US\$'000)	164	164	164	736	736	736
Share Buy Back Details						
S\$:USD Rate		1.35	1.35		1.35	1.35
Price per share (S\$)		0.25	0.25		0.25	0.25
No Shares Bought Back ('000)		8,318	8,318		8,318	8,318
Total Cost (S\$'000)		2,080	2,080		2,080	2,080
Total Cost (US\$'000)		1,542	1,542		1,542	1,542
Equity (US\$'000)						
Share Capital	7,490	5,948	5,948	7,490	5,948	5,948
Treasury Shares	–	–	–	–	–	–
Accumulated Profit (Loss)	(2,074)	(2,074)	(2,074)	1,607	1,607	1,607
Reserves	(98)	(98)	(98)	54	54	54
Shareholders' Equity	5,318	3,776	3,776	9,151	7,609	7,609
NTA	5,318	3,776	3,776	9,151	7,609	7,609
Current Assets	8,590	7,048	7,048	7,361	7,759	7,759
Current Liabilities	(3,356)	(3,356)	(3,356)	(56)	(1,200)	(1,200)
Working capital	5,234	3,692	3,692	7,305	6,559	6,559
Total Borrowings	–	–	–	–	(1,144)	(1,144)
Cash and Cash Equivalents	2,235	693	693	398	–	–
Financial Ratios						
Number of Shares (‘000)	83,179	74,861	74,861	83,179	74,861	74,861
Weighted Average No. Shares (‘000)	82,954	75,730	75,730	82,954	75,730	75,730
NTA per Share (US cents)	6.39	5.04	5.04	11.00	10.16	10.16
Current Ratio	2.56	2.10	2.10	131.45	6.47	6.47
Basic EPS (US cents)	19.77	21.66	21.66	88.72	97.19	97.19

Notes to the above tables:

1. NTA equals Total Equity less intangible assets and non-controlling interests. NTA per Share equals NTA divided by the number of Shares as at 31 December 2022.
2. Current Ratio equals current assets divided by current liabilities.

3. As at 31 December 2022 Basic EPS equals Profit attributable to owners of TrickleStar divided by the weighted average number of Shares as at 31 December 2022. Market purchase and off market purchase EPS equals Profit attributable to owners of TrickleStar divided by the weighted average number of Shares as at 31 December 2022 adjusted for share buy-back of 8,317,933 Shares and issuance of 464,745 Shares pursuant to the exercise of Performance Share Plan on 1 June 2023.
4. If the Shares had been bought-back out of profits:
 - (a) in Scenario A, there would be no change to the numbers shown; and
 - (b) in Scenario B, the Share Capital would be unchanged before and after the Buy-Back and the Accumulated Profits/(Losses) would be reduced by the value of the buy-back; and
 - (c) in both Scenario A and Scenario B, the changes in the financial ratios shown in the above tables would be insignificant.
- 7.6. The actual impact will depend on the number and price of the Shares bought back. As stated, the Directors do not propose to exercise the Share Buy-Back Mandate to such an extent that it would have a material adverse effect on the working capital requirements and/or gearing of the Group. The purchase of the Shares will only be effected after considering relevant factors such as the working capital requirement, availability of financial resources, the expansion and investment plans of the Group, and the prevailing market conditions. The proposed Share Buy-Back Mandate will be exercised with a view to enhance the EPS and/or NAV per Share of the Group.
- 7.7. Shareholders should note that the financial effects set out above, based on the respective aforesaid assumptions, are for illustrative purposes only. In particular, it is important to note that the above analysis is based on the audited accounts of the Group for FY2022, and is not representative of the future financial performance of the Group.
- 7.8. It should be noted that, although the Share Buy-Back Mandate would authorise TrickleStar to purchase or otherwise acquire up to 10% of the issued Shares, TrickleStar may not necessarily purchase or acquire or be able to purchase or otherwise acquire the entire 10% of the issued Shares. In addition, TrickleStar may cancel, or hold as treasury Shares, all or part of the Shares purchased or otherwise acquired. TrickleStar will take into account both financial and non-financial factors (for example, stock market conditions and the performance of the Shares) in assessing the relative impact of a Share Buy-Back before execution.

8. Tax Implications

Shareholders who are in doubt as to their respective tax positions or the tax implications of a share buy-back by TrickleStar or who may be subject to tax, whether in or outside Singapore, should consult their own professional advisers.

