

CIRCULAR DATED 10 JUNE 2025

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

This Circular is issued by COSCO SHIPPING International (Singapore) Co., Ltd. (the “**Company**”). This Circular, together with the Notice of Extraordinary General Meeting (“**EGM**”) and the accompanying Proxy Form, have been made available on SGXNET and the Company’s corporate website at <https://www.coscoshipping.com.sg>. Printed copies of this Circular will NOT be sent to the shareholders of the Company (the “**Shareholders**”). However, the Notice of EGM and the accompanying Proxy Form in relation to the Rights Issue (as defined herein), have been mailed to all Shareholders.

If you have sold or transferred all your shares in the capital of the Company held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular to the purchaser or transferee as arrangements will be made by CDP for a separate Circular to be sent to the purchaser or transferee. If you have sold or transferred all your Shares which are not deposited with the CDP, you should immediately forward this Circular, together with the Notice of EGM 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.

The Singapore Exchange Securities Trading Limited (“**SGX-ST**”) assumes no responsibility for the correctness or accuracy of any of the statements made, reports contained or opinions expressed in this Circular.

This Circular shall not constitute an offer to sell or a solicitation of an offer to buy shares or other securities, including the Rights (as defined below) and the Rights Shares (as defined below). This Circular is issued to Shareholders solely for the purpose of providing Shareholders with the information pertaining to the EGM, convening the EGM and seeking Shareholders’ approval for the resolution to be proposed at the EGM.

Shareholders who wish to participate in the Rights Issue must ensure that their registered addresses with CDP are in Singapore as at the Record Date. Shareholders are encouraged to submit any request to effect any change in address well in advance of the Record Date, such request to reach CDP no later than three (3) Market Days before the Record Date. Shareholders may wish to refer to <https://www.sgx.com/cdpfaq> under “Update of Account Information” for further information. Shareholders may also contact CDP during normal business hours by telephone at +65 6535 7511 or by email at asksgx@sgx.com.



COSCO SHIPPING INTERNATIONAL (SINGAPORE) CO., LTD.

(Company Registration No.: 196100159G)
(Incorporated in the Republic of Singapore)

CIRCULAR TO SHAREHOLDERS IN RELATION TO

THE PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 2,239,244,954 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (THE “RIGHTS SHARES”) AT AN ISSUE PRICE OF S\$0.122 FOR EACH RIGHTS SHARE, ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY ONE (1) EXISTING ORDINARY SHARE IN THE CAPITAL OF THE COMPANY HELD BY THE SHAREHOLDERS OF THE COMPANY (THE “SHAREHOLDERS”) AS AT A DATE AND TIME TO BE DETERMINED BY THE DIRECTORS OF THE COMPANY FOR THE PURPOSE OF DETERMINING THE SHAREHOLDERS’ ENTITLEMENT (THE “RIGHTS ISSUE”)

Manager for the Rights Issue



CHINA CONSTRUCTION BANK CORPORATION SINGAPORE BRANCH

(Incorporated in People’s Republic of China)

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	: 22 June 2025 at 2.00 p.m.
Date and time of Extraordinary General Meeting	: 25 June 2025 at 2.00 p.m.
Place of Extraordinary General Meeting	: Meeting Rooms 331-332 Suntec Singapore Convention & Exhibition Centre 1 Raffles Boulevard Suntec City Singapore 039593

IMPORTANT NOTICE

If you have sold or transferred all your ordinary shares ("**Shares**") in the capital of the Company, please forward this Circular together with the Notice of EGM (as defined herein) and the enclosed Proxy Form (as defined herein) immediately to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. You should also immediately inform the purchaser or transferee or the bank, stockbroker or other agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee, that this Circular (together with the Notice of EGM and the Proxy Form) may also be accessed at the Company's website at the URL <https://www.coscoshipping.com.sg> and is also available on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

Approval in-principle has been obtained from the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for the listing of and quotation for the Rights Shares (as defined herein) on the Main Board of the SGX-ST, subject to certain conditions. The Rights Shares will be admitted to the Official List of the SGX-ST and official quotation is expected to commence after all conditions imposed by the SGX-ST are satisfied, all certificates for the Rights Shares have been issued and the notification letters from The Central Depository (Pte) Limited ("**CDP**") have been despatched.

SGX-ST assumes no responsibility for the correctness or accuracy of any of the statements made, reports contained or opinions expressed in this Circular. Approval in-principle granted by the SGX-ST for the listing of and quotation for the Rights Shares on the Main Board of the SGX-ST is not to be taken as an indication of the merits of the Rights Issue (as defined herein), the Rights Shares, the Rights (as defined herein), the Company, its subsidiaries and/or the Shares.

This Circular shall not constitute an offer to sell or a solicitation of an offer to buy shares or other securities, including the Rights and the Rights Shares. This Circular may not be sent to any person or any jurisdiction in which it would not be permissible to deliver the Rights and the Rights Shares or make an offer of the Rights and the Rights Shares, and the Rights and the Rights Shares may not be offered, sold, resold, transferred or delivered, directly or indirectly, to any such person or in any such jurisdiction. This Circular is issued to Shareholders (as defined herein) solely for the purpose of providing Shareholders with the information pertaining to the EGM (as defined herein), convening the EGM and seeking Shareholders' approval for the resolutions to be proposed at the EGM. Shareholders are authorised to use this Circular solely for the purpose of considering the approval sought. Persons to whom a copy of this Circular has been issued shall not circulate to any other person, reproduce or otherwise distribute this Circular or any information herein for any purpose whatsoever nor permit or cause the same to occur.

The distribution of this Circular and/or the transfer of the Rights and the Rights Shares into jurisdictions other than Singapore may be prohibited or restricted by law. Persons who come into possession of this Circular should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The EGM is being convened, and will be held, at Meeting Rooms 331-332, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard Suntec City, Singapore 039593 on 25 June 2025 at 2.00 p.m. A printed copy of this Circular will NOT be sent to Shareholders but printed copies of the Notice of EGM and the Proxy Form will be sent to Shareholders.

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DEFINITIONS

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

“Announcement”	:	The announcement made by the Company on 16 August 2024 relating to the Rights Issue
“ARE”	:	Application and acceptance form for Rights Shares and Excess Right Shares to be issued to Entitled Depositors in respect of their provisional allotments of their Rights Shares under the Rights Issue
“ARS”	:	Application and acceptance form for Rights Shares to be issued to Purchasers of the provisional allotments of Rights Shares under the Rights Issue traded on the SGX-ST through the book-entry (scripless) settlement system
“ATM”	:	Automated teller machine of a Participating Bank
“Board of Directors”	:	The board of Directors of the Company as at the date of this Circular
“CDP”	:	The Central Depository (Pte) Limited
“China COSCO SHIPPING”	:	China COSCO SHIPPING Corporation Limited
“Circular”	:	This circular to Shareholders dated 10 June 2025 in relation to the Proposed Resolution
“CJI”	:	Cogent Jurong Island Pte. Ltd.
“Closing Date”	:	The time and date to be determined by the Directors, being the last time and date for acceptance of and/or excess application and payment, and renunciation and payment for the Rights Shares under the Rights Issue
“Cogent”	:	Cogent Holdings Pte. Ltd. (formerly known as Cogent Holdings Limited), a wholly-owned subsidiary of the Company
“Companies Act”	:	The Companies Act 1967, as may be amended, modified or supplemented from time to time
“Company”	:	COSCO SHIPPING International (Singapore) Co., Ltd.
“Constitution”	:	The constitution of the Company
“COSCO Group”	:	China Ocean Shipping Company Limited
“COSCO SHIPPING Bulk SEA”	:	COSCO SHIPPING Bulk (Southeast Asia) Pte. Ltd. (formerly known as COSCO SHIPPING (Singapore) Pte. Ltd.)

DEFINITIONS

“CPF”	:	Central Provident Fund
“CPF Board”	:	The board of the CPF established pursuant to the Central Provident Fund Act 1953, as may be amended, modified or supplemented from time to time
“CPF Funds”	:	CPF investible savings
“CPF Investment Account”	:	The investment account maintained with an approved CPF agent bank for the purpose of investment of CPF Funds under the CPFIS – Ordinary Account
“CPFIS”	:	CPF Investment Scheme
“CPFIS Members”	:	Shareholders who have previously purchased Shares using their CPF Funds under their CPF Investment Account
“Directors”	:	The directors of the Company as at the date of this Circular
“EGM”	:	The extraordinary general meeting of the Company to be convened and held on 25 June 2025, notice of which is set out on pages 50 to 53 of this Circular
“Entitled Depositors”	:	Shareholders with Shares standing to the credit of their Securities Accounts as at the Record Date and (i) whose registered addresses with CDP are in Singapore as at the Record Date; or (ii) who have, at least three (3) Market Days prior to the Record Date, provided CDP with addresses in Singapore for the service of notices and documents, but exclude, subject to certain exceptions, Shareholders located, resident or with a registered address in any jurisdiction outside Singapore
“Entitled Scripholders”	:	Shareholders whose share certificates have not been deposited with CDP as well as transferees who have tendered to the Share Registrar registrable transfers of their Shares and the certificate relating thereto for registration up to the Record Date and (i) whose registered addresses with the Company are in Singapore as at the Record Date, or (ii) who have, at least three (3) Market Days prior to the Record Date, provided the Share Registrar with addresses in Singapore for the service of notices and documents, but exclude, subject to certain exceptions, Shareholders located, resident or with a registered address in any jurisdiction outside Singapore
“Entitled Shareholders”	:	Entitled Depositors and Entitled Scripholders

DEFINITIONS

“EPS”	:	Earnings per Share
“Excess Rights Shares”	:	Rights Shares represented by provisional allotments of Rights Shares not accepted (whether by the persons to which the Rights Shares are provisionally allotted or by the Purchasers of “nil-paid” Rights), taken up or allotted for any reason
“Executive Officers”	:	The executive officers who are involved in the day-to-day affairs of the Company, being Mr Lan Chun Hai (Executive Vice President), Mr Zhang Jie (Chief Financial Officer and Chief Risk Officer) and Mr Wang Hui (Vice President)
“Existing Share Capital”	:	Has the meaning ascribed to it in paragraph 5 of this Circular
“Foreign Purchasers”	:	Purchasers of the Rights whose registered addresses with CDP are outside Singapore at the time of purchase through the book-entry (scripless) settlement system
“Foreign Shareholders”	:	Shareholders with registered addresses outside Singapore as at the Record Date and who have not, at least three (3) Market Days prior to the Record Date, provided to CDP or the Share Registrar, as the case may be, with addresses in Singapore for the service of notices and documents
“FY”	:	Financial year ended or ending, as the case may be, 31 December
“Goldlead”	:	Goldlead Supply Chain Development (Southeast Asia) Pte. Ltd.
“Group”	:	The Company and its subsidiaries
“Ineligible Shareholders”	:	Shareholders other than the Entitled Depositors and the Entitled Scripholders
“Irrevocable Undertaking”	:	Has the meaning ascribed to it in paragraph 7.2 of this Circular
“Issue Price”	:	The issue price of the Rights Shares, being S\$0.122 for each Rights Share
“JILH”	:	Jurong Island Logistics Hub
“Last Trading Day”	:	15 August 2024, being the last trading day on which trades were done on the Shares prior to the Announcement
“Latest Practicable Date”	:	31 May 2025, being the latest practicable date prior to the printing of this Circular

DEFINITIONS

“Listing Manual”	:	The SGX-ST Listing Manual, as amended or modified from time to time
“Manager”	:	China Construction Bank Corporation Singapore Branch
“Market Day”	:	A day on which the SGX-ST is open for trading in securities
“MAS”	:	The Monetary Authority of Singapore
“Maximum Resultant Holding Scenario”	:	Has the meaning ascribed to it in paragraph 12.3 of this Circular
“Minimum Resultant Holding Scenario”	:	Has the meaning ascribed to it in paragraph 12.2 of this Circular
“Notice of EGM”	:	The notice of EGM set out on pages 50 to 53 of this Circular
“NTA”	:	Net tangible assets
“Offer Information Statement”	:	The offer information statement, together with the ARE, ARS, PAL and all other accompanying documents (where applicable, including any supplementary or replacement document thereof) to be issued by the Company and to be lodged with the MAS in connection with the Rights Issue
“PAL”	:	The provisional allotment letter to be issued to Entitled Scripholders, setting out the Rights of such Entitled Scripholders under the Rights Issue
“Participating Banks”	:	The banks that will be participating in the Rights Issue by making available their ATMs to Entitled Depositors and Purchasers whose registered addresses with CDP are in Singapore, for acceptances of the Rights Shares and applications for Excess Rights Shares, as the case may be, to be made under the Rights Issue
“PRC”	:	The People’s Republic of China
“Proposed Resolution”	:	The proposed resolution to approve the Rights Issue and the issue of Rights Shares, as set out in the Notice of EGM
“Proxy Form”	:	The proxy form in respect of the EGM as attached to this Circular and which may also be accessed at the Company’s website at the URL https://www.coscoshipping.com.sg , and is also available on the SGXNET at the URL https://www.sgx.com/securities/company-announcements

