GRAND VENTURE TECHNOLOGY LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No.: 201222831E)

ANNOUNCEMENT

PROPOSED ACQUISITION OF 100% OF THE EQUITY INTERESTS OF J-DRAGON TECH (SUZHOU) CO., LTD.

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1. INTRODUCTION

The Board of Directors ("**Board**" or the "**Directors**") of Grand Venture Technology Limited (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that the Company has on 17 December 2021 entered into a conditional sale and purchase agreement (the "**SPA**") with Lee Boon Kwong, Eng Pau Yuen, Lee Boon Leng (collectively, the "**Vendors**") and J-Dragon Tech (Suzhou) Co., Ltd. (the "**Target Company**", and together with the Company and the Vendors, the "**Parties**") in relation to the proposed acquisition by the Company of 100% of the equity interests of the Target Company, from the Vendors for an aggregate consideration of S$12,203,036 on the terms and conditions of the SPA (the "**Proposed Acquisition**"). On completion of the Proposed Acquisition, the Target Company will become a direct wholly-owned subsidiary of the Company.

2. THE PROPOSED ACQUISITION

2.1. Information on the Target Company

The Target Company is a limited liability company incorporated in the People's Republic of China on 8 February 2007. The principal activities of the Target Company are the manufacturing of and/or research and development on parts, modules and tooling for the Aerospace, Medical and Semiconductor segments. The Company was introduced to the Target Company through its business associates.

The executive director and legal representative of the Target Company is Lee Boon Kwong.

As of the date of this announcement, the Target Company has a registered capital of US$1.4 million. The current shareholders of the Target Company, being the Vendors, and their respective equity interests in the Target Company are set out in the table in paragraph 2.3.2 below.

2.2. Information on the Vendors

The Vendors are citizens of Singapore. Mr Lee Boon Kwong is the founder, and has been the managing director, of the Target Company since 2007, and has approximately 30 years of experience in the precision engineering industry. Mr Lee Boon Leng is the elder cousin of Mr Lee Boon Kwong and has been involved in engineering work for over 30 years. Mr Lee Boon Leng has been a director of Target Company since 2007. Ms Eng Pau Yuen is a business partner of Mr Lee Boon Kwong and she has been in the precision engineering space for approximately 20 years. Ms Eng Pau Yuen has been a director of Target Company since 2010.

As at the date of this announcement, the Vendors are the legal and beneficial owners of 100% of the equity interests of the Target Company.

As at the date of this announcement, the Vendors (i) do not have any existing interest (whether direct or deemed) in shares of the Company ("**Shares**"); and (ii) are not related to any of the Directors, substantial shareholders of the Company, or their respective associates.

There is also no connection (including business relationship between the Vendors and the Directors or substantial shareholders of the Company.

2.3. Principal Terms of the Proposed Acquisition

2.3.1. The Proposed Acquisition

Pursuant to the terms and conditions of the SPA, the Vendors shall sell to the Purchaser, and the Purchaser shall acquire from the Vendors, 100% of the equity interests in the Target Company legally and beneficially owned by the Vendors in the proportion set out against each Vendor's name in paragraph 2.3.2 below (the "**Sale Equity Interests**"), representing 100% of the registered capital of the Target Company, on completion of the Proposed Acquisition.

2.3.2. Consideration

The aggregate consideration for the Proposed Acquisition is S$12,203,036 (the "**Aggregate Consideration**") and shall be payable by the Purchaser to the Vendors as follows:

(a) S$8,000,000 to be satisfied by the issue and allotment of 6,885,274 (rounded down to the nearest whole number) new ordinary shares in the capital of the Company (the "**Consideration Shares**") at an issue price of S$1.1619 for each Consideration Share (the "**Issue Price**") to Lee Boon Kwong and Eng Pau Yuen (the "**Relevant Vendors**") and/or their nominees on completion of the Proposed Acquisition (the "**Proposed Allotment**"): and

(b) S$4,203,036 to be satisfied in cash (the "**Cash Consideration**") and to be paid by the Purchaser to the Vendors in the following manner:

(i) S$2,982,732 to be paid on the date of completion of the Proposed Acquisition ("**Completion Date**"); and

(ii) the remaining S$1,220,304 to be paid on the date falling 12 months from date of issuance of the Target Company's audited financial statements for the financial year ended 31 December 2021 ("**Withholding Payment Date**"). In the event of any claims for indemnification by the Company under the SPA, such amount claimed shall first be set-off proportionally against the remaining Cash Consideration payable to the Vendors.