9. Catalyst Rules

- 9.1. As at the Latest Practicable Date, approximately 30.84% of the issued Shares of TrickleStar is held in the hands of the public. Assuming that TrickleStar repurchased the maximum 10% of that issued Share capital from members of the public by way of a Market Purchase, the percentage of Shares held by the public would be approximately 23.16%. Accordingly, TrickleStar is of the view that there is a sufficient number of issued Shares held in the hands of the public which would permit TrickleStar to undertake purchases or acquisitions of its issued Shares up to the full 10% limit pursuant to the Share Buyback Mandate without affecting its listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to adversely affect the orderly trading of Shares.

- 9.2. Depending on the identity of sellers, the number of Shareholders of TrickleStar might reduce following any Buy-Back. The Directors will use their best efforts to ensure that TrickleStar does not effect Share Buy-Backs if the same would result in the number of Shares remaining in the hands of the public falling to such a level as to cause market illiquidity or adversely affect the listing status of TrickleStar. Therefore, any Share Buy-Back is not expected to affect the listing status or adversely affect the orderly trading of TrickleStar's Shares on the Catalist market of SGX-ST.
- 9.3. A listed company may only purchase shares by way of a market acquisition at a price which is not more than 5% above the average closing market price. The term average closing market price is defined as the average of the closing market prices of shares over the last five (5) market days, on which transactions in the shares were recorded, before the day on which purchases are made and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Day period and the day on which the Market Purchase was made. The Maximum Price for a Share in relation to Market Purchases by TrickleStar, referred to later in this Letter, conforms to this restriction.
- 9.4. A listed company has to report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m.:
- 9.4.1. in the case of a Market Purchase, on the Market Day following the day of purchase of any of its shares; and
- 9.4.2. in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of an offer under such scheme.
- The notification of such purchase or acquisition of shares to the SGX-ST will be in such form and shall include such details that the SGX-ST may prescribe. TrickleStar will make arrangements with its stockbrokers to ensure that they provide TrickleStar, in a timely fashion, with the information that will enable it to make the necessary notifications to the SGX-ST.
- 9.5. While the Catalist Rules do not expressly prohibit any purchase of shares by a listed company during any particular time, because the listed company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued shares, TrickleStar will not undertake any purchase or acquisition of Shares pursuant to the Share Buy-Back Mandate at any time after any matter or development of a price-sensitive nature has occurred or has been the subject of consideration and/or a decision of the Board, until such price-sensitive information has been publicly announced. Further, in conformity with the best practices on dealing with securities under the Catalist Rules, TrickleStar will not purchase or acquire any Shares through Market Purchases during the period of one month before the announcements of TrickleStar's full year and half year financial statements and ending on the date of announcement of the relevant results.

10. Take-Over Obligations

Obligation to make a Take-over Offer

- 10.1. Pursuant to the Take-over Code, an increase of a Shareholder's proportionate interest in the voting rights of TrickleStar resulting from a share buy-back by TrickleStar will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code (**Rule 14**).
- 10.2. Under Rule 14, a Shareholder and persons acting in concert with the Shareholder will incur an obligation to make a mandatory take-over offer if, inter alia, they and persons acting in concert with them, increase their voting rights in TrickleStar to 30% or more or, if they, together holding between 30% and 50% of TrickleStar's voting rights, increase their voting rights in TrickleStar by more than 1% in any period of six (6) months.

Persons Acting in Concert

- 10.3. Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.
- 10.4. Unless the contrary is established, the following persons will, *inter alia*, be presumed to be acting in concert:
 - 10.4.1. a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);
 - 10.4.2. a company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the above companies, and any company whose associated companies include any of the above companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the aforesaid persons for the purchase of voting rights;
 - 10.4.3. a company with any of its pension funds and employee share schemes;
 - 10.4.4. a person with any investment company, unit trust or other fund in respect of the investment account which such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
 - 10.4.5. a financial or other professional adviser, with its clients in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser and all the funds which the adviser manages on a discretionary basis, where the shareholding of the adviser and any of those funds in the client total 10% or more of the client's equity share capital;
 - 10.4.6. directors of a company, together with their close relatives, related trusts and companies controlled by any of them, which is subject to an offer where they have reason to believe a bona fide offer for their company may be imminent;

10.4.7. partners; and

10.4.8. an individual, his close relatives, his related trusts, and any person who is accustomed to act according to the instructions and companies controlled by any of the above and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the aforesaid persons for the purchase of voting rights.

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

10.5. The circumstances under which Shareholders of TrickleStar (including Directors of TrickleStar) and persons acting in concert with them respectively will incur an obligation to make a take-over offer under Rule 14 after a purchase or acquisition of Shares by TrickleStar are set out in Appendix 2 of the Take-over Code.