DEFINITIONS

“Purchaser”	:	A purchaser of the Rights Shares traded on the SGX-ST through the book-entry (scripless) settlement system
“Record Date”	:	The time and date (to be announced by the Company) at and on which, subject to the approval of the Proposed Resolution being obtained at the EGM, the Register of Members and the Share Transfer Books of the Company will be closed to determine the provisional allotments of Rights Shares of Entitled Shareholders under the Rights Issue
“Register of Members”	:	The register of members of the Company
“Relevant Shares”	:	Has the meaning ascribed to it in paragraph 1.2 of this Circular
“Rights”	:	Rights to subscribe for one (1) Rights Share for every one (1) existing Share held by Entitled Shareholders as at the Records Date. The Rights to be issued are nil-paid
“Rights Issue”	:	The proposed renounceable non-underwritten rights issue by the Company of up to 2,239,244,954 Rights Shares at the Issue Price, on the basis of one (1) Rights Share for every one (1) existing Share held by Entitled Shareholders as at the Record Date
“Rights Issue Conditions”	:	Has the meaning ascribed to it in paragraph 3.2 of this Circular
“Rights Mailing Address”	:	Has the meaning ascribed to it in Appendix 1 of this Circular
“Rights Shares”	:	The new Shares to be allotted and issued by the Company pursuant to the Rights Issue
“Securities Account”	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account maintained with a Depository Agent
“SFA”	:	Securities and Futures Act 2001 as may be amended, modified or supplemented from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Share Registrar”	:	Tricor Barbinder Share Registration Services
“Share Transfer Books”	:	The share transfer books of the Company

DEFINITIONS

“Shareholders”	:	Registered holders of Shares in the Register of Members, except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context so admits, mean the persons named as Depositors in the Depository Register maintained by CDP and into whose Securities Accounts those Shares are credited
“Shares”	:	The ordinary shares in the capital of the Company
“SHCL”	:	SH Cogent Logistics Pte Ltd
“Singapore”	:	The Republic of Singapore
“SRS”	:	Supplementary Retirement Scheme
“SRS Approved Banks”	:	Approved banks with whom SRS Investors hold their accounts under the SRS
“SRS Investors”	:	Investors who have previously purchased Shares under the SRS
“Substantial Shareholder”	:	A person (including a corporation) who holds directly or indirectly 5% or more of the issued share capital of the Company
“S\$” and “cents”	:	Singapore dollars and cents, respectively
“Take-over Code”	:	The Singapore Code on Take-overs and Mergers, as amended or modified from time to time
“Undertaken Excess Rights Shares”	:	Has the meaning ascribed to it in paragraph 7.2.2 of this Circular
“Undertaken Pro Rata Rights Shares”	:	Has the meaning ascribed to it in paragraph 7.2.1 of this Circular
“Unit Share Market”	:	The unit share market of the SGX-ST which allows for trading of a single share
“%”	:	Per centum or percentage

The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the same meanings ascribed to them respectively in Section 81SF of the SFA.

The term **“subsidiary”** shall have the meaning ascribed to it in Section 5 of the Companies Act.

The terms **“acting in concert”** and **“concert parties”** shall have the meanings ascribed to them respectively in the Take-over Code.

DEFINITIONS

Words denoting the singular shall, where applicable, include the plural and *vice versa* and words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word or term defined under the Companies Act, the SFA or the Listing Manual, the Take-over Code or any statutory 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 Listing Manual, the Take-over Code or any such modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of a day or date in this Circular shall be a reference to Singapore time and date unless otherwise stated.

Any discrepancies in the figures included in this Circular between the amounts 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 which precede them.

Where applicable, figures and percentages used in this Circular have been rounded to two decimal places for ease of reading.

Any reference to a website or any website directly or indirectly linked to such websites in this Circular is not incorporated by reference into this Circular and should not be relied upon.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

All statements other than statements of historical facts included in this Circular are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “aim”, “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “will”, “if”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Company’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of information available as at the Latest Practicable Date. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders should not place undue reliance on such forward-looking statements, and the Company assumes no obligation to update publicly or revise any forward-looking statement.

Given the risks and uncertainties that may cause the actual results, performance or achievements of the Company and/or the Group to be materially different than expected, expressed or implied by the forward-looking statements in this Circular, Shareholders are advised not to place undue reliance on those statements. Further, the Company disclaims any responsibility to update any of those forward-looking statements or publicly announce any revisions to those forward-looking statements to reflect future developments, events or circumstances for any reason, even if new information becomes available or other events occur in the future, subject to compliance with all applicable laws and/or any regulatory or supervisory body or agency.

LETTER TO SHAREHOLDERS

COSCO SHIPPING INTERNATIONAL (SINGAPORE) CO., LTD.

(Company Registration No.: 196100159G)
(Incorporated in the Republic of Singapore)

Directors:–

Mr Wang Shan He (Chairman, President and Non-Independent Executive Director)
Mr Guo Huawei (Non-Independent Non-Executive Director)
Mr Lim Lee Meng (Lead Independent Non-Executive Director)
Dr John Chen Seow Phun (Independent Non-Executive Director)
Mr Hoon Tai Meng (Independent Non-Executive Director)

Registered Office:–

30 Cecil Street #26-01
Prudential Tower
Singapore 049712

10 June 2025

To: The Shareholders of COSCO SHIPPING International (Singapore) Co., Ltd.

Dear Sir/Madam

THE PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 2,239,244,954 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (THE “RIGHTS SHARES”) AT AN ISSUE PRICE OF S\$0.122 FOR EACH RIGHTS SHARE, ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY ONE (1) EXISTING ORDINARY SHARE IN THE CAPITAL OF THE COMPANY HELD BY THE SHAREHOLDERS OF THE COMPANY (THE “SHAREHOLDERS”) AS AT A DATE AND TIME TO BE DETERMINED BY THE DIRECTORS OF THE COMPANY FOR THE PURPOSE OF DETERMINING THE SHAREHOLDERS’ ENTITLEMENT

1. INTRODUCTION

1.1 Proposed Rights Issue

On 16 August 2024, the Company announced that it proposes to carry out a renounceable non-underwritten rights issue of up to 2,239,244,954 Rights Shares at an issue price of S\$0.122 for each Rights Share, on the basis of one (1) Rights Share for every one (1) existing ordinary share in the capital of the Company held by Entitled Shareholders as at the Record Date. The gross proceeds from the Rights Issue are expected to be approximately S\$273.2 million.

The Rights Issue is subject to, *inter alia*, the approval of the Proposed Resolution at the EGM.

1.2 Irrevocable Undertaking

As at the Latest Practicable Date, China COSCO SHIPPING, through its wholly-owned subsidiary, COSCO Group, has an interest in 1,194,565,488 Shares (the “**Relevant Shares**”), representing approximately 53.35% of the Existing Share Capital.

LETTER TO SHAREHOLDERS

As announced by the Company on 25 April 2025, COSCO Group has informed the Company that it has completed the filings with the National Development and Reform Commission and the Ministry of Commerce of the PRC, which are required for COSCO Group to increase its overseas investment in the Company through subscribing for the Rights Shares. In addition, COSCO Group has provided the Irrevocable Undertaking to the Company to, *inter alia*, (i) vote in favour of the Proposed Resolution, (ii) subscribe for or procure the subscription of its *pro rata* entitlement to the Rights Shares in relation to the Relevant Shares, and (iii) subscribe for or procure the subscription of up to 1,044,679,466 Excess Rights Shares¹. In connection with the Irrevocable Undertaking, a confirmation of financial resources has also been furnished.

No commission or fee will be paid to COSCO Group in connection with the provision or execution of the Irrevocable Undertaking.

1.3 No Underwriting

In view of the Irrevocable Undertaking, the Company has the certainty of raising the full S\$273.2 million contemplated from the Rights Issue and has decided to proceed with the Rights Issue on a non-underwritten basis.

1.4 Approval in-principle

On 3 June 2025, the Company announced that the SGX-ST had granted approval in-principle for the listing of and quotation for the Rights Shares on the Main Board of the SGX-ST, subject to certain conditions, the details of which are set out in paragraph 3.3 of this Circular.

The Rights Shares will be admitted to the Official List of the SGX-ST and official quotation will commence after all conditions imposed by the SGX-ST are satisfied, all certificates for the Rights Shares have been issued and the notification letters from CDP have been despatched.

The SGX-ST assumes no responsibility for the correctness or accuracy of any of the statements made, reports contained or opinions expressed in this Circular. The approval in-principle granted by the SGX-ST for the listing of and quotation of the Rights Shares on the Main Board of the SGX-ST is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Rights, the Company, its subsidiaries and/or the Shares.

1.5 EGM

The purpose of this Circular is to provide Shareholders with information pertaining to, and to seek Shareholders' approval at the EGM for, the Proposed Resolution. The Notice of EGM is set out on pages 50 to 53 of this Circular.

¹ The Excess Rights Shares of 1,044,679,466 is derived by deducting the Relevant Shares from 2,239,244,954 Rights Shares.

LETTER TO SHAREHOLDERS

1.6 Manager

The Company has appointed China Construction Bank Corporation Singapore Branch as the Manager for the Rights Issue.

1.7 Legal Adviser

The Company has engaged Messrs Chang See Hiang & Partners as its legal adviser as to Singapore law in relation to the Rights Issue.

2. OVERVIEW OF THE GROUP

2.1 Introduction

The Company was incorporated in October 1961 and is listed on the Main Board of SGX-ST. The Company was the first listed company within the COSCO group of companies and one of the earliest State-controlled enterprises listed outside of PRC.

As at the Latest Practicable Date, the Company's paid-up capital is approximately S\$270.6 million. 53.35% of the issued Shares are held by COSCO Group and 46.65% of the issued Shares are held by public Shareholders. As at the Latest Practicable Date, the Company had a total issued share capital of 2,239,244,954 Shares, with a market capitalisation of approximately S\$286.6 million.

As at the Latest Practicable Date, the Company has a total of 20 subsidiaries (15 of which are wholly-owned subsidiaries) and 4 associated companies, which are mainly engaged in warehousing, container depot, automobile logistics, land transportation, ship repair supply, steel structure construction, property management and other businesses.

2.2 Business transformation and development

In recent years, the Company has actively implemented the Group's overseas development strategy, adjusted its industrial structure, promoted moderate diversified development, and continuously deepened the construction of comprehensive service capabilities in the digital supply chain.

In 2017, the Company disposed of its (a) 51% equity interest in COSCO Shipyard Group Co., Ltd.; (b) 50% equity interest in COSCO (Nantong) Shipyard Co., Ltd.; and (c) 39.1% equity interest in COSCO (Dalian) Shipyard Co., Ltd. to COSCO SHIPPING Heavy Industry Co., Ltd., thus withdrawing from the offshore engineering and shipbuilding industry.

In September 2017, the Company acquired Cogent, then a company listed on the Main Board of SGX-ST, for the purpose of fully utilising Cogent's business platform to build a logistics network in Southeast Asia, control key logistics resources, optimize and improve customer service levels, strengthen the Group's related industries, and become the integrator and leader of the logistics industry in Southeast Asia.

In March 2018, the Company completed the acquisition of 100% of the shares of Cogent, initially completing the industrial transformation with integrated logistics as its core business, and completing the transformation of logistics market resources, customer resources, production capabilities and management teams. The breakthroughs and rapid accumulation have also laid a good foundation for the development of the Group's overseas supply chain. Cogent was delisted from SGX-ST in March 2018 and became a private limited company, wholly-owned by the Company.

LETTER TO SHAREHOLDERS

In February 2020, the Company announced the completion of the first tranche acquisition of 80% shares of each of the 4 logistics companies in Malaysia, namely Guper Integrated Logistics Sdn. Bhd., Gems Logistics Sdn. Bhd., Dolphin Shipping Agency Sdn. Bhd. and East West Freight Services Sdn Bhd, which became subsidiaries of the Group.

In April 2021, the Company obtained a partial temporary occupation permit from the Building and Construction Authority for the first to third storeys of JILH.

In April 2021, the Company completed the development of JILH Phase I, with a 50,000 square meter warehouse and a 14,000 square meter storage yard. JILH Phase I achieved profitability in the first year of operation. Please refer to paragraph 6.3 of this Circular for more details on JILH.

In September 2021, the Company entered into a conditional sale and purchase agreement with COSCO (H.K.) Shipping Co., Limited to dispose of 52,598,463 ordinary shares representing 60% of the issued and paid-up share capital of COSCO SHIPPING Bulk SEA.

In October 2021, the Company announced that the Singapore Land Authority had granted the Company's subsidiary, Cogent Land Capital Pte. Ltd., a final extension of the lease of the State property at 200 Turf Club Road (also known as The Grandstand) to 31 December 2023.

In December 2021, the Company disposed of 60% of the issued and paid-up share capital of COSCO SHIPPING Bulk SEA to COSCO (H.K.) Shipping Co., Limited, which is a wholly-owned subsidiary of COSCO SHIPPING Bulk Co., Ltd.. The Company's strategic positioning with logistics as its core business has become clearer.

In July 2022, SHCL issued buy-out notices to acquire 17.56% shares in Guper Integrated Logistics Sdn. Bhd. and 20% shares in each of Gems Logistics Sdn. Bhd., Dolphin Shipping Agency Sdn. Bhd. and East West Freight Services Sdn Bhd, being the second tranche acquisition of the shares of the 4 logistics companies in Malaysia. The acquisitions were completed on 12 September 2022.

In March 2023, the Company entered into a joint venture agreement with Supply Fortune Limited, an interested person, to undertake investments in logistics infrastructure assets and to lease such assets for rental income. The Company and Supply Fortune Limited agreed to subscribe for 49% and 51% of the issued and paid-up share capital of the joint venture company respectively.

In December 2023, SHCL entered into a conditional share sale agreement with COSCO Shipping (South East Asia) Pte Ltd to acquire 10,000,000 ordinary shares, representing the entire issued and paid-up share capital of Golden Logistics & Storage Sdn Bhd, for an aggregate consideration of Malaysia Ringgit 10.86 million.

In April 2024, the Company announced that Cogent entered into a joint venture agreement with Eastern (1961) Holding Pte. Ltd. pursuant to which the parties shall incorporate a joint venture company to carry out the business of providing container body repairs, as well as maintenance and modifications to the container body for customers in Singapore and such other Southeast Asian countries which both parties may agree from time to time. The initial share capital of the joint venture company shall be S\$500,000, of which S\$300,000 shall be contributed by Cogent and S\$200,000 shall be contributed by Eastern (1961) Holding Pte. Ltd. for 300,000 shares and 200,000 shares respectively representing 60% and 40% of the issued and paid-up share capital of the joint venture company respectively.