The breakdown of the Aggregate Consideration payable to the Vendors is set out in the table below:

Vendor	**Percentage of Equity Interests in the Target Company**	**Aggregate amount of Consideration Shares to be issued to Vendor (S$)**	**Cash Consideration payable to Vendor on (i) the Completion Date; and (ii) the Withholding Payment Date (S$)**
Lee Boon Kwong	37.5%	4,000,000 (via the issue of 3,442,637 (rounded down to the nearest whole number) Consideration Shares)	(i) 118,524 (ii) 457,614
Eng Pau Yuen	37.5%	4,000,000 (via the issue of 3,442,637 (rounded down to the nearest whole number) Consideration Shares)	(i) 118,524 (ii) 457,614
Lee Boon Leng	25.0%	-	(i) 2,745,684 (ii) 305,076
Total	**100.0%**	**8,000,000**	**4,203,036**
AGGREGATE CONSIDERATION (S$)		**12,203,036**	

The Aggregate Consideration for the Proposed Acquisition was arrived at after an arms' length negotiation on a willing buyer willing seller basis, and taking into consideration factors such as the earnings and assets of the Target Company, technical performance and capabilities of the Target Company in the (i) Aerospace, (ii) Medical and (iii) Semiconductor segments, and other potential benefits that may accrue to the Group.

2.3.3. Adjustment to Aggregate Consideration

In the event of, amongst others, any payment or liability incurred by the Target Company to or for the benefit of any of the Vendors or their associates (including dividends, return of capital, transaction-related fees and expenses, and payments other than as provided for in employment or service contracts with the Target Company) from 30 December 2020 up to the Completion Date, the Vendors shall indemnify the Purchaser in accordance with the SPA and the Aggregate Consideration shall be deemed to be reduced by the amount of such indemnification, and the amount payable to each Vendor shall be reduced proportionally.

Notwithstanding the above, the Target Company shall be entitled to declare and pay dividends of up to S$7,796,964 (the "**Agreed Dividends**") to the Vendors from its retained earnings as at 31 December 2020, and such Agreed Dividends declared and/or paid shall not affect the Aggregate Consideration payable to each Vendor. The Agreed Dividends shall be reduced by any taxes payable the Vendors in connection with the Proposed Acquisition which are required to be withheld by the Target Company or the Purchaser under applicable laws.

2.3.4. Consideration Shares

The Issue Price of S$1.1619 for each Consideration Share represents no discount to the volume weighted average price ("**VWAP**") of S$1.1619 for Shares traded on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") on 16 December 2021, being the last trading day prior to the signing of the SPA.

The Consideration Shares, when allotted and issued, will be credited as fully paid for, free and clear of all encumbrances and will rank pari passu with all existing shares in the capital of the Company, save that they do not rank for any dividend, rights, benefits, entitlements, allotments or other distributions, the record date of which falls on or before the date of issue of the Consideration Shares.

The total number of the Consideration Shares to be issued and allotted by the Company to the Relevant Vendors is 6,885,274, representing approximately 2.08% of the existing share capital of the Company and 2.04% of the enlarged share capital of the Company (taking into consideration the issue and allotment of the Consideration Shares).

The Board is of the view that the partial satisfaction of the Aggregate Consideration by way of the Proposed Allotment is in line with the Relevant Vendors' interests to continue with the development of the business will ensure alignment of interest of the Relevant Vendors with the Group (which includes the Target Company) and allow the Relevant Vendors and the Company to continue with the development of the Target Company's business together. It would also allow the Company to conserve its cash reserves and provide the Company with greater financial flexibility in the future.

2.3.5. Moratorium

Each Relevant Vendor undertakes, in relation to the Consideration Shares alloted and issued to him/her on Completion (the "**Lock-up Shares**"), that he/she will not without the prior written consent of the Company, directly or indirectly:

(a) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, hypothecate, grant security over, encumber or otherwise transfer or dispose of, the Lock-up Shares, or any securities convertible into or exercisable or exchangeable for or which carry rights to subscribe for or purchase any of the Lock-up Shares, or enter into a transaction that would have the same effect;

(b) enter into any swap, hedge or other transaction or arrangement (including a derivative transaction) that transfers to another, in whole or in part, any of the economic consequences of ownership of the Lock-up Shares, or any securities convertible into or exercisable or exchangeable for or which carry rights to subscribe for or purchase any of the Lock-up Shares;

(c) enter into any transaction which is designed or which may reasonably be expected to result in any of the above; or

(d) announce or publicly disclose any intention to do any of the above,

such restrictions applying to:

(i) all of the Lock-up Shares from the Completion Date until the date falling six (6) months from the Completion Date (both dates inclusive) (the "**First Lock-up Period**"); and

(ii) 50.0% of the Lock-up Shares from the date immediately following the expiry of the First Lock-up Period until the date falling 12 months commencing on the Completion Date (both dates inclusive).