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

10.6. In general terms, the effect of Rule 14 and Appendix 2 is that, unless exempted, Directors of TrickleStar and persons acting in concert with them will incur an obligation to make a take-over offer for TrickleStar under Rule 14 if, as a result of TrickleStar purchasing or acquiring its Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or, if the voting rights of such Directors and their concert parties fall between 30% and 50% of TrickleStar's voting rights, the voting rights of such Directors and their concert parties increase by more than 1% in any period of six (6) months.

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

10.8. As at the Latest Practicable Date, Mr. Emby and CircleBright and persons presumed to be acting in concert with them under the Take-over Code (the "**Concert Group**") hold in aggregate 42.1% of TrickleStar's voting rights. Therefore, when TrickleStar purchases or acquires its Shares pursuant to the Share Buy-Back Mandate, any resulting increase in the percentage of voting rights held by the Concert Group will not incur an obligation to make a mandatory take-over offer under Rule 14 of the Take-over Code.

In the event that the Share Buy-Back Mandate is exercised to its maximum 10%, the interest of Mr. Emby and the Concert Group (the "**Relevant Parties**") in the Company could increase by more than 1% in any period of six (6) months. Accordingly, the Relevant Parties will be required to make a general offer under Rule 14 of the Take-Over Code.

Conditions for exemption from having to make a general offer under Rule 14 of the Take-over Code

Pursuant to Section 3(a) of Appendix 2 of the Take-over Code, the Relevant Parties will be exempted from the requirement to make a general offer under Rule 14 of the Take-over Code if their respective shareholding in the Company increases by more than 1% in any six (6) months as a result of any Share buy-back carried out by the Company pursuant to the Share Buy-Back Mandate, subject to the following conditions:

- (a) the circular to Shareholders seeking their approval for the Share Buy-Back Mandate will contain:
 - (I) advice to the effect that by voting in favour of the resolution to approve the Share Buy-Back Mandate, Shareholders are waiving their rights to a general offer at the required price from the Relevant Parties; and
 - (II) the names and voting rights of the Relevant Parties as at the date of the resolution and after the Company exercises the power under the Share Buy-Back Mandate in full and purchases 10% of the issued Shares;
- (b) the resolution to authorise the Share Buy-Back Mandate is approved by a majority of Shareholders who are present and voting at the AGM on a poll who could not become obliged to make an offer as a result of the Share buy-back by the Company pursuant to the Share Buy-Back Mandate;
- (c) the Relevant Parties will abstain from voting for and/or recommending Shareholders to vote in favour of the resolution to approve the Share Buy-Back Mandate;
- (d) within seven (7) days after the passing of the resolution to approve the Share Buy-Back Mandate, Mr. Emby submits to the SIC a duly signed form as prescribed by the SIC;
- (e) the Relevant Parties have not acquired and will not acquire any Shares between the date on which they know that the announcement of the proposal for the renewal of the Share Buy-Back Mandate is imminent and the earlier of:
 - (I) the date on which the authority of the Share Buy-Back Mandate expires; and
 - (II) the date on which the Company announces that it has brought back such number of Shares as authorised by the Share Buy-Back Mandate or it has decided to cease buying back its Shares, as the case may be, if any such acquisitions, taken together with the Share buy-back, would cause their aggregate voting rights to increase by more than 1% in the preceding six (6) months.

As such, if the aggregate voting rights held by the Relevant Parties increase by more than 1% solely as a result of the Company's buy-back of Shares under the Share Buy-Back Mandate, and none of them has acquired any Shares during the relevant six (6) month period, then the Relevant Parties would be eligible for SIC's exemption from the requirement to make a general offer under Rule 14 of the Take-over Code, or where such exemption had been granted, would continue to enjoy the exemption.

If the Company ceases to buy-back Shares pursuant to the Share Buy-Back Mandate and the increase in the aggregate voting rights held by the Relevant Parties as a result of the relevant buy-back of Shares at such time is less than one (1)% in any six (6) month period, the Relevant Parties may acquire further voting rights in the Company. However, any increase in their percentage voting rights as a result of the buy-back of Shares pursuant to the Share Purchase Mandate will be taken into account together with any voting rights acquired by the Relevant Parties (by whatever means) in determining whether they have increased their aggregate voting rights by more than one (1)% in any six (6) month period.

10.9. Form 2 submission to the SIC

Form 2 (Submission by directors and their concert parties pursuant to Appendix 2) is the prescribed form to be submitted to the SIC by a director and persons acting in concert with him pursuant to the conditions for exemption from the requirement to make a take-over offer under Rule 14 of the Take-over Code as a result of the buy-back of shares by a listed company under its share purchase mandate.