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In June 2024, the Company announced that Goldlead, the joint venture company incorporated by the Company and Supply Fortune Limited, had increased its share capital by the allotment and issue of a total of 10,000,000 new ordinary shares for a total consideration of US\$10 million to its shareholders in their existing shareholding proportions. After the increase in share capital, the Company maintained its direct shareholding of 49%, comprising 4,904,900 ordinary shares, in Goldlead.

In November 2024, the Company announced (i) the award of contract for the construction of JILH Phase II to SH Design & Build Pte Ltd; and (ii) JTC Corporation's letter of offer to CJI for the lease of the land at Tembusu Crescent, Jurong Island, measuring 25,000 square metres with a maximum gross plot ratio of 2.5. The lease is for a term of 30 years, commencing from 1 February 2025. CJI accepted the letter of offer on 29 November 2024. A ground breaking ceremony was held on 17 December 2024.

On 10 February 2025, the Company announced SHCL's acceptance of a general letter of offer from Bank of China Limited, Singapore Branch for a bank facility comprising a one-year term loan of S\$18 million. The facility is to re-finance SHCL's existing two (2) bank loans with the bank.

The Company strives to develop into the best digital supply chain service provider in Southeast Asia and become the main investment entity for the Group to develop digital supply chain business in Southeast Asia.

3. THE PROPOSED RIGHTS ISSUE

3.1 Principal Terms

In determining the principal terms of the Rights Issue, the Board has considered management's proposal which took into account, *inter alia*, the Group's financial position, the Group's funding requirement, current Share price and precedent transactions.

The principal terms of the Rights Issue and the Rights Shares are summarised below.

Issue Price	:	S\$0.122 per Rights Share
Number of Rights Shares to be issued	:	Up to 2,239,244,954 Rights Shares
Discount	:	The Issue Price of S\$0.122 for each Rights Share represents a discount of approximately: (i) 9.6% to the last transacted price of the Shares on the Main Board of the SGX-ST of S\$0.135 on the Last Trading Day; and

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- (ii) 5.4% to the theoretical ex-rights price of S\$0.129² per Share.

The Issue Price and discounts have been determined after taking into account various factors including precedent transactions and the transaction size.

Allotment Ratio : One (1) Rights Share for every one (1) existing Share held by Entitled Shareholders as at the Record Date. On that basis, there will be no fractional entitlements to the Rights Shares.

Status of Rights Shares : The Rights Shares will, upon allotment and issue, rank *pari passu* in all respects with the then existing Shares, except that they will not rank for any dividends, rights, allotments or other distributions the record date for which falls before the date of allotment and issue of the Rights Shares.

Use of proceeds : The amount of the gross proceeds from the Rights Issue is approximately S\$273.2 million.

The estimated net proceeds from the Rights Issue (after deducting estimated expenses of approximately S\$1.0 million to be incurred in connection with the Rights Issue) is expected to be approximately S\$272.2 million.

The Company intends to utilise the net proceeds from the Rights Issue as follows:

- (a) to fund the construction or acquisition of logistics infrastructure and investment opportunities including the development of JILH Phase II; and

² Such theoretical ex-rights price is the theoretical market price of each Share assuming the completion of the Rights Issue, and is calculated based on the last transacted price of the Shares on the Main Board of the SGX-ST of S\$0.135 on the Last Trading Day, and the number of Shares following the completion of the Rights Issue. The theoretical ex-rights price of each Share is calculated based on the following formula:

$$\text{Theoretical ex-rights price} = \frac{\text{Market capitalization of the Company (a) + gross proceeds from the Rights Issue (b)}}{\text{Number of Shares after completion of the Rights Issue (c)}}$$

Where:

- (a) the market capitalization of the Company (based on the closing price of S\$0.135 on the Last Trading Day multiplied by 2,239,244,954 existing Shares) is S\$302,298,068.79;
- (b) the gross proceeds from the Rights Issue based on the Minimum Subscription Scenario of S\$273,187,884.39; and
- (c) the number of Shares after completion of the Rights Issue is 4,478,489,908.

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(b) to repay bank borrowings.

Please refer to paragraph 6 of this Circular for details.

- | | | |
|--|---|--|
| Eligibility to participate in the Rights Issue | : | As there may be prohibitions or restrictions against the offering of Rights Shares in certain jurisdictions, only Entitled Shareholders are eligible to participate in the Rights Issue. Please see Appendix 1 of this Circular for details on the eligibility of Shareholders to participate in the Rights Issue. |
| Listing and trading of the Rights Shares | : | On 3 June 2025, the SGX-ST granted approval in-principle for the listing of and quotation for the Rights Shares on the Main Board of the SGX-ST, subject to certain conditions, the details of which are set out in paragraph 3.3 of this Circular. The approval in-principle of the SGX-ST is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Rights, the Company, its subsidiaries and/or the Shares. |

Upon the listing of and quotation for the Rights Shares on the Main Board of the SGX-ST, the Rights Shares will be traded on the Main Board of the SGX-ST under the book-entry (scripless) settlement system. All dealings in and transactions (including transfers) in relation to the Rights Shares effected through the SGX-ST and/or CDP shall be made in accordance with CDP's "*Terms and Conditions for Operations of Securities Accounts with CDP*", as the same may be amended from time to time, copies of which are available from CDP.

For the purposes of trading on the Main Board of the SGX-ST, each board lot of Shares will comprise 100 Shares. Shareholders who hold odd lots of Shares (that is, lots other than board lots of 100 Shares) are able to trade odd lots of Shares in board lots of one Share on the Unit Share Market.

Shareholders who hold odd lots of Shares may have difficulty and/or have to bear disproportionate transaction costs in realising the fair market price of such Shares.

Assuming a Shareholder subscribes for its full entitlement under the Rights Issue, there will not be any odd lots resulting solely from the Rights Issue.

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Acceptance, excess application and payment : Entitled Shareholders will be at liberty to accept, decline or renounce their Rights and will be eligible to apply for additional Rights Shares in excess of their provisional allotments under the Rights Issue. Entitled Depositors will also be able to trade their Rights on the SGX-ST during the Rights trading period prescribed by the SGX-ST.

In the allotment of Excess Rights Shares, preference will be given to the rounding of odd lots. Directors, the Executive Officers, COSCO Group and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board of Directors will rank last in priority for the rounding of odd lots and allotment of Excess Rights Shares.

The procedures for, and the terms and conditions applicable to, acceptances, renunciation and/or sales of the Rights and for the applications for Excess Rights Shares, including the different modes of acceptance or application and payment, will be set out in the Offer Information Statement.

Use of CPF Funds : CPFIS Members can only use, subject to applicable CPF rules and regulations, monies standing to the credit of their respective CPF Investment Accounts to pay for the acceptance of their Rights and (if applicable) application for Excess Rights Shares.

Such CPFIS Members who wish to accept their Rights and (if applicable) apply for Excess Rights Shares using their CPF Funds must have sufficient funds in their CPF Investment Accounts and will need to instruct their respective approved CPF agent banks with whom they hold their CPF Investment Accounts, to accept the Rights and (if applicable) apply for Excess Rights Shares on their behalf in accordance with the terms and conditions of the Offer Information Statement.

In the case of insufficient CPF Funds or stock limit, CPFIS Members could top-up cash into their CPF Investment Accounts before instructing their respective approved CPF agent banks to accept their Rights and (if applicable) apply for Excess Rights Shares on their behalf.

CPF Funds cannot, however, be used for the purchase of Rights directly from the market.

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Use of SRS Funds : SRS Investors can only use, subject to applicable SRS rules and regulations, monies standing to the credit of their respective SRS accounts to pay for the acceptance of their Rights and (if applicable) application for Excess Rights Shares.

Such SRS Investors who wish to accept their Rights and (if applicable) apply for Excess Rights Shares using their SRS monies will need to instruct their respective SRS Approved Banks with whom they hold their SRS accounts, to accept the Rights and (if applicable) apply for Excess Rights Shares on their behalf in accordance with the terms and conditions in the Offer Information Statement.

SRS Investors who have insufficient funds in their SRS accounts could, subject to the SRS contribution cap, deposit cash into their SRS accounts with their respective SRS Approved Banks before instructing their respective SRS Approved Banks to accept the Rights and (if applicable) apply for Excess Rights Shares on their behalf.

SRS monies cannot, however, be used for the purchase of Rights directly from the market.

Notwithstanding the foregoing, SRS Investors should consult their respective SRS Approved Banks for information and directions as to the use of SRS monies.

Irrevocable Undertaking : COSCO Group has irrevocably undertaken to the Company, *inter alia*, to (i) vote in favour of the Proposed Resolution, (ii) subscribe for or procure the subscription of its *pro rata* entitlement to the Rights Shares in relation to the Relevant Shares, and (iii) subscribe for or procure the subscription of up to 1,044,679,466 Excess Rights Shares. Please refer to paragraph 7 of this Circular for details.

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Option to scale down : Depending on the level of subscription for the Rights Shares, the Company may, if necessary, scale down the subscription and/or excess applications for the Rights Shares by any of the Shareholders (if such Shareholder chooses to subscribe for its *pro-rata* Rights Share entitlements and/or apply for Excess Rights Shares) to avoid placing the relevant Shareholder and parties acting in concert with it (as defined in the Take-over Code) in the position of incurring a mandatory general offer obligation under the Take-over Code, as a result of other Shareholders not taking up, whether partly or in full, their Rights Shares entitlements fully, and/or to avoid the transfer of a controlling interest in the Company, which is prohibited under Rule 803 of the Listing Manual, unless prior approval of the Shareholders is obtained in a general meeting.

In respect of the Irrevocable Undertaking, as COSCO Group currently holds over 50% of the Shares, it will not incur an obligation to make a take-over offer under Rule 14.1 of the Take-over Code.

Underwriting : In view of the Irrevocable Undertaking, the Company has the certainty of raising the full S\$273.2 million contemplated from the Rights Issue and has decided to proceed with the Rights Issue on a non-underwritten basis.

Governing law : Laws of Singapore.

The terms and conditions of the Rights Issue are subject to such changes as the Directors may deem fit. The final terms and conditions of the Rights Issue will be contained in the Offer Information Statement to be lodged with the MAS and despatched or, as the case may be, disseminated by the Company to Entitled Shareholders in due course, subject to, *inter alia*, the Proposed Resolution being approved at the EGM. For the avoidance of doubt, pursuant to Rule 820 of the Listing Manual, the Rights Issue cannot be withdrawn after the commencement of ex-rights trading.

The Company will not make any allotment and issue of Rights Shares that will result in a transfer of controlling interest in the Company unless otherwise approved by Shareholders in a general meeting.

3.2 Conditions for the Rights Issue

Shareholders should note that the Rights Issue is subject to and conditional upon the satisfaction or waiver of the following conditions precedent (the “**Rights Issue Conditions**”):

- (i) the approval of Shareholders at the EGM for the Proposed Resolution, including the allotment and issue of the Rights Shares pursuant to the Rights Issue;

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- (ii) the approval in-principle from the SGX-ST for the listing of and quotation for the Rights Shares on the Main Board of the SGX-ST, such approval not having been withdrawn or revoked as at the date of completion of the Rights Issue;
- (iii) the lodgement of the Offer Information Statement, together with all other accompanying documents, with the MAS; and
- (iv) all other approvals of any government whether Singapore or foreign, any department, ministry or agency of any government and any other governmental, administrative, fiscal, monetary or judicial body, as well as all other third party consents, which the Company reasonably determines are necessary to implement the Rights Issue having been obtained either unconditionally or on conditions satisfactory to the Company acting reasonably and any such approval or consent not having been withdrawn or revoked.

As at the date of this Circular, save for the Rights Issue Conditions set out in paragraphs 3.2(i) and 3.2(iii) of this Circular, the other Rights Issue Conditions set out in this paragraph 3.2 of this Circular have been satisfied. In this regard, the approval in-principle from the SGX-ST set out in paragraph 3.2(ii) of this Circular was granted on 3 June 2025. The approval in-principle of the SGX-ST is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Rights, the Company, its subsidiaries and/or the Shares.

COSCO Group has given an Irrevocable Undertaking on 22 April 2025 to, *inter alia*, vote or procure the voting of all the Relevant Shares in favour of the Proposed Resolution at the EGM.

3.3 SGX-ST Approval

On 3 June 2025, the SGX-ST granted approval in-principle for the listing of and quotation for the Rights Shares on the Main Board of the SGX-ST, subject to the following conditions:

Compliance with the SGX-ST's listing requirements

- (i) Shareholders' approval for the Rights Issue;
- (ii) a written undertaking from the Company that it will comply with Listing Rules 704(30) and 1207(20) in relation to the use of the proceeds from the Rights Issue and where proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company announcements on use of proceeds and in the annual report;
- (iii) a written undertaking from the Company that it will comply with Listing Rule 877(10) with regards to the allotment of any excess Rights Shares; and
- (iv) a written confirmation from financial institution(s) as required under Listing Rule 877(9) that the undertaking shareholders who have given the irrevocable undertakings have sufficient financial resources to fulfil their obligations under its undertakings.

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The written undertakings and confirmation referred to in paragraphs 3.3(ii), 3.3(iii) and 3.3(iv) of this Circular have been provided to the SGX-ST.

The approval in-principle of the SGX-ST is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Rights, the Company, its subsidiaries and/or the Shares.

4. RATIONALE FOR THE RIGHTS ISSUE

The Company is undertaking the Rights Issue to finance its business expansion plan and also to strengthen its current financial position.