2.3.6. Source of Funds

The Cash Consideration of S$4,203,036 is intended to be funded by the Group's internal resources, of which (i) S$1,500,000 will be funded from the IPO proceeds of S$13.2 million as disclosed in the Offer Document dated 15 January 2019 (the "**IPO Proceeds**"), and (ii) S$2,703,036 will be funded from the net proceeds of S$23.5 million (the "**Placement Proceeds**") received by the Company from the placement exercise as disclosed in the circular to shareholders dated 5 February 2021 and announcement dated 21 May 2021 (the "**Previous Placement**"). As set out in the Company's Offer Document dated 15 January 2019, circular to shareholders dated 5 February 2021 and announcement dated 21 May 2021, S$1.5 million of the IPO Proceeds and S$14.0 million of the Placement Proceeds are intended to be utilised for expansion via mergers and acquisitions, joint ventures and partnerships. The respective utilisation of S$4,203,036 from the IPO Proceeds and Placement Proceeds for the payment of the Cash Consideration is in accordance with the stated use of proceeds.

2.3.7. Conditions Precedent

Completion of the Proposed Acquisition ("**Completion**") is conditional on, amongst others, the following conditions precedent (the "**Conditions Precedent**"):

(a) the issuance of a business licence to the Target Company by the Administration for Market Regulation of the People's Republic of China (or its designated local branch) ("**AMR**") reflecting the Company as the sole registered owner of the Sale Equity Interests and the sole shareholder of the Target Company, and the filing or registration with the AMR of the change of shareholder of the Target Company, appointment of authorised representative of the Company and the amendments to the articles of association of the Target Company;

(b) the filing with the Ministry of Commerce of the People's Republic of China (or its designated local branch) of the change of shareholder of the Target Company, the change of ultimate controlling shareholder of the Target Company and the amendments to the articles of association of the Target Company;

(c) the completion of the due diligence exercise on the Target Company (including rectification of any irregularities, if required) to the satisfaction of the Company in its sole and absolute discretion;

(d) there having been, as at the Completion Date, no occurrence of any event nor the discovery of any fact rendering untrue or incorrect in any material respect any of the warranties provided by the Vendors and the Company;

(e) the approval of the board of directors and/or shareholders (if required) of the Target Company having been obtained for the entry into the SPA and all transactions contemplated in the SPA (and in connection therewith), and such approval not having been revoked or amended;

(f) the delivery to the Company of all written consents, approvals, waivers and/or notifications (to the reasonable satisfaction of the Company) from and/or to any counterparties in respect of any agreements entered into by the Vendors or the Target Company, including customers, suppliers, financial institutions or landlords (if required) to the effect that the counterparties consent to the transaction and agree not to

exercise any right of termination arising by reason of such transaction, and such consents, approvals, waivers not having been amended or revoked before Completion;

(g) the receipt of a valid High and New Technology Enterprises ("**HNTE**") Certificate from the competent government authority for HNTE accreditation by the Target Company (or evidence of of such accreditation) which shall remain effective as at the Completion Date;

(h) the de-registration of certain chattel mortgages having been completed by the Target Company (evidence of which shall have been delivered to the Company to its satisfaction);

(i) the official website of the Target Company (http://www.jdssz.com/) having been filed with the relevant authorities designated by the public security bureau of China pursuant to applicable laws;

(j) the Vendors having arranged for the employees of the Target Company to clear all accrued but unused annual leave entitlements;

(k) the approval of the board of directors and/or shareholders (if required) of the Company having been obtained for the entry into the SPA and all transactions contemplated in the SPA (and in connection therewith);

(l) there not having occurred, in the opinion of the Company, any material adverse change, or any development involving a prospective material adverse change, in the condition, financial, operational, legal or otherwise, or in the earnings, results of operations, business, management, prospects, assets, liabilities or general affairs of the Target Company, whether or not arising in the ordinary course of business, or any development reasonably likely to involve such a prospective material adverse change, whether or not arising from transactions in the ordinary course of business, subsequent to the date of the SPA;