As at the Latest Practicable Date, Mr. Emby has informed the Company that he will be submitting the Form 2 to the SIC within seven (7) days after the passing of the resolution relating to the renewal of the Share Buy-Back Mandate.

10.10. Advice to Shareholders

Shareholders should note that by voting for the renewal of the Share Buy-Back Mandate, they are waiving their rights to a take-over offer at the required price from Mr. Emby and the Concert Group in the circumstances set out above. Such a take-over offer, if required to be made and had not been exempted by the SIC, would have to be made in cash or be accompanied by a cash alternative at the required price.

Save as disclosed, the Directors are not aware of any facts or factors which suggest or imply that any particular person(s) and/or Shareholder(s) are, or may be regarded as, parties acting in concert such that their respective interests in voting shares in the capital of the Company should or ought to be consolidated, and consequences under the Take-over Code would ensue as a result of a purchase of Shares by the Company pursuant to the Share Purchase Mandate. Appendix 2 of the Take-over Code requires that the resolution to authorise the Share Buy-Back Mandate to be approved by a majority of those Shareholders present and voting at the meeting on a poll who could not become obliged to make an offer under the Take-over Code as a result of the Share buy-back. Accordingly, the said resolution is proposed to be taken on a poll and Mr. Emby and the Concert Group shall abstain from voting on such resolution.

10.11. General Caveat

The statements in this letter do not purport to be a comprehensive or exhaustive description of all implications that may arise under the Take-over Code. Shareholders who are in any doubt as to whether they could incur any obligation to make a take-over offer as results of any purchase of Shares by TrickleStar pursuant to the proposed Share Buy-Back Mandate are advised to consult their professional advisers and/or the Securities Industry Council of Singapore at the earliest opportunity before they acquire any Shares in TrickleStar during the period when a Share Buy-Back Mandate is in force.

11. Details of the Shares bought by TrickleStar in the previous 12 months

No purchases of Shares have been made by TrickleStar in the 12 months preceding the Latest Practicable Date.

12. Reporting Requirements under the Companies Act

Within 30 days of the passing of a Shareholders' resolution to approve the purchases of Shares by TrickleStar, TrickleStar shall lodge a copy of such resolution with ACRA. Within 30 days of a purchase of Shares on Catalist or otherwise, TrickleStar shall lodge with ACRA the notice of the purchase in the prescribed form, such notification including inter alia, the date of the purchase, the total number of Shares purchased by TrickleStar, the total number of Shares cancelled, the number of Shares held as treasury Shares, TrickleStar's issued ordinary share capital before the purchase and after the purchase of Shares, the amount of consideration paid by TrickleStar for the purchase, and whether the Shares were purchased out of the profits or the capital of TrickleStar.

13. Directors' and Substantial Shareholders' Interests

None of the Directors or substantial Shareholders have any interest, whether direct or indirect (other than through their respective shareholding interests in TrickleStar) in the renewal of the Share Buy-Back Mandate.

DIRECTORS' RECOMMENDATIONS AND OTHERS INFORMATION

14. Directors' and Substantial Shareholders' Interests

14.1. As at the Latest Practicable Date, save as disclosed below, the Directors or Substantial Shareholders (who are not Directors) had deemed interests in the Shares:

	Direct		Deemed	
	No.	%	No.	%
Directors				
Ling Hee Keat	1,898,429	2.28	2,073,893	2.49
Gunananthan Nithyanantham	7,740,310	9.31	–	–
Bernard Christopher Emby	25,805,393	31.02	9,212,133	11.08
Chuah Jern Ern	1,048,469	1.26	854,238	1.03
Jeremy John Figgins	203,562	0.24	–	–
Substantial Shareholders				
CircleBright Limited	9,212,133	11.08	–	–
Harald Weinbrecht	8,688,500	10.45	–	–

Notes:

- The percentage of issued share capital is calculated on the basis of 83,179,330 Shares as at the Latest Practicable Date.
- Mr Emby is deemed to have an interest in the 9,212,133 Shares held by CircleBright.
- Ling Hee Keat, our Non-Executive Independent Chairman, is deemed interested in 2,073,893 Shares held by his spouse, Yong Su Lin.
- Chuah Jern Ern, our Non-Executive Independent Director, is deemed interested in 854,238 Shares held by his spouse, Ng Mae Lin.