4.1 Business expansion plan

The Company's vision for growth is to become the best integrated logistics services company in the South and Southeast Asia region. Through the business platform of its wholly-owned subsidiary, Cogent, the Company is evaluating potential acquisition and investment opportunities. In addition to the existing logistics network in Singapore and Malaysia, the Company is studying the construction or acquisition of additional logistics infrastructure such as warehouses, trailer fleets and depots in Singapore, Malaysia, Thailand and other parts of Southeast Asia to lay a better foundation for the Company's future growth.

In recent years, with the development of the digital economy and the emergence of new modes of e-commerce, the traditional supply chain is gradually transforming into digital supply chain. The Company aims to provide customers with more diversified supply chain products and solutions, and enhance the Company's salient role in logistics infrastructure resources and operation management in the Southeast Asia region, opening up a broader ambit for the Company's future business development. The Company is confident and will continue to promote its digital supply chain strategies in Singapore and Southeast Asia.

The development of JILH Phase II will continue to enhance the Company's logistics business capability which will enable the Company to better provide integrated logistics services and digital supply chain solutions.

4.2 Strengthen financial position

The Rights Issue enables the Company to strengthen its equity base and leverage ratio. This will provide the Company with greater flexibility to manage its financing needs and reduce the cost of borrowing. Subject to its expansion requirement, the Company may also from time to time, in the interim of the proceeds from the Rights Issue being deployed into the various acquisitions and/or investment opportunities, use the proceeds from the Rights Issue to reduce its level of borrowing in the interim, to better manage its cost of borrowing.

Accordingly, the Rights Issue will enable the Company to increase its capabilities in the allocation of logistics resources as well as delivery capabilities in supply chain services with a view to increasing business revenues, enhancing cash flow, optimizing debt capital structure, decreasing financing costs and leverage ratio. These will enhance the Group's competitiveness and will put the Group in a better position to pursue its future plans, thereby enhancing shareholder returns.

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5. SIZE OF THE RIGHTS ISSUE

As at the Latest Practicable Date:

- 5.1 the issued share capital of the Company comprises 2,239,244,954 Shares (the “**Existing Share Capital**”);
- 5.2 the Company does not have any treasury shares; and
- 5.3 there is no outstanding share options exercisable into Shares under the COSCO SHIPPING Group Executives Share Option Scheme 2020.

Therefore, as at the Record Date, assuming that there is no change in the Existing Share Capital and the number of Shares in issue is 2,239,244,954, on the basis that the Rights Issue is one (1) Rights Share for every one (1) existing Share held by Shareholders, the Company will allot and issue 2,239,244,954 Rights Shares under the Rights Issue.

6. GROSS PROCEEDS AND USE OF PROCEEDS

- 6.1 In view of the Irrevocable Undertaking, there is certainty of the gross proceeds to be raised. The amount of the gross proceeds from the Rights Issue is approximately S\$273.2 million³. The estimated net proceeds from the Rights Issue (after deducting estimated expenses of approximately S\$1.0 million to be incurred in connection with the Rights Issue) is expected to be approximately S\$272.2 million
- 6.2 The Company intends to utilise the entire net proceeds from the Rights Issue of approximately S\$272.2 million as follows:
 - (a) approximately S\$142.2 million to partially fund the construction or acquisition of logistics infrastructure and investment opportunities including the development of JILH Phase II; and
 - (b) approximately S\$130.0 million to repay bank borrowings.

The percentage breakdown of the use of gross proceeds of approximately S\$273.2 million from the Rights Issue is as follows:

- (a) approximately 52.0% to partially fund the construction or acquisition of logistics infrastructure and investment opportunities including the development of JILH Phase II;
- (b) approximately 47.6% to repay bank borrowings; and
- (c) approximately 0.4% to pay for the expenses incurred in connection with the Rights Issue.

³ The amount of gross proceeds of S\$273.2 million is derived by multiplying the total number of Rights Shares by the Issue Price. In view of the Irrevocable Undertaking, the gross proceeds to be raised will be certain at approximately S\$273.2 million and there will not be a minimum or maximum fund to be raised scenario.

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6.3 JILH

The development of JILH is carried out by CJI, a wholly owned subsidiary of the Company. JILH, when fully developed, will be a multi-purpose logistics hub to support the manufacturing operations on Jurong Island. It will occupy up to 6 hectares of land with a total built up area of approximately 150,000 square meters. The development of JILH is in 2 phases.

The development of JILH Phase I was completed in April 2021, occupying 3.5 hectares of land with approximately 87,500 square meters of corresponding built-up area. A lease of the land was granted by JTC Corporation to CJI for a term of 30 years commencing from 1 April 2017 with the authorised use of the land during the lease term for full-fledged empty and laden containers and International Organization for Standardization (ISO) tank containers, warehousing for general cargo and dangerous goods, and transportation and logistics supporting services, and engineering works, maintenance and servicing of own fleet of prime movers and trailers.

In relation to the development of JILH Phase II, on 22 November 2024, the contract for the construction of JILH Phase II was awarded to SH Design & Build Pte Ltd and CJI had, on 29 November 2024, accepted JTC Corporation's letter of offer for the lease of the land at Tembusu Crescent, Jurong Island, measuring 25,000 square metres with a maximum gross plot ratio of 2.5.

The lease is for a term of 30 years, commencing from 1 February 2025.

An indicative milestone of the development of JILH Phase II is as follows:

- (a) 17 December 2024 : ground breaking ceremony of land parcel for JIHL Phase II;
- (b) 1 February 2025 : lease of land parcel commences;
- (c) end June 2025 : construction works of JILH Phase II commence; and
- (d) last quarter of 2026 : completion of JILH Phase II.

The Company has also given an affirmation to the relevant authority that it has secured the appropriate fundings required as requested by CJI for the development of JILH Phase II and that the funds for the project will be disbursed in accordance with the project timeline.

The Company envisages that a substantial part of the proceeds from the S\$142.2 million (meant to partially fund the construction or acquisition of logistics infrastructure and investment opportunities including the development of JILH Phase II) will be utilised for the development of JILH Phase II. The Company will make periodic announcements on the utilisation of the proceeds from the Rights Issue, as the funds from the Rights Issue are materially disbursed and provide a status report on the use of the proceeds from the Rights Issue in the Company's annual report, in accordance with the rules of the Listing Manual. Where (i) there is a material deviation in the stated use of the net proceeds, the Company will state the reason(s) for such deviation; and (ii) the use of the net proceeds is for working capital, the Company will disclose a breakdown with specific details in announcements and/or its annual report(s).

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As stated in paragraph 6.2(a) above, a portion of the Rights Issue proceeds will be used to partially fund the development of JILH Phase II. The balance of the funds required for this purpose will be obtained from internal resources and/or external financing as and when required.

- 6.4 As at 31 December 2024, the borrowings of the Group amounted to S\$254.0 million comprising of lease liabilities (S\$92.5 million) and bank borrowings (S\$161.5 million). In FY2024, the Group's interest on borrowings amounted to approximately S\$8.0 million. The amount drawn down under the relevant bank loan contracts (aggregate of S\$127.4 million) was mainly used for the development and construction of JILH Phase I, acquisition of the shares of four logistics companies in Malaysia, namely Guper Integrated Logistics Sdn. Bhd., Gems Logistics Sdn. Bhd., Dolphin Shipping Agency Sdn. Bhd. and East West Freight Services Sdn Bhd, and purchase of warehouse automation equipment. These 6 outstanding bank loans will mature in 2025 (3 bank loans), 2029 (2 bank loans) and 2034 (1 bank loan). They have variable interest rates that are contractually repriced within 1 to 3 months (2023: 1 to 3 months) from the balance sheet date. The Group has sufficient funds to meet the loans repayment obligations as and when they fall due.
- 6.5 Pending the deployment of the proceeds from the Rights Issue, the proceeds may be deposited with banks and/or financial institutions as the Directors may deem appropriate in the interests of the Group.
- 6.6 No investment opportunities and acquisitions have been identified by the Company to-date. The Company will seek Shareholders' approval for any acquisitions under Rule 1014 of the Listing Manual, if necessary.
- 6.7 The Company is of the view that the net proceeds raised from the Rights Issue will be sufficient to meet the Group's present funding requirements and to enable the Group to meet its obligations and continue to operate as a going concern.
- 6.8 No equity fund was raised by the Company in the past twenty-four(24) months prior to the date of this Circular.

7. IRREVOCABLE UNDERTAKING

- 7.1 As at the Latest Practicable Date, China COSCO SHIPPING has an interest in 1,194,565,488 Shares through its wholly-owned subsidiary, COSCO Group, representing approximately 53.35% of the Existing Share Capital, being the Relevant Shares.
- 7.2 COSCO Group has furnished to the Company an irrevocable undertaking (the "**Irrevocable Undertaking**"), pursuant to which it has irrevocably undertaken to the Company to, *inter alia*:
- 7.2.1 subscribe and pay in full for, or procure the subscription and payment in full of, its *pro rata* entitlement under the Rights Issue in relation to the Relevant Shares (the "**Undertaken Pro Rata Rights Shares**");
- 7.2.2 subscribe and pay in full for, or procure the subscription and payment in full of, up to 1,044,679,466 Excess Rights Shares (the "**Undertaken Excess Rights Shares**");

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- 7.2.3 to the extent not prohibited under applicable laws and regulations (including the Listing Manual), to vote or procure the voting of all the Relevant Shares in favour of the Proposed Resolution; and
- 7.2.4 it will not sell, transfer or otherwise dispose of the Relevant Shares on or prior to the Record Date and shall continue to own the Relevant Shares as at the Record Date.

COSCO Group's subscription and payment for the Undertaken Excess Rights Shares will take place after the Closing Date and after satisfying all applications and excess applications (if any) for the Rights Shares. COSCO Group confirms that the total amount of applications by it put in before or after the Closing Date will be within the undertaking limits.

Allocations of Excess Rights Shares to other Shareholders will rank in priority before allocations of the Undertaken Excess Rights Shares to COSCO Group.

- 7.3 The Irrevocable Undertaking is subject to and conditional upon, *inter alia*:
 - 7.3.1 the receipt of the in-principle approval from the SGX-ST for the listing of and quotation for, the Rights Shares on the SGX-ST having been obtained and if such approval is granted subject to conditions, such conditions being acceptable to COSCO Group and the Company both acting reasonably, and such approval not having been withdrawn or revoked on or prior to the completion of the Rights Issue;
 - 7.3.2 the approval of the Shareholders having been obtained at the EGM for the Proposed Resolution and the issue of the Rights Shares; and
 - 7.3.3 the lodgement of the Offer Information Statement, together with all other accompanying documents (if applicable) in connection with the Rights Issue with the MAS.
- 7.4 No commission or fee will be paid to COSCO Group in connection with the provision of the Irrevocable Undertaking.
- 7.5 In view of the Irrevocable Undertaking provided by COSCO Group, the Company has the certainty of raising the full S\$273.2 million contemplated from the Rights Issue and has decided to proceed with the Rights Issue on a non-underwritten basis.
- 7.6 A confirmation of financial resources has also been furnished in connection with the Irrevocable Undertaking.

8. PRO FORMA FINANCIAL EFFECTS OF THE RIGHTS ISSUE

For illustrative purposes only, the *pro forma* financial effects of the Rights Issue on the Group are set out in **Appendix 2** of this Circular.

A summary of the *pro forma* financial effects of the Rights Issue is presented herein. **It is for illustrative purposes only and do not purport to be indicative or a projection of the results and financial position of the Group immediately after the completion of the Rights Issue.**

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8.1 Share Capital

	Number of Shares	S\$' million
Issued share capital ⁽¹⁾ as at the Record Date	2,239,244,954	270.6
Issued share capital after the Rights Issue	4,478,489,908	542.8

Note:

(1) The Company does not have any treasury shares.

8.2 NTA

**As at
31 December 2024**

NTA per Share

NTA per Share before the Rights Issue (cents) ⁽¹⁾	21.6
NTA per Share after the Rights Issue (cents) ⁽¹⁾	16.9

Note:

(1) NTA per Share = (Equity attributable to owners – Intangible assets – Goodwill)/Number of Shares outstanding (excluding treasury shares).

8.3 Gearing

**As at
31 December 2024**

Before the Rights Issue

Net gearing (net of cash) (times) ⁽¹⁾	0.41
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After the Rights Issue

Net cash (times) ⁽²⁾	0.08
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Notes:

(1) Net Gearing = (Gross Borrowings – Cash)/Total equity.

(2) Net Cash = (Cash – Gross Borrowings)/Total equity. With the proceeds from the Rights Issue, the Company is in a net cash position.

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8.4 EPS

**Full year ended
31 December 2024**

Before the Rights Issue

Basic earning per Share before Rights Issue (cents) ⁽²⁾	0.24
Diluted earning per Share before Rights Issue (cents) ⁽²⁾	0.24

After the Rights Issue

Basic earning per Share after Rights Issue (cents) ^{(1),(2)}	0.30
Diluted earning per Share after Rights Issue (cents) ^{(1),(2)}	0.30

Notes:

- (1) Includes (1) assumed interest income of approximately S\$4.1 million arising from bank deposit of S\$142.2 million on the interest rate of 3.45% per annum as quoted by the Company's principal banker, calculated on a post-tax basis; and (2) interest expense saving of S\$3.7 million arising from repayment of bank borrowings of S\$130 million at the beginning of the full year ended 31 December 2024.
- (2) EPS = Profit attributable to owners of the Company/weighted average number of Shares outstanding (excluding treasury shares).

9. REVIEW OF PAST PERFORMANCE AND WORKING CAPITAL

Further information on the consolidated income statements and the consolidated statements of cash flows of the Group for FY2022, FY2023 and FY2024, the balance sheet and the working capital position of the Group as at 31 December 2022, 31 December 2023 and 31 December 2024 are set out in **Appendix 3** of this Circular.