(m) the issue and allotment of the Consideration Shares not being prohibited by any statute, order, rule or regulation promulgated by any legislative, executive or regulatory body or authority in Singapore or in any other jurisdiction affecting the Parties;

(n) the Company having obtained the listing and quotation notice from the SGX-ST for the listing and quotation of the Consideration Shares, such notice not having been amended or revoked before Completion;

(o) the execution of employment or labour agreements between the Target Company and its key employees, where applicable, on terms satisfactory to the Company;

(p) the repayment (in full) of any and all monies owing by the Vendors or their associates to the Target Company as at the Completion Date;

(q) the completion by the Vendors of relevant tax declarations required under applicable laws in connection with the Proposed Acquisition;

(r) each of the warranties provided by the Vendors remaining true and accurate in all respects as at Completion; and

(s) each of the covenants, agreements, undertakings and obligations that the Vendors are required to perform or to comply with pursuant to the SPA at or prior to Completion having been duly performed and complied with.

If any of the Conditions Precedent are not satisfied (or otherwise waived) within three (3) months from the date of the SPA (or such other date as may be mutually agreed between the Parties), the SPA (other than certain surviving provisions) shall be terminated.

2.3.8. Completion

Completion shall take place remotely (or at such other place as may be agreed between the Parties) on such date as the Parties may agree in writing following the satisfaction (or waiver in accordance with the SPA) of the Conditions Precedent, and shall be no later than 31 January 2022 (or such other date as may be agreed between the Parties).

2.3.9. Vendor Indemnities

The Vendors shall jointly and severally defend, indemnify and hold harmless the Company and/or the Target Company from and against any losses incurred arising from any breach of obligations of the Vendors under the SPA, including any breach of representations and warranties of the Vendors.

Each Vendor shall not be liable in respect of any claim, demand, action, proceeding or suit by the Company under or pursuant to the provisions of the SPA, whether for damages, compensation or any other relief, including any claim arising out of any inaccuracy or any breach of warranties ("**Relevant Claim**") unless the aggregate amount of all Relevant Claims for which the Vendors would be liable but for this provision exceeds in aggregate S$10,000, in which case the Vendors shall (subject to the provisions of the SPA) be liable for only the amount in excess of S$10,000.

2.3.10. Non-Competition and Non-Solicitation

The Vendors are subject to non-compete and non-solicit restrictions (with appropriate carve-outs for among others their involvement in existing businesses), and shall use reasonable endeavours to procure that their associates comply with the same, for a period of 36 months after the Completion Date.

2.4. Rationale for the Proposed Acquisition

The Proposed Acquisition is in line with the Group's strategy to expand and gain access to the Aerospace and Medical Diagnostic market. As disclosed in the Company's Offer Document dated 15 January 2019 (on page 138), the Group had intended to penetrate new segments including the Medical Diagnostics. The Target Company possesses certain patents in relation to the machining competencies to serve the Aerospace and Medical segments. After the completion of the Proposed Acquisition, the Group will possess the patents, design, research and development capabilities, technical support and know-how to service such segments, with initial distribution in China and potential markets globally.

Given the market potential and positive trends in the Aerospace and Medical business, the Group is of the view that the Proposed Acquisition will add both immediate and future revenue streams and synergies for the Group, and also provide the Group with a diversified customer base for future growth. Taken together, they provide the Group with a broader set of capabilities, partners and ingredients necessary to build a sustainable precision engineering business over the long term.

2.5. Financial Information Relating to the Sale Equity Interests

Based on the unaudited financial statements of the Target Company for the financial period ended 30 June 2021, the net tangible asset value and book value of the Sale Equity Interests was RMB38.0 million as at 30 June 2021.

2.6. Relative Figures under Rule 1006 of the Listing Manual

The relative figures for the Proposed Acquisition computed on the bases set out in Rule 1006 of the SGX-ST Listing Manual Section A: Rules of Mainboard (the "**Listing Manual**") are as follows:

Rule 1006		**Relative Figures**
(a)	The net asset value of the assets to be disposed of, compared with the group's net asset value. This basis is not applicable to an acquisition of assets	Not applicable(1)
(b)	The net profits attributable to the Sale Equity Interests, compared with the Group's net profits(2)	12.2%(3)
(c)	The aggregate value of the consideration given or received, compared with the Company's market capitalisation based on the total number of issued Shares excluding treasury shares	3.2%(4)
(d)	The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue	2.1%(5)
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets.	Not applicable(6)

Notes:

(1) Not applicable as the Proposed Acquisition does not relate to a disposal of assets.