- (e) CircleBright Limited is a company incorporated in the British Virgin Islands. Its shareholders comprise Mr. Emby (who has a shareholding interest of approximately 51.1% of the issued and paid-up capital of CircleBright Limited as at the Latest Practicable Date), Gunananthan Nithyanantham an Executive Director, 18.4%, Harald Weinbrecht 11.6%, Law Cheok Chin 8.1%, Yong Su Lin (the spouse of Ling Hee Keat, our Non-Executive Independent Chairman) 3.2%, Emby Superannuation Fund (which is accustomed or under an obligation, either formal or informal, to act in accordance with the directions, instructions or wishes of Peter Bernard Emby, the father of Mr. Emby, our Executive Director and CEO) 2.4%, Patricia Lim Pek Yew 1.9%, Ng Mae Lin (the spouse of Chuah Jern Ern, our Non-Executive Independent Director) 2.9% and Wong Wei Tung 0.4%.
- (f) On the 11 January 2023, contingent Awards of 239,613 ordinary Shares pursuant to the PSP were granted to the following Directors:
 - (i) Ling Hee Keat was granted a contingent Award of 36,000 ordinary shares with the vesting period in June 2023,
 - (ii) Gunananthan Nithyanantham was granted a contingent Award of 97,613 ordinary shares with the vesting period in June 2023,
 - (iii) Chuah Jern Ern was granted a contingent Award of 36,000 ordinary shares with the vesting period in June 2023, and
 - (iv) Jeremy John Figgins was granted a contingent Award of 70,000 ordinary shares with the vesting period in June 2023.

15. Proposed Renewal of Share Buy-Back Mandate

The Directors, save for Mr. Emby who has abstained from making any recommendation to Shareholders pursuant to the conditions for exemption under Appendix 2 of the Take-over Code, having considered, *inter alia*, the terms, the rationale, and the benefits of the proposed renewal of the Share Buy-Back Mandate, are of the view that it is in the best interests of TrickleStar and accordingly recommend that the Shareholders vote in favour of the Resolution for the Renewal of the Buy-Back Mandate.

16. Abstentions from Voting

- 16.1. The Relevant Parties will abstain from voting at the AGM in respect of the resolution relating to the Proposed Renewal of Share Buy-Back Mandate pursuant to the conditions under Appendix 2 of the Take-over Code as set out in Section 10.8 of this Letter, and should decline appointment as proxies for voting at the AGM in respect of the aforesaid resolutions, unless specific instructions have been given in the proxy form on how the votes are to be cast.
- 16.2. TrickleStar will disregard any votes cast on a resolution by person(s) required to abstain from voting by the Catalist Rules or pursuant to a court order where such court order is served on TrickleStar.

17. Annual General Meeting

The AGM for FY2022, notice of which is set out in TrickleStar's 2022 Annual Report, to be held by electronic means on 29 March 2023 at 10.30 a.m. The meeting will include the Proposed Resolution.

18. Directors' Responsibility Statement

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

19. Advice to Shareholders

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.

20. Actions to be Taken by Shareholders

A member will not be able to attend the AGM in person. A member will be able to vote “live” on the resolutions to be tabled for approval at the AGM. A member (whether individual or corporate) who wishes to exercise his/her/its rights at the AGM may vote “live” via electronic means at AGM or appoint a proxy(ies) (including the Chairman of the AGM) as his/her/its proxy to attend, speak and vote at the AGM. A member who wishes to submit the proxy form must first download, complete and sign the proxy form attached to the Notice of AGM in accordance with the instructions printed thereon. The proxy form must be submitted to the Company in the following manner:

- (a) if submitted by post, be lodged at the office of the Company’s polling agent, Complete Corporate Services Pte Ltd, at 10 Anson Road, #29-07 International Plaza, Singapore 079903; or
- (b) if submitted electronically, be submitted via email to the Company’s polling agent at tricklestar-agm@ryt-poll.com, or via the AGM website at the URL <https://registration.ryt-poll.com/home/index/tricklestar-agm>

in either case, at least seventy-two (72) hours before the time appointed for holding the AGM.

The completion and return of the proxy form shall not preclude a member from attending, speaking and voting at the AGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the “live” AGM, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the proxy form, to the “live” AGM.

- 20.1. A Depositor shall not be regarded as a member of TrickleStar entitled to attend the AGM unless his name appears on the Depository Register at least 72 hours before the time appointed for the AGM.

21. Documents for Inspection

Copies of the following documents may be inspected at the registered office of TrickleStar at 80 Robinson Road, #02-00, Singapore 068898 during normal business hours from the date of this Letter to the date of the forthcoming AGM scheduled to be held on 29 March 2023:

- (a) the Constitution; and
- (b) the 2022 Annual Report.

Yours faithfully

For and on behalf of the Board of Directors of
TRICKLESTAR LIMITED

Ling Hee Keat
Chairman