10. RECORD DATE FOR THE RIGHTS ISSUE

Conditional upon the Proposed Resolution being approved at the EGM, the Register of Members and Share Transfer Books of the Company will be closed at a time and date to be announced by the Company, to determine the provisional allotments of Rights Shares of Entitled Shareholders under the Rights Issue.

11. OTHER MATTERS RELATING TO THE RIGHTS ISSUE

11.1 Statement by the Directors

The Directors are of the opinion that after taking into consideration the Group's present bank facilities, operating cashflow and internal resources, the working capital available to the Group is sufficient to meet its present requirements (excluding the development of JILH Phase II and the repayment of bank borrowings referred to in this Circular) and that the Group has sufficient resources to meet its existing capital commitments. The Group is not under pressure from any bankers to repay any of its existing borrowings and there is currently no arrangement for refinancing of the Group's borrowings. The Directors did not take into consideration the net proceeds from the Rights Issue prior to determining whether the working capital available to the Group is sufficient to meet its present requirements (excluding the development of JILH Phase II and the repayment of bank borrowings referred to in this Circular).

LETTER TO SHAREHOLDERS

The Rights Issue is to raise proceeds for the Company to partially fund the construction or acquisition of logistics infrastructure and investment opportunities including the development of JILH Phase II, and to repay bank borrowings. The Directors are of the opinion that the Rights Issue will further strengthen the financial position and capital base of the Group. The Rights Issue will also provide the Shareholders with an opportunity to maintain their *pro rata* equity shareholding in the Company.

11.2 Notification under Section 309B of the SFA

The provisional allotments of Rights Shares and the Rights Shares are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in the MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

12. MINIMUM AND MAXIMUM RESULTANT HOLDING AFTER THE RIGHTS ISSUE

12.1 As stated above, as at the Latest Practicable Date, China COSCO SHIPPING, through its wholly-owned subsidiary, COSCO Group, has an interest in the Relevant Shares.

12.2 COSCO Group's Minimum Resultant Holding after the Rights Issue

Assuming that:

- (1) there is no change in the number of Shares in which COSCO Group holds;
- (2) the number of Shares in issue as at the Record Date is 2,239,244,954;
- (3) all Rights Shares are subscribed for by the Shareholders and investors such that COSCO Group subscribes only for the Undertaken *Pro Rata* Rights Shares and is not required pursuant to the Irrevocable Undertaking to subscribe for any Undertaken Excess Rights Shares; and
- (4) 2,239,244,954 Rights Shares are allotted and issued,

COSCO Group would hold in aggregate 2,389,130,976 Shares, representing approximately 53.35% of the Shares in issue immediately following the Rights Issue (the “**Minimum Resultant Holding Scenario**”).

12.3 COSCO Group's Maximum Resultant Holding after the Rights Issue

Assuming that:

- (1) there is no change in the number of Shares in which COSCO Group holds;
- (2) the number of Shares in issue as at the Record Date is 2,239,244,954;
- (3) there are no other shareholders subscribing for the Rights Shares, COSCO Group subscribes for the Undertaken *Pro Rata* Rights Shares and the maximum number of Undertaken Excess Rights Shares which it is required to subscribe for pursuant to the Irrevocable Undertaking; and
- (4) 2,239,244,954 Rights Shares are allotted and issued,

LETTER TO SHAREHOLDERS

COSCO Group would hold in aggregate 3,433,810,442 Shares, representing approximately 76.67% of the Shares in issue immediately following the Rights Issue (the “**Maximum Resultant Holding Scenario**”).

12.4 Dilution effect

For illustrative purposes, the dilution effect to the shareholdings of the existing Shareholders after the issue of the Rights Shares is as set out below:

	Current Shareholding		After completion of the Rights Issue			
	No. of Shares	% ⁽¹⁾	No. of Shares under the Minimum Resultant Holding Scenario	% ⁽²⁾	No. of Shares under the Maximum Resultant Holding Scenario	% ⁽²⁾
COSCO Group	1,194,565,488	53.35	2,389,130,976	53.35	3,433,810,442	76.67
Other Shareholders	1,044,679,466	46.65	2,089,358,932	46.65	1,044,679,466	23.33
Total	2,239,244,954	100.00	4,478,489,908	100.00	4,478,489,908	100.00

Notes:

- (1) Based on a total of 2,239,244,954 Shares in issue as at the Latest Practicable Date. The Company does not have any treasury shares as at the Latest Practicable Date.
- (2) Based on a total of 4,478,489,908 Shares in issue immediately following completion of the Rights Issue, including 2,239,244,954 Rights Shares.

12.5 Under Rule 14.1 of the Take-over Code, where any person (defined to include any body corporate) who, together with persons acting in concert with that person, holds not less than 30% but not more than 50% of the voting rights of a company and such person, or any person acting in concert with him, acquires, in any period of six months, additional shares carrying more than one per cent. of the voting rights of the company, such person is required to make a mandatory general offer for all the shares in the company which the person and/or persons acting in concert do not already own or control.

12.6 As at the Latest Practicable Date, the aggregate holdings of COSCO Group and its concert parties in the issued Shares exceed 50% of the total number of issued Shares. Accordingly, the fulfilment by COSCO Group of its obligations under the Irrevocable Undertaking would not incur a mandatory take-over obligation for the Shares under the Take-over Code by COSCO Group and its concert parties.

13. DIRECTORS AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

13.1 Directors' Interests

As at the Latest Practicable Date, based on the Register of Directors' Shareholdings, none of the Directors has any interests in the Shares.

LETTER TO SHAREHOLDERS

13.2 Substantial Shareholders' Interests

As at the Latest Practicable Date, the interests of the Substantial Shareholders in Shares as recorded in the Register of Substantial Shareholders as at the Latest Practicable Date are as follows:

Substantial Shareholder	Number of Shares			
	Direct Interest	% ⁽¹⁾	Deemed Interest	% ⁽¹⁾
COSCO Group	1,194,565,488 ⁽¹⁾	53.35	—	—
China COSCO SHIPPING	—	—	1,194,565,488 ⁽¹⁾	53.35

Note:

(1) China COSCO SHIPPING is deemed interested in the Shares held by COSCO Group.

14. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save for the Irrevocable Undertaking as described in paragraph 7 of this Circular and save as disclosed in paragraph 13 of this Circular, none of the Directors or Substantial Shareholders or their respective associates has any direct or indirect interest in the Rights Issue other than through their respective shareholdings (direct or indirect) in the Company.

15. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages 50 to 53 of this Circular, will be held on 25 June 2025 at 2.00 p.m. at Meeting Rooms 331-332, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard Suntec City, Singapore 039593 for the purpose of considering and, if thought fit, passing, with or without any modifications, the ordinary resolution set out in the Notice of EGM.

16. OFFER INFORMATION STATEMENT

The Offer Information Statement will be despatched or, as the case may be, disseminated by the Company to Entitled Shareholders subject to, *inter alia*, the approval of the Proposed Resolution being obtained at the EGM. Acceptances and applications under the Rights Issue can be made on the following (all of which will form part of the Offer Information Statement):

- (i) the PAL, in the case of Entitled Scripholders;
- (ii) the ARE, in the case of Entitled Depositors; and
- (iii) the ARS, in the case of Purchasers whose registered addresses with CDP are in Singapore,

and, in the case of Entitled Depositors or their renounees or Purchasers, additionally, the ATMs of the Participating Banks.

LETTER TO SHAREHOLDERS

CDP account holders will be able to log in to Investor Portal at <https://investors.sgx.com> using Singpass (Singaporeans/Permanent Residents/Singapore Work Pass Holders) or CDP Internet User ID (Foreigners) to apply for the Rights Issue.

The procedures for, and the terms and conditions applicable to, the acceptances, renunciations and/or sales of the Rights and for the excess applications for the Rights Shares pursuant to the Rights Issue, including the different modes of acceptance or application and payment, will be set out in the Offer Information Statement.

17. ACTION TO BE TAKEN BY SHAREHOLDERS

17.1 Appointment of Proxies

Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend and vote at the EGM on their behalf should complete, sign and return the proxy form attached to the Notice of EGM in accordance with the instructions printed thereon as soon as possible at the office of the Share Registrar, Tricor Barbinder Share Registration Services at 9 Raffles Place #26-01 Republic Plaza Singapore 048619 not less than 72 hours before the time appointed for holding the meeting. The completion and return of the proxy form by such Shareholder will not prevent him from attending and voting in person at the EGM in place of his proxy should he subsequently wish to do so.

17.2 When Depositor regarded as Shareholder

A Depositor is not regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register as certified by CDP not less than 72 hours before the time fixed for the EGM.

18. DIRECTORS' RECOMMENDATION

18.1 The Proposed Resolution

The Directors, having considered, *inter alia*, the rationale for the Rights Issue as set out in paragraph 4 of this Circular, are of the opinion that the Rights Issue is in the best interests of the Company, and accordingly recommend that Shareholders vote in favour of the Proposed Resolution, including the allotment and issue of the Rights Shares pursuant to the Rights Issue, to be proposed at the EGM.

18.2 Note to Shareholders

Shareholders are advised to read this Circular carefully in its entirety, including the terms and conditions of the Rights Issue, the rationale for the Rights Issue and the financial effects of the Rights Issue.

In giving the above recommendation, the Directors have not had regard to the specific investment objectives, financial situation, tax position or unique constraints of any individual Shareholder. As Shareholders would have different investment objectives, the Directors recommend that any Shareholder who may require specific advice in relation to his or her specific investment objectives or portfolio should consult his or her stockbroker, bank, solicitor, accountant, tax adviser or other professional advisers.

LETTER TO SHAREHOLDERS

19. DIRECTORS' RESPONSIBILITY STATEMENT

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 Rights Issue, 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. 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.

20. STATEMENT BY THE MANAGER

To the best of the Manager's knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Rights Issue, the Company and its subsidiaries, and the Manager is not aware of any facts the omission of which would make any statement in this Circular misleading.

21. CONSENTS

- 21.1 China Construction Bank Corporation Singapore Branch, as the Manager for the Rights Issue, has given and has not withdrawn its written consent to the issue of this Circular, with the inclusion of its name and all references thereto, in the form and context in which they appear in this Circular.
- 21.2 Chang See Hiang & Partners, named as the Company's legal adviser as to Singapore law in respect of the Rights Issue, has given and has not withdrawn its written consent to the issue of this Circular, with the inclusion of its name and all references thereto, in the form and context in which they appear in this Circular.

22. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at the registered office of the Company at 30 Cecil Street #26-01 Prudential Tower Singapore 049712, from the date of this Circular up to the date of the EGM:

- (i) the Constitution of the Company;
- (ii) the Annual Reports of the Company for FY2022, FY2023 and FY2024;
- (iii) the Irrevocable Undertaking; and
- (iv) the letters of consent referred to in paragraph 21 of this Circular.

Yours faithfully
for and on behalf of the Board of Directors of
COSCO SHIPPING International (Singapore) Co., Ltd.

Wang Shan He
Chairman, President and Non-Independent Executive Director

APPENDIX 1

ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

1. Entitled Shareholders

Entitled Shareholders will be entitled to participate in the Rights Issue and to receive the Offer Information Statement and accompanying documents, including the ARE or the PAL, as the case may be, at their respective Singapore addresses, within three Market Days after the Record Date.

Entitled Depositors who do not receive the Offer Information Statement and the ARE may obtain them from CDP, the Share Registrar or any stockbroking firm during the period from the date the Rights Issue commences up to the Closing Date. Entitled Scripholders who do not receive the Offer Information Statement and the PAL may obtain them from the Share Registrar during the period from the date the Rights Issue commences up to the Closing Date.

Entitled Shareholders will be provisionally allotted Rights Shares under the Rights Issue on the basis of their shareholdings in the Company as at the Record Date. Entitled Shareholders will be at liberty to accept (in full or in part), decline, renounce or (in the case of Entitled Depositors only) trade on the SGX-ST (during the Rights trading period prescribed by the SGX-ST) their Rights and are eligible to apply for Excess Rights Shares in excess of their provisional allotments under the Rights Issue. Rights Shares that are not validly taken up by Entitled Shareholders or their respective renouncee(s) or Purchaser(s), any unsold Rights of Foreign Shareholders and any Rights Shares that are not otherwise allotted for whatever reason in accordance with the terms and conditions contained in the Offer Information Statement, the ARE, the PAL and (if applicable) the Constitution, will be aggregated and used to satisfy Excess Rights Shares applications (if any), or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit for the benefit of the Company. In the allotment of Excess Rights Shares, preference will be given to the rounding of odd lots. Directors, the Executive Officers, COSCO Group and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board of Directors will rank last in priority for the rounding of odd lots and allotment of Excess Rights Shares.

All dealings in and transactions of the Rights through the SGX-ST will be effected under the book-entry (scripless) settlement system. Accordingly, the PALs, which will be issued to Entitled Scripholders, will not be valid for delivery pursuant to trades done on the SGX-ST.

The procedures for, and the terms and conditions applicable to, acceptances, renunciation and/or sales of the Rights and for the applications for Excess Rights Shares, including the different modes of acceptance or application and payment, will be contained in the Offer Information Statement to be despatched or, as the case may be, disseminated by, and in the ARE, the ARS and the PAL to be despatched by, the Company in due course.

Scripholders are encouraged to open Securities Accounts if they have not already done so and to deposit their share certificates with CDP well in advance of the Record Date so that their Securities Accounts may be credited by CDP with their Shares prior to the Record Date and the Rights. Scripholders should note that their Securities Accounts will only be credited with their Shares on the twelfth (12th) Market Day from the date of lodgement of their share certificates with CDP or such later date as CDP may determine.

APPENDIX 1

ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

Depositors should note that all notices and documents will be sent to their last registered addresses with CDP.