(2) "Net profits" means profit or loss including discontinued operations that have not been disposed and before income tax and non-controlling interests.

(3) Based on the net profits attributable to the Sale Equity Interests of S$1,280,000 based on the unaudited accounts of the Target Company for the financial period from 1 January 2021 to 30 June 2021 and the Group's net profits of S$10,521,000 based on the Group's latest announced financial statements for the six-month financial period ended 30 June 2021.

(4) Based on the Aggregate Consideration of S$12,203,036 and the Company's market capitalisation of S$384,333,282 as at 16 December 2021, being the last trading day prior to the signing of the SPA. The market capitalisation of the Company is determined by multiplying the number of Shares in issue (being 330,780,000 Shares, excluding treasury shares) by the VWAP of S$1.1619 of the Shares transacted on 16 December 2021 (being the last trading day prior to the signing

of the SPA).

(5) Based on the 6,885,274 Consideration Shares and the 330,780,000 Shares (excluding treasury shares) in issue as at the date of the SPA.

(6) Not applicable as the Proposed Acquisition does not relate to a disposal of mineral, oil or gas assets by a mineral, oil and gas company.

As the relative figure computed under Rule 1006(b) of the Listing Manual exceeds 5%, and none of the relative figures computed under Rule 1006(b), (c) and (d) of the Listing Manual exceeds 20%, the Proposed Acquisition is classified as a discloseable transaction requiring immediate announcement pursuant to Rule 1010 of the Listing Manual. Accordingly, no approval of the Company's shareholders is required for the Proposed Acquisition.

2.7. Service Contracts

No person is proposed to be appointed as a Director in connection with the Proposed Acquisition and the Proposed Allotment and no service contracts in relation thereto are proposed to be entered into by the Company.

3. AUTHORITY FOR ISSUE OF CONSIDERATION SHARES

3.1. Share Issue Mandate

The Consideration Shares will be issued pursuant to the general mandate approved by the Company's shareholders at the extraordinary general meeting of the Company held on 23 November 2021 (the "**Share Issue Mandate**").

The Share Issue Mandate authorises the Directors to allot and issue new Shares and/or convertible securities not exceeding 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company as at the date of the Share Issue Mandate (being 165,390,000 Shares), of which the aggregate number of Shares to be issued other than on a pro rata basis to existing shareholders shall not be more than 20% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company as at the date of the Share Issue Mandate (being 66,156,000 Shares).

As at the date of the Share Issue Mandate, the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company was 330,780,000. As no Shares were issued under the Share Issue Mandate since the date of the Share Issue Mandate, the maximum number of Shares to be issued other than on a pro rata basis is 66,156,000 Shares. Accordingly, the proposed allotment and issue of 6,885,274 Consideration Shares is within the limit of the Share Issue Mandate and specific approval from shareholders for the issuance and allotment of the Consideration Shares is not required.

3.2. Restricted Persons

None of the Relevant Vendors fall within the category of restricted persons as listed in Rule 812(1) of the Listing Manual. Accordingly, none of the Consideration Shares will be issued and allotted to any person who is a Director or substantial shareholder of the Company, or any other person in the categories set out in Rule 812(1) of the Listing Manual.

3.3. Additional Listing Application

The Company will be making an application to the SGX-ST for the listing of and quotation for the Consideration Shares on the Mainboard of the SGX-ST. The Company will make the necessary announcements upon receipt of the listing and quotation notice from the SGX-ST.

4. FINANCIAL EFFECTS

4.1. Assumptions

The *pro forma* financial effects of the Proposed Acquisition are based on the (i) audited financial statements of the Target Company for the financial year ended on 31 December 2020; (ii) unaudited financial statements of the Target Company for the financial period from 1 January 2021 to 30 June 2021; (iii) audited consolidated financial statements of the Group for the financial year ended 31 December 2020 ("**FY2020**"); and (iv) unaudited consolidated financial statements of the Group for the six-month financial period ended 30 June 2021 ("**1HFY2021**").

The financial effect on the net tangible assets ("**NTA**") per Share is computed based on the assumption that the Proposed Acquisition was completed on 31 December 2020 for illustrating the *pro forma* financial effects for FY2020, and 30 June 2021 for illustrating the *pro forma* financial effects for 1HFY2021. The *pro forma* financial effects on NTA per share has taken into account the declaration and payment of the Agreed Dividends.