Depositors who wish to maintain a mailing address in Singapore (“**Rights Mailing Address**”) with CDP for the purpose of receiving the Rights Issue documents should inform CDP in writing at 4 Shenton Way, #02-01 SGX Centre 2, Singapore 068807. Depositors are encouraged to submit any request to register a Rights Mailing Address or to effect any change in address well in advance of the Record Date to be eligible to participate in the Rights Issue. Any such request to register a Rights Mailing Address or to effect any change in address must reach CDP no later than three Market Days before the Record Date.

Shareholders (not being Depositors) who do not presently have an address in Singapore for the service of notices and documents and who wish to be eligible to participate in the Rights Issue should provide such an address in Singapore by notifying in writing the Share Registrar, Tricor Barbinder Share Registration Services at 9 Raffles Place #26-01 Republic Plaza Singapore 048619, no later than three Market Days before the Record Date.

2. **Foreign Shareholders**

The Offer Information Statement and its accompanying documents have not been and will not be lodged, registered or filed in any jurisdiction other than Singapore. The distribution of the Offer Information Statement and its accompanying documents, and the purchase, exercise of or subscription for Rights and/or the Rights Shares by any persons who have registered addresses outside Singapore, or who are resident in, or citizens of countries other than Singapore, may be prohibited or restricted (either absolutely or subject to various relevant securities requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions. For practical reasons and in order to avoid any violation of the securities legislation applicable in jurisdictions other than Singapore, the Offer Information Statement and its accompanying documents will not be despatched to Foreign Shareholders.

Foreign Shareholders will not be entitled to participate in the Rights Issue. Accordingly, no provisional allotment of Rights Shares will be made to Foreign Shareholders and no purported acceptance or application for the Rights Shares by Foreign Shareholders will be valid. The Company may, in its sole discretion, permit participation in the Rights Issue by certain Foreign Shareholders in certain jurisdictions, subject in all cases to compliance with applicable laws in the relevant jurisdictions.

The Offer Information Statement and its accompanying documents will also not be despatched to Foreign Purchasers. Foreign Purchasers who wish to accept the Rights credited to their Securities Accounts should make the necessary arrangements with their respective Depository Agents or stockbrokers in Singapore.

The Company reserves the right, but shall not be obliged, to treat as invalid any ARE, ARS or PAL which (i) appears to the Company or its agents to have been executed in any jurisdiction outside Singapore or which the Company believes may violate any applicable legislation of such jurisdiction, (ii) provides an address outside Singapore for the receipt of the share certificate(s) for the Rights Shares or which requires the Company to despatch the share certificate(s) to an address in any jurisdiction outside Singapore, or (iii) purports to

APPENDIX 1

ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

exclude any deemed representation, warranty or confirmation. The Company further reserves the right to reject any acceptances of the Rights Shares and/or applications for Excess Rights Shares where it believes, or has reason to believe, that such acceptances and/or applications may violate any applicable legislation of any jurisdiction.

If it is practicable to do so, the Company may, at its absolute discretion, arrange for the Rights, which would otherwise have been provisionally allotted to Ineligible Shareholders to be sold “nil- paid” on the SGX-ST as soon as practicable after commencement of trading in the Rights. Such sales may, however, only be effected if the Company, in its absolute discretion, determines that a premium can be obtained from such sales, after taking into account the expenses expected to be incurred in relation thereto.

The net proceeds from all such sales, after deduction of all expenses therefrom, will be pooled and thereafter distributed to Ineligible Shareholders in proportion to their respective shareholdings or, as the case may be, the number of Shares entered against their names in the Depository Register as at the Record Date and sent to them **AT THEIR OWN RISK** by ordinary post, **provided that** where the amount of net proceeds to be distributed to any single Ineligible Shareholder or persons acting to the account or benefit of any such persons is less than S\$10.00, the Company shall be entitled to retain or deal with such net proceeds as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Ineligible Shareholder or persons acting to the account or benefit of any such persons shall have any claim whatsoever against the Company, the Manager, CDP, the CPF Board or the Share Registrar and their respective officers in connection therewith.

Where such Rights are sold on the SGX-ST, they will be sold at such price or prices as the Company may, in its absolute discretion, decide and no Ineligible Shareholder or persons acting to the account or benefit of any such persons shall have any claim whatsoever against the Company, the Manager, CDP, the CPF Board or the Share Registrar and their respective officers in respect of such sales or the proceeds thereof, the Rights or the Rights Shares represented by such Rights.

If such Rights cannot be or are not sold on the SGX-ST as aforesaid for any reason by such time as the SGX-ST shall have declared to be the last day for trading in the Rights, the Rights Shares represented by such Rights will be issued to satisfy excess applications or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Ineligible Shareholder or persons acting to the account or benefit of any such persons shall have any claim whatsoever against the Company, the Manager, CDP, the CPF Board or the Share Registrar and their respective officers in connection therewith.

Shareholders should note that the special arrangements described above will apply only to Ineligible Shareholders.

Notwithstanding the above, Shareholders and any other person having possession of the Offer Information Statement and/or its accompanying documents are advised to inform themselves of and to observe any legal requirements applicable thereto. No person in any territory outside Singapore receiving the Offer Information Statement and/or its accompanying documents may treat the same as an offer, invitation or solicitation to subscribe for any Rights Shares unless such offer, invitation or solicitation could lawfully be made without violating any regulation or legal requirements in those territories.

Further details will be set out in the Offer Information Statement.

APPENDIX 2

PRO FORMA FINANCIAL EFFECTS OF THE RIGHTS ISSUE

1. The pro forma financial effects of the Rights Issue as presented herein:
 - (i) are for illustrative purposes only and do not purport to be indicative or a projection of the results and financial position of the Group immediately after the completion of the Rights Issue;
 - (ii) are based on the audited consolidated financial statements of the Group for FY2024 in calculating the pro forma financial effects as at 31 December 2024;
 - (iii) are based on the Existing Share Capital and assume, for illustrative purposes only, that on or prior to the Record Date, the Company will issue up to 2,239,244,954 Rights Shares under the Rights Issue;
 - (iv) assume that the Rights Shares had been allotted and issued on 31 December 2024 in calculating the pro forma financial effects on share capital, NTA and gearing as at 31 December 2024;
 - (v) assume that the Rights Shares had been allotted and issued on 1 January 2024 in calculating the pro forma financial effects on EPS for FY2024;
 - (vi) assume that the amount of net proceeds from the issue of the Rights Shares, after deducting estimated expenses of approximately S\$1.0 million incurred in connection with the Rights Issue, is approximately S\$272.2 million and further assumes that all of the expenses for the Rights Issue are capitalised⁴; and
 - (vii) assume that the net proceeds of (a) S\$130.0 million from the Rights Issue will be utilized for repayment of some of the bank borrowings on 1 January 2024; and (b) S\$142.2 million which is not used for repaying bank borrowing shall be placed in bank deposit for interest income prior to its utilization, in calculating the pro forma financial effects on EPS for FY2024.

2. Share Capital

	Number of Shares	S\$' million
Issued share capital ⁽¹⁾ as at the Record Date	2,239,244,954	270.6
Add: Rights Shares to be allotted and issued	2,239,244,954	272.2
Issued share capital after the Rights Issue	4,478,489,908	542.8

Note:

- (1) The Company does not have any treasury shares.

⁴ On the basis that the expenses are incurred in connection with the Rights Issue, such expenses are accordingly capitalised in full.

APPENDIX 2

PRO FORMA FINANCIAL EFFECTS OF THE RIGHTS ISSUE

3. NTA

	As at 31 December 2024
<u>NTA</u>	
NTA before the Rights Issue (S\$' million)	482.8
Net proceeds from the Rights Issue (S\$' million)	272.2
NTA after adjusting for the Rights Issue (S\$' million)	755.0
<u>NTA per Share</u>	
Number of Shares before the Rights Issue (million)	2,239.2
NTA per Share before the Rights Issue (cents) ⁽¹⁾	21.6
Number of Shares after the Rights Issue (million)	4,478.5
NTA per Share after the Rights Issue (cents) ⁽¹⁾	16.9

Note:

(1) NTA per Share = (Equity attributable to owners – Intangible assets – Goodwill)/Number of Shares outstanding (excluding treasury shares).

4. Gearing

	As at 31 December 2024
<u>Before the Rights Issue</u>	
Total net borrowings (S\$' million)	206.5
Total equity (S\$' million)	501.4
Net gearing (net of cash) (times) ⁽¹⁾	0.41
<u>After the Rights Issue</u>	
Total net cash (S\$' million)	65.7
Total equity (S\$' million)	773.6
Net cash (times) ⁽²⁾	0.08

Notes:

(1) Net Gearing = (Gross Borrowings – Cash)/Total equity.

(2) Net Cash = (Cash – Gross Borrowings)/Total equity. With the proceeds from the Rights Issue, the Company is in a net cash position.

APPENDIX 2

PRO FORMA FINANCIAL EFFECTS OF THE RIGHTS ISSUE

5. EPS

	Full year ended 31 December 2024
<u>Before the Rights Issue</u>	
Profit attributable to owners of the Company (S\$' million)	5.5
Weighted average number of Shares (million)	2,239.2
Basic earning per Share before Rights Issue (cents) ⁽²⁾	0.24
Diluted earning per Share before Rights Issue (cents) ⁽²⁾	0.24
<u>After the Rights Issue</u>	
Profit attributable to owners of the Company (S\$' million) ⁽¹⁾	13.3
Weighted average number of Shares (excluding treasury shares) (million)	4,478.5
Basic earning per Share after Rights Issue (cents) ^{(1),(2)}	0.30
Diluted earning per Share after Rights Issue (cents) ^{(1),(2)}	0.30

Notes:

- (1) Includes (1) assumed interest income of approximately S\$4.1 million arising from bank deposit of S\$142.2 million on the interest rate of 3.45% per annum as quoted by the Company's principal banker, calculated on a post-tax basis; and (2) interest expense saving of S\$3.7 million arising from repayment of bank borrowings of S\$130 million at the beginning of the full year ended 31 December 2024.
- (2) EPS = Profit attributable to owners of the Company/weighted average number of Shares outstanding (excluding treasury shares).

APPENDIX 3

REVIEW OF PAST PERFORMANCE AND WORKING CAPITAL

- (1) The audited consolidated income statements of the Group for FY2022, FY2023 and FY2024 are set out below.

	← Audited →		
	FY2022 S\$'000	FY2023 S\$'000	FY2024 S\$'000
Sales	185,643	178,710	172,916
Cost of sales	(144,401)	(138,364)	(130,436)
Gross profit	41,242	40,346	42,480
Other income			
– Interest income	1,225	1,929	965
– Others	3,016	1,110	3,724
	4,241	3,039	4,689
Other gains and losses (net)	511	42	772
Expenses			
– Distribution	(3,060)	(3,498)	(3,558)
– Administrative			
– Impairment loss on financial assets	(79)	(588)	(168)
– Impairment of goodwill	(98,989)	–	
– Others	(25,717)	(25,161)	(28,124)
	(124,785)	(25,749)	(28,292)
– Finance	(10,232)	(13,657)	(11,509)
Share of profit of associated companies	7,520	5,132	4,901
Profit/(Loss) before income tax	(84,563)	5,655	9,483
Income tax expense	(3,197)	(3,027)	(2,842)
Profit/(Loss) for the year	(87,760)	2,628	6,641
Profit/(Loss) attributable to:			
Equity holders of the Company	(88,600)	1,900	5,474
Non-controlling interests	840	728	1,167
	(87,760)	2,628	6,641

APPENDIX 3

REVIEW OF PAST PERFORMANCE AND WORKING CAPITAL

- (2) The audited balance sheet of the Group as at 31 December 2022, 31 December 2023 and 31 December 2024 are set out below.

	← Audited →		
	31 December 2022 S\$'000	31 December 2023 S\$'000	31 December 2024 S\$'000
Current assets			
Cash and cash equivalents	106,682	66,676	47,589
Trade and other receivables	44,620	46,814	47,290
Inventories	599	402	471
Income tax receivables	249	468	564
	152,150	114,360	95,914
Non-current assets			
Trade and other receivables	379	374	770
Investments in associated companies	58,803	55,510	61,165
Investment properties	28,387	22,252	22,297
Property, plant and equipment	669,916	651,491	657,610
Intangible assets	16,281	12,180	8,198
Deferred income tax assets	111	171	245
	773,877	741,978	750,285
Total assets	926,027	856,338	846,199
Current liabilities			
Trade and other payables	35,895	37,475	26,746
Current income tax liabilities	4,543	4,092	5,111
Borrowings	30,976	25,237	80,526
Provisions	802	802	920
	72,216	67,606	113,303
Non-current liabilities			
Trade and other payables	337	—	—
Borrowings	297,939	236,565	173,517
Provisions	1,535	1,435	623
Deferred income tax liabilities	61,242	59,710	57,382
	361,053	297,710	231,522
Total liabilities	433,269	365,316	344,825
Net assets	492,758	491,022	501,374
Equity			
Capital and reserves attributable to equity holders of the Company			
Share capital	270,608	270,608	270,608
Statutory and other reserves	38,386	34,550	38,484
Retained earnings	180,028	181,928	187,402
Non-controlling interests	3,736	3,936	4,880
Total equity	492,758	491,022	501,374

APPENDIX 3

REVIEW OF PAST PERFORMANCE AND WORKING CAPITAL

- (3) The audited consolidated statement of cash flows of the Group for FY2022, FY2023 and FY2024 are set out below.

	← Audited →		
	FY2022 S\$'000	FY2023 S\$'000	FY2024 S\$'000
Cash flows from operating activities:			
Profit/(Loss) for the year	(87,760)	2,628	6,641
Adjustments for:			
– Amortisation of intangible assets	4,049	4,034	4,031
– Depreciation of property, plant and equipment	32,094	31,303	30,806
– Depreciation of investment properties	7,494	5,922	1,067
– Income tax expense	3,197	3,027	2,842
– Interest expense	10,232	13,657	11,509
– Interest income	(1,225)	(1,929)	(965)
– Net allowance for impairment of trade and other receivables	79	588	168
– Net gain on disposal of property, plant and equipment	(401)	(198)	(409)
– Impairment of goodwill	98,989	–	–
– Gain on termination of lease	(72)	–	–
– Write-off of property, plant and equipment	375	–	2
– Share of profit of associated companies	(7,520)	(5,132)	(4,901)
– Exchange differences	77	55	(26)
	59,608	53,955	50,765
Changes in working capital			
– Inventories	(274)	197	(69)
– Trade and other receivables	1,130	(2,738)	(1,092)
– Trade and other payables	(7,701)	2,317	(9,855)
– Provisions	–	(100)	(812)
Cash provided by operations	52,763	53,631	38,937
Income tax paid	(3,826)	(5,026)	(4,632)
Net cash provided by operating activities	48,937	48,605	34,305

APPENDIX 3

REVIEW OF PAST PERFORMANCE AND WORKING CAPITAL

	← Audited →		
	FY2022 S\$'000	FY2023 S\$'000	FY2024 S\$'000
Cash flows from investing activities			
Deferred consideration paid for acquisition of a subsidiary	(2,000)	—	—
Additions to property, plant and equipment	(16,030)	(14,161)	(14,502)
Proceeds from disposal of property, plant and equipment	593	329	1,263
Acquisition of a subsidiary	—	3,579	(3,211)
Investment in newly incorporated associated company	—	(7)	—
Further investment in an associated company	—	—	(6,644)
Interest received	1,023	2,067	1,017
Dividend received from associated companies	9,871	7,844	7,286
Net cash used in investing activities	(6,543)	(349)	(14,791)
Cash flows from financing activities			
Acquisition of non-controlling interests in subsidiaries	(7,500)	—	—
Proceeds from borrowings	10,904	—	—
Repayment of borrowings	(18,174)	(20,747)	(17,238)
Principal payment of lease liabilities	(18,233)	(14,119)	(9,902)
Repayment of amount due to a related corporation	—	(38,000)	—
Decrease in bank deposits pledged	5	4	417
Interest paid	(9,722)	(14,208)	(11,562)
Dividend paid to non-controlling interest of a subsidiary	(285)	(449)	(533)
Net cash used in financing activities	(43,005)	(87,519)	(38,818)

APPENDIX 3

REVIEW OF PAST PERFORMANCE AND WORKING CAPITAL

	← Audited →		
	FY2022 S\$'000	FY2023 S\$'000	FY2024 S\$'000
Net decrease in cash and cash equivalents	(611)	(39,263)	(19,304)
Cash and cash equivalents at beginning of financial year	107,074	105,753	65,751
Effects of currency translation on cash and cash equivalents	(710)	(739)	634
Cash and cash equivalents at end of financial year	105,753	65,751	47,081
Cash and cash equivalents represented by:			
Cash at bank and on-hand	34,424	31,434	30,456
Short-term bank deposits	72,258	35,242	17,133
	106,682	66,676	47,589
Less : Bank deposits pledged	(929)	(925)	(508)
Cash and cash equivalents per consolidated statement of cash flows	105,753	65,751	47,081

REVIEW OF PAST PERFORMANCE

A review of the past performance of the Group from FY2022 to FY2024 is set out below.

FY2023 compared to FY2022

Group revenue for FY2023 totalled S\$178.7 million, 4% lower than FY2022. The reduction of revenue was attributed to the decrease in revenue from Logistics, Property management and Ship repair and marine engineering segments.

Logistics activities accounted for approximately 83% of the Group's revenue in FY2023. However, revenue from logistics activities decreased by 3% to S\$148.2 million. This decline was mainly attributed to a lower revenue contribution from transportation and supply chain management service in Singapore and Malaysia due to a reduced volume of business activities from key customers. This decrease was partially offset by higher revenue from the container depot, driven by an increased volume of Lift on/Lift out (LOLO) activities.

Revenue from Property management decreased by 14% or S\$2.0 million to S\$12.5 million mainly due to reduction of occupancy rate at the Grandstand shopping mall, where the lease for the state land has expired on 31 December 2023.

The decrease in revenue from Ship repair and marine engineering was driven by a decrease in volume of ship repair jobs in Singapore.

APPENDIX 3

REVIEW OF PAST PERFORMANCE AND WORKING CAPITAL

The cost of sales decreased by 4%, aligned with the drop in revenue as compared to FY2022.

The gross profit margin remained relatively constant as compared to FY2022.

The decrease in other income was mainly due to lower sales of scrap material which was a one-off event in FY2022, and drop in government grant, partly offset by an increase in interest income. Interest income increased by 57% in FY2023 mainly due to increase in interest rates for bank deposits and cash at bank.

Other gains and losses in FY2023 were lower than FY2022, primarily due to a reduction in gain on the disposal of property, plant, and equipment, as well as foreign exchange losses.

Distribution expenses increased by 14% mainly due to higher staff cost. Administrative expenses decreased by 79% mainly due to the impairment of goodwill in FY2022. Excluding the impact of the goodwill impairment in FY2022, there is no significant movement in administrative expenses compared to FY2022.

Finance costs increased by 33% to S\$13.7 million mainly due to higher borrowing costs resulting from increase in interest rates.

Share of profit of associated companies of S\$5.1 million was contributed by the Group's 40% shareholdings in COSCO SHIPPING Bulk SEA, 40% shareholdings in PT. Ocean Global Shipping Logistics and the 30% shareholdings in SINOVNL Company Limited. The decrease in share of profit of associated companies was mainly due to lower profit contribution from COSCO SHIPPING Bulk SEA. The Baltic Dry Index (BDI), a measure of shipping costs for commodities, averaged 1,485 points in FY2023, a decrease of 16% from the average of 1,770 points in FY2022.

Income tax expense decreased by 5% to S\$3.0 million mainly due to lower profits in FY2023 (excluding the impact of goodwill impairment in FY2022).

In FY2023, the net profit attributable to equity holders amounted to S\$1.9 million, a significant increase compared to the net loss of S\$88.6 million in FY2022. The substantial rise in net profit was primarily attributed to the recognition of goodwill impairment in FY2022. Excluding the impact of the goodwill impairment in FY2022, the net profit witnessed an 82% decrease compared to FY2022. This decline was mainly attributed to the reduction in the occupancy rate at the Grandstand shopping mall, higher interest expenses, lower share of profits from associated companies, partially offset by an increase in interest income.

FY2024 compared to FY2023

Group revenue for FY2024 totalled \$172.9 million, 3% lower than FY2023. The reduction of revenue was attributed to the decrease in revenue from the Property management segment.

Logistics activities accounted for approximately 87% of the Group's revenue in FY2024. Revenue from logistics activities increased by 1% to \$149.9 million. This increase was mainly attributed to a higher revenue contribution from warehousing and transportation management service in Singapore and Malaysia due to an increased volume of business activities from key customers.

Revenue from the Property management segment decreased by 77% or \$9.6 million to \$2.9 million mainly due to the expiration of the lease at The Grandstand on 31 December 2023.

APPENDIX 3

REVIEW OF PAST PERFORMANCE AND WORKING CAPITAL

The increase in revenue from Ship repair and marine engineering was driven by an increase in volume of ship repair jobs in Singapore.

The cost of sales decreased by 6% while revenue decreased by 3% as compared to FY2023, mainly due to the Property management segment, following the expiration of the lease at The Grandstand on 31 December 2023.

The gross profit margin increased slightly from 23% in FY2023 to 25% in FY2024 due to higher margins from the Ship repair and marine engineering and Property management segments.

The increase in other income was mainly due to increase in sundry income and settlement income, partly offset by a decrease in interest income. Interest income decreased by 50% in FY2024 mainly due to decrease in interest rates for bank deposits and cash at bank.

Other gains and losses in FY2024 was higher than FY2023, primarily due to an increase in gain on the disposal of property, plant, and equipment, as well as foreign exchange gains.

Distribution and administrative expenses increased by 2% and 10% respectively mainly due to higher staff costs and resumption of normal business operations after the global pandemic.

Finance costs decreased by 16% to \$11.5 million mainly due to lower borrowing costs resulting from decrease in interest rates.

Share of profit of associated companies of \$4.9 million was contributed by the Group's 40% shareholdings in COSCO SHIPPING Bulk SEA, 40% shareholdings in PT. Ocean Global Shipping Logistics and 30% shareholdings in SINOBNL Company Limited. The decrease in share of profit of associated companies was mainly due to lower profit contribution from COSCO SHIPPING Bulk SEA.

Income tax expense remained relatively constant as compared to FY2023.

In FY2024, the net profit attributable to equity holders amounted to \$5.5 million, a significant increase compared to the net profit of \$1.9 million in FY2023. The increase was mainly attributed to the lower finance costs and higher other income.

REVIEW OF FINANCIAL POSITION

31 December 2023 compared to 31 December 2022

Cash and cash equivalents decreased from S\$106.7 million to S\$66.7 million mainly due to the repayment of borrowings, interest payments and acquisition of property, plant and equipment. This was partially offset by the net cash provided by operating activities.

Trade and other receivables increased by S\$2.2 million to S\$47.2 million (compared to S\$45.0 million on 31 December 2022). The rise in trade and other receivables is primarily attributed to amounts generated from the operational business activities.

Property, plant and equipment decreased by S\$18.4 million to S\$651.5 million mainly due to depreciation expense recognised in FY2023.

APPENDIX 3

REVIEW OF PAST PERFORMANCE AND WORKING CAPITAL

Trade and other payables have increased by S\$1.3 million to S\$37.5 million, primarily due to other payables related to the newly acquired subsidiary, Golden Logistics & Storage Sdn Bhd.

Total borrowings decreased by S\$67.1 million to S\$261.8 million mainly due to the repayment of bank borrowings and lease liabilities.

Shareholder's equity decreased by S\$1.9 million to S\$487.1 million mainly due to currency translation losses, offset by profit for the year.

31 December 2024 compared to 31 December 2023

Cash and cash equivalents decreased from \$66.7 million to \$47.6 million mainly due to the repayment of borrowings, interest payments and acquisition of property, plant and equipment. This was partially offset by the net cash provided by operating activities.

Trade and other receivables increased to \$48.1 million (compared to \$47.2 million on 31 December 2023). The rise in trade and other receivables is primarily attributed to amounts generated from the operational business activities.

Property, plant and equipment increased by \$6.1 million to \$657.6 million mainly due to additions, offset by depreciation expense recognised in FY2024.

Trade and other payables have decreased by \$10.7 million to \$26.7 million, primarily due to more settlement of payables.

Total borrowings decreased by \$7.8 million to \$254.0 million mainly due to the repayment of bank borrowings and lease liabilities.

Shareholder's equity increased by \$9.4 million to \$496.5 million mainly due to currency translation gains and increased profit for the year.

REVIEW OF CASH POSITION

FY2022

Net cash provided by operating activities for FY2022 was S\$48.9 million. This was mainly due to operating profits generated during the financial year.

Net cash used in investing activities for FY2022 was S\$6.5 million. This was mainly due to dividends received from associated companies, partly offset by the payments for property, plant and equipment.

Net cash used in financing activities for FY2022 was S\$43.0 million. This was mainly due to the repayment of borrowings and interest payments and acquisition of non-controlling interests in subsidiaries.

FY2023

Net cash provided by operating activities for FY2023 was S\$48.6 million. This was mainly due to operating profits generated during the financial year.

APPENDIX 3

REVIEW OF PAST PERFORMANCE AND WORKING CAPITAL

Net cash used in investing activities for FY2023 was S\$0.3 million. This was mainly due to payments for property, plant and equipment, partially offset against dividends received from associated companies, net cash inflows from the newly acquired subsidiary, Golden Logistics & Storage Sdn Bhd. and interest received.

Net cash used in financing activities for FY2023 was S\$87.5 million. This was mainly due to the repayment of borrowings and interest payments.

FY2024

Net cash provided by operating activities for FY2024 was \$34.3 million. This was mainly due to operating profits generated during the financial year.

Net cash used in investing activities for FY2024 was \$14.8 million. This was mainly due to payments for property, plant and equipment and further investment in an associated company, offset by dividend income received from associated companies.

Net cash used in financing activities for FY2024 was \$38.8 million. This was mainly due to the repayment of bank borrowings and lease liabilities and interest payments.

NOTICE OF EXTRAORDINARY GENERAL MEETING

COSCO SHIPPING INTERNATIONAL (SINGAPORE) CO., LTD.

(Company Registration No.: 196100159G)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of COSCO SHIPPING International (Singapore) Co., Ltd. (the “**Company**”) will be held at Meeting Rooms 331-332, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard Suntec City, Singapore 039593 on 25 June 2025 at 2.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolution as set out below as an ordinary resolution. All capitalised terms in this notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular to shareholders of the Company dated 10 June 2025 (the “**Circular**”).