The financial effect on the earnings per Share ("**EPS**") is computed based on the assumption that the Proposed Acquisition was completed on 1 January 2020 for illustrating the *pro forma* financial effects for FY2020, and 1 January 2021 for illustrating the *pro forma* financial effects for 1HFY2021.

The *pro forma* financial effects set out below are purely for illustrative purposes only and do not reflect the actual financial performance or position of the Company and the Group after the Proposed Acquisition.

4.2. NTA

	Before the Proposed Acquisition	**After the Proposed Acquisition**
NTA[(1)] as at 31 December 2020 (S$'000)	34,826	38,067
Number of issued Shares as at 31 December 2020	234,253,000	241,138,274
NTA per Share as at 31 December 2020 (S$ cents)	14.87	15.79
NTA[(1)] as at 30 June 2021 (S$'000)	66,633	70,962
Number of issued Shares as at 30 June 2021	305,780,000	312,665,274
NTA per Share as at 30 June 2021 (S$ cents)	21.79	22.70

Notes:

(1) NTA after the Proposed Acquisition is calculated based on the Group's NTA before the Proposed Acquisition, the NTA of the Target, and adjusted for the Agreed Dividends, as at 31 December 2020 and 30 June 2021, respectively, less estimated transaction cost of S$200,000.

4.3. EPS

	Before the Proposed Acquisition	After the Proposed Acquisition
Profit attributable to Shareholders as at 31 December 2020 (S$'000)	5,216	7,315
Weighted average number of issued Shares as at 31 December 2020	234,253,000	241,138,274
EPS as at 31 December 2020 (S$ cents)	2.23	3.03
Profit attributable to Shareholders as at 30 June 2021 (S$'000)	8,508	9,596
Weighted average number of issued Shares as at 30 June 2021	276,932,000	283,817,274
EPS as at 30 June 2021 (S$ cents)	3.07	3.38

5. SHAREHOLDING EFFECTS

As at the date of this announcement, the Company has an issued share capital of S$77,507,485 comprising 330,780,000 Shares. Immediately following the completion of the Proposed Acquisition and the Proposed Allotment, the Company will have an enlarged issued and paid-up capital of S$85,507,485 comprising 337,665,274 Shares. The Consideration Shares represent approximately 2.08% of the issued Shares of the Company as at the date of this announcement and approximately 2.04% of the issued Shares comprised in the enlarged share capital of the Company immediately after completion of the Proposed Acquisition and the Proposed Allotment.

The effect of the Proposed Acquisition and the Proposed Allotment on the shareholdings of the Vendors is as follows:

Vendor	Before the Proposed Acquisition		After the Proposed Acquisition and the Proposed Allotment	
	No. of Shares	**Shareholding Percentage (%)**	**No. of Shares**	**Shareholding Percentage (%)[(1)]**
Lee Boon Kwong	-	-	3,442,637	1.02
Eng Pau Yuen	-	-	3,442,637	1.02
Lee Boon Leng	-	-	-	-

Notes:

(1) Based on the enlarged total number of issued Shares comprising 337,665,274 Shares.

The issuance and the allotment of the Consideration Shares to the Vendors will not result in a change of controlling interest in the Company.

6. INTERESTS OF THE DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors and their respective associates, and to the best of knowledge of the Directors, none of the substantial shareholders of the Company and their respective associates has any interest, direct or indirect, in the SPA and transactions contemplated therein, other than through their respective directorships and/or shareholding interests, if any, in the Company.

7. DOCUMENTS FOR INSPECTION

A copy of the SPA is available for inspection during normal business hours at the registered office of the Company at 2 Changi North Street 1, GVT Building, Singapore 498828, for a period of three (3) months from the date of this announcement.

Due to the mandatory safe distancing measures issued by the Singapore Ministry of Health in relation to the COVID-19 outbreak, please contact the Company at +65 6542 3000 prior to making any visits to arrange for a suitable time slot for the inspection

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Acquisition, the Proposed Allotment and the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

9. CAUTIONARY STATEMENT

Shareholders and potential investors of the Company are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors of the Company are advised to refrain from taking any action in respect of securities in the Company which may be prejudicial to their interests, and to exercise caution when dealing in the securities of the Company. Completion of the Proposed Acquisition and the Proposed Allotment is subject to fulfilment of the conditions in the SPA and, as at the date of this announcement, there is no certainty or assurance that the Proposed Acquisition and the Proposed Allotment will be proceed to Completion. In the event of any doubt, shareholders and potential investors of the Company should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisors.

BY ORDER OF THE BOARD

LEE TIAM NAM
Executive Chairman
17 December 2021