ORDINARY RESOLUTION:

THE PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE

RESOLVED THAT:

- (a) a renounceable non-underwritten rights issue of up to 2,239,244,954 Rights Shares at the Issue Price, on the basis of one (1) Rights Share for every one (1) Share held by Entitled Shareholders as at the Record Date (the “**Rights Issue**”), be and is hereby approved;
- (b) authority be and is hereby given to the Directors to undertake the Rights Issue, provisionally allot and issue the Rights Shares at the Issue Price, on the basis of one (1) Rights Share for every one (1) Share held by the Entitled Shareholders as at the Record Date, and allot and issue the Rights Shares at the Issue Price on the terms and conditions set out below and/or on such other terms and conditions (including the basis of provisional allotments of the Rights Shares) as the Directors may in their absolute discretion and from time to time think fit:
 - (i) the provisional allotment of the Rights Shares shall be made on a renounceable basis to Entitled Shareholders;
 - (ii) no provisional allotment of the Rights Shares shall be made to Foreign Shareholders unless otherwise determined by the Directors that the Rights Shares may be offered based on applicable securities legislation;
 - (iii) the provisional allotment of the Rights Shares which would otherwise accrue to Ineligible Shareholders may be disposed of, or dealt with, by the Company in such manner and on such terms and conditions as the Directors shall deem fit for the purpose of renouncing the provisional allotment relating thereto to purchasers thereof and to pool and thereafter distribute the net proceeds, if any, thereof (after deducting all expenses) among such Ineligible Shareholders in proportion to their respective shareholdings as at the Record Date provided that if the amount to be distributed to any single Ineligible Shareholder or persons acting to the account or benefit of any such persons is less than S\$10.00, such amount shall instead be retained or dealt with as the Directors may, in their absolute discretion, deem fit in the interests of the Company;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (iv) the provisional allotment of the Rights Shares which are not taken up or allotted for any reason shall be aggregated and allotted to satisfy excess applications for the Rights Shares (if any) or disposed of or otherwise dealt with in such manner as the Directors may in their absolute discretion deem fit for the benefit of the Company (including the allotment and issue of Rights Shares to satisfy any subscription of Rights Shares pursuant to the Irrevocable Undertaking); and
- (v) the Rights Shares when allotted and issued will rank *pari passu* in all respects with the then existing issued Shares, except that they will not rank for any dividends, rights, allotments or other distributions the record date for which falls before the date of allotment and issue of the Rights Shares;
- (c) the Directors be and are hereby authorised to fix the Record Date in their absolute discretion;
- (d) in the allotment of Excess Rights Shares, preference will be given to the rounding of odd lots. Directors, the Executive Officers, COSCO Group and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board of Directors will rank last in priority for the rounding of odd lots and allotment of Excess Rights Shares; and
- (e) the Directors be and are hereby authorised to take such steps, do all such acts and things, (including but not limited to finalising, approving and executing all such documents as may be required in connection with the Rights Issue, the issue of the Rights and the issue of the Rights Shares, and making amendments to the terms and conditions of the Rights Issue (including the Issue Price)) and to exercise such discretion as the Directors may in their absolute discretion deem fit, advisable or to give full effect to this resolution, the Rights Issue and the allotment and issue of the Rights Shares.

By Order of the Board

Lee Wei Hsiung
Company Secretary

Singapore
10 June 2025

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The EGM will be held at Meeting Rooms 331-332, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard Suntec City, Singapore 039593 on 25 June 2025 at 2.00 p.m. **There will be no option for Shareholders to participate virtually.** Printed copies of this Notice of EGM and the accompanying Proxy Form will be sent by post to members. These documents will also be published on the Company's website at <https://www.coscoshipping.com.sg> and the SGXNet.
2.
 - (a) A member entitled to attend, speak and vote at a meeting of the Company, and who is not a Relevant Intermediary, is entitled to appoint one or two proxies to attend, speak and vote instead of him/her/it. Where a member appoints two proxies, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form. If no percentage is specified, the first named proxy shall be deemed to represent 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named proxy. Where a member is required by the listing rules of the SGX-ST or a court order to abstain from voting on a resolution at a general meeting, such member shall not be entitled to vote on the relevant resolution and shall be required to abstain from voting, whether in person or by proxy, in respect of such resolution, and the Company shall be entitled to disregard any votes cast by such member to the extent permitted by the Companies Act 1967 (the "**Companies Act**"), the listing rules of the SGX-ST and any other applicable laws and regulations.
 - (b) A member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend and vote at a meeting of the Company, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where more than one proxy is appointed, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form. In relation to a Relevant Intermediary who wishes to appoint more than two proxies, it should annex to the proxy form the list of proxies, setting out, in respect of each proxy, the name, address, email address, NRIC/Passport Number and proportion of shareholding (number of shares, class of shares and percentage) in relation to which the proxy has been appointed.
 - (c) "**Relevant Intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act.
3. **Submission of Proxy Forms:** Shareholders who wish to appoint a proxy(ies) or the Chairman as proxy to attend, speak and vote at the EGM on their behalf must submit a Proxy Form for the appointment of such proxy(ies). A proxy need not be a member of the Company. The Proxy Form must be submitted to the Company in the following manner:
 - (i) by post to the office of the Share Registrar, Tricor Barbinder Share Registration Services at 9 Raffles Place, #26-01, Republic Plaza, Singapore 048619; or
 - (ii) by email to cosco-proxy@vistra.com (e.g. enclosing a clear scanned completed and signed Proxy Form in PDF),

in either case to be received no later than 2.00 p.m. on 22 June 2025 (being 72 hours before the time appointed for the holding of the EGM).

A Shareholder who wishes to submit a Proxy Form must first complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. Printed copies of the Proxy Form will be sent by post to Shareholders. Proxy Forms can also be downloaded from the Company's website at <https://www.coscoshipping.com.sg> or the SGXNet.

In the case of Shareholders whose shares in the Company are entered against their names in the Depository Register, the Company may reject any Proxy Form submitted if such Shareholders are not shown to have shares in the Company entered against their names in the Depository Register (as defined in Part 3AA of the Securities and Futures Act 2001) as at 72 hours before the time appointed for holding the EGM, as certified by the CDP to the Company.

4. **Voting by Investors (including CPFIS Members and SRS Investors):** The Proxy Form is not valid for use by investors holding shares of the Company through Relevant Intermediaries ("**Investors**") (including CPFIS Members and SRS Investors) and shall be ineffective for all intents and purposes if used or purported to be used by them.

CPFIS Members or SRS Investors may appoint the Chairman as proxy to vote on his/her behalf at the EGM, in which case he/she should approach his/her respective CPF Agent Banks or SRS Operators. Alternatively, they may approach their respective CPF Agent Banks or SRS Operators to appoint the Chairman as proxy to attend, speak and vote on their behalf at the EGM. **CPFIS Members or SRS Investors must approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions by 5.00 p.m. on 13 June 2025.**

Investors (other than a CPFIS Member or SRS Investor) who wish to vote at the EGM should approach their respective relevant intermediaries as soon as possible to specify their voting instructions or make the necessary arrangement to be appointed as proxy.

NOTICE OF EXTRAORDINARY GENERAL MEETING

5. **Submission of Questions:** All Shareholders (including CPFIS Members or SRS Investors) may submit questions relating to the business of the EGM in advance of the EGM.

Submission of Questions in Advance: All Shareholders (including CPFIS Members or SRS Investors) can submit questions relating to the business of the EGM up till 2.00 p.m. on 18 June 2025 (“**Q&A Submission Deadline**”) in the following manner:

- a. by email to cosco-proxy@vistra.com; or
- b. by post addressed to the Share Registrar, Tricor Barbinder Share Registration Services at 9 Raffles Place, #26-01, Republic Plaza, Singapore 048619.

When sending in questions, the following details should be provided for verification purposes: the Shareholder’s full name, address, telephone number and email address, and the manner in which such Shareholder holds shares in the Company (e.g. if you hold shares of the Company directly, please provide your CDP account number; otherwise, please state if you hold shares of the Company through CPF or SRS).

Addressing Questions: The Company will endeavour to address all substantial and relevant questions relating to the business of the EGM received from Shareholders (i) prior to the Q&A Submission Deadline, through publication on the SGXNet and the Company’s corporate website at <https://www.coscoshipping.com.sg> by 2.00 p.m. on 20 June 2025, and (ii) after the Q&A Submission Deadline, during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently, not all questions may be individually addressed.

6. All documents (including the Circular, Proxy Form and this Notice of EGM) and information relating to the business of this EGM have been, or will be, published on SGXNet and/or the Company’s website at <https://www.coscoshipping.com.sg>. Members and Investors are advised to check SGXNet and/or the Company’s website regularly for updates.
7. Any reference to a time of day is made by reference to Singapore time.
8. **Personal Data Privacy:** By submitting an instrument appointing proxy(ies), and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and record of questions asked 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, takeover rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) represents and warrants that he/she/it has obtained the prior consent of the individuals appointed as proxy(ies) and/or representatives for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such individuals by the Company (or its agents or service providers) for the Purposes, and (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request.

PROXY FORM

COSCO SHIPPING INTERNATIONAL (SINGAPORE) CO., LTD.

(Company Registration No.: 196100159G)
(Incorporated in the Republic of Singapore)

PROXY FORM

EXTRAORDINARY GENERAL MEETING

IMPORTANT

- This EGM (as defined below) will be held at Meeting Rooms 331-332, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard Suntec City, Singapore 039593 on 25 June 2025 at 2.00 p.m. **There will be no option for Shareholders to participate virtually.** Printed copies of the Notice of EGM and this Proxy Form will be sent by post to shareholders ("Shareholders") of COSCO SHIPPING International (Singapore) Co., Ltd. (the "**Company**"). These documents will also be published on the Company's website at <https://www.coscoshipping.com.sg> and the SGXNet.
- This Proxy Form is not valid for use by investors holding Shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967) (including CPFIS Members or SRS Investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor (other than a CPFIS Member or SRS Investor) who wishes to vote should refer to the instructions set out in the Notice of EGM dated 10 June 2025.
- Personal Data Privacy: By submitting this Proxy Form, a member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of EGM.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of proxy(ies) to vote on his/her/its behalf at the EGM.**

I/We, _____ (Name) NRIC/Passport/Co. Registration No. _____
of _____ (Address)
being a member/members of COSCO SHIPPING International (Singapore) Co., Ltd. (the "**Company**"), hereby appoint:

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

and/or (please delete as appropriate)

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

or failing him/her/them, the Chairman of the Extraordinary General Meeting ("**Chairman**") as my/our proxy or proxies to attend, speak and vote on my/our behalf at the Extraordinary General Meeting of the Company ("**EGM**") to be held on 25 June 2025 at 2.00 p.m. at Meeting Rooms 331-332, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard Suntec City, Singapore 039593 and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against the resolution to be proposed at the meeting as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies (except where the Chairman is appointed as my/our proxy) will vote or abstain from voting at his/her/their discretion on any matter arising at the meeting and at any adjournment thereof.

Ordinary Resolution	For*	Against*	Abstain*
To approve the Rights Issue			

* You may tick (✓) within the relevant box to vote for or against, or abstain from voting, in respect of all your Shares for the resolution. Alternatively, you may indicate the number of Shares that you wish to vote for or against, and/or abstain from voting, for the resolution in the relevant box.

Dated this _____ day of _____ 2025

Total Number of Shares held

Signature(s) or Common Seal of Member(s)

IMPORTANT – Please read notes overleaf



PROXY FORM

NOTES TO PROXY FORM:

1. A member of the Company should insert the total number of Shares held in the proxy form. If a member only has Shares entered against his/her/its name in the Depository Register (as defined in Part 3AA of the Securities and Futures Act 2001), he/she/it should insert that number of Shares. If he/she/it only has Shares registered in his/her/its name in the Register of Members, he/she/it should insert that number of Shares. However, if he/she/it has Shares entered against his/her/its name in the Depository Register and Shares registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of Shares entered against his/her/its name in the Depository Register and registered in his/her/its name in the Register of Members. If no number is inserted, the proxy form shall be deemed to relate to all the Shares held by the member (in both the Register of Members and the Depository Register).
2.
 - (a) A member entitled to attend, speak and vote at a meeting of the Company, and who is not a Relevant Intermediary, is entitled to appoint one or two proxies to attend, speak and vote instead of him/her/it. Where a member appoints two proxies, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form. If no percentage is specified, the first named proxy shall be deemed to represent 100 per cent. of the shareholding and the second named proxy shall be deemed to be an alternate to the first named proxy. Where a member is required by the listing rules of the SGX-ST or a court order to abstain from voting on a resolution at a general meeting, such member shall not be entitled to vote on the relevant resolution and shall be required to abstain from voting, whether in person or by proxy, in respect of such resolution, and the Company shall be entitled to disregard any votes cast by such member to the extent permitted by the Companies Act 1967 (the “**Companies Act**”), the listing rules of the SGX-ST and any other applicable laws and regulations.
 - (b) A member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend and vote at a meeting of the Company, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where more than one proxy is appointed, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the proxy form. In relation to a Relevant Intermediary who wishes to appoint more than two proxies, it should annex to the proxy form the list of proxies, setting out, in respect of each proxy, the name, address, email address, NRIC/Passport Number and proportion of shareholding (number of Shares, class of Shares and percentage) in relation to which the proxy has been appointed.
 - (c) “**Relevant Intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act.
3. Completion and return of the proxy form shall not preclude a member from attending and voting in person at the meeting. Any appointment of a proxy or proxies will 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 proxy form, to the meeting.

The Proxy Form must be submitted to the Company in the following manner:

 - (a) if submitted by post, be lodged with the Company’s Share Registrar, Tricor Barbinder Share Registration Services at 9 Raffles Place, #26-01, Republic Plaza, Singapore 048619; or
 - (b) if submitted electronically, be submitted via email to the Company’s Share Registrar at cosco-proxy@vistra.com,

in either case to be received no later than 2.00 p.m. on 22 June 2025, being 72 hours before the time appointed for the holding of the EGM.

A Shareholder who wishes to submit the Proxy Form must first complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
4. The Proxy Form must be under the hand of the appointor or of his/her attorney duly authorised 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 in writing. Where a Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney or other authority or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
5. A corporation which is a member of the Company may authorise, by resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act.
6. The Company shall be entitled to reject the Proxy Form 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 Proxy Form. In addition, in the case of Shareholders whose Shares are entered against their names in the Depository Register, the Company shall be entitled to reject any Proxy Form lodged if such Shareholders are not shown to have Shares entered against their names in the Depository Register as at 72 hours before the time appointed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.
7. Any reference to a time of day is made by reference to Singapore time.