



## GRAND VENTURE TECHNOLOGY LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No.: 201222831E)

### ANNOUNCEMENT

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## PROPOSED ACQUISITION OF GRAND VENTURE TECHNOLOGY LIMITED BY WAY OF A SCHEME OF ARRANGEMENT

### - ELECTRONIC DISSEMINATION OF THE SCHEME DOCUMENT

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#### 1. INTRODUCTION

1.1 The board of directors (the “**Board**”) of Grand Venture Technology Limited (the “**Company**”) refers the shareholders of the Company (the “**Shareholders**”) to:

- (a) the joint announcement dated 10 July 2025 made by the Company and Aalberts Advanced Mechatronics B.V. (the “**Offeror**”), in relation to the proposed acquisition (the “**Acquisition**”) by the Offeror of all the issued and paid-up ordinary shares (the “**Shares**”) in the capital of the Company held by the Shareholders, by way of a scheme of arrangement (the “**Scheme**”) in accordance with Section 210 of the Companies Act 1967 of Singapore and the Singapore Code on Takeovers and Mergers (the “**Joint Announcement**”);
- (b) the announcement dated 7 August 2025 made by the Company in relation to the hearing date of the application in HC/OA 806/2025 (the “**Leave Application**”) filed with the High Court of the Republic of Singapore (the “**Court**”) for leave to convene the Scheme Meeting in the manner set out in the Leave Application;
- (c) the announcement dated 9 August 2025 made by the Company, in relation to the receipt of the approval-in-principle from the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the proposed delisting of the Company from the Official List of the SGX-ST upon the Scheme becoming effective and binding in accordance with its terms; and
- (d) the announcement made by the Company on 12 August 2025, in relation to the order of the Court granting the Company leave to convene the Scheme Meeting.

1.2 *Unless otherwise defined, capitalised terms used in this announcement shall bear the same meanings as set out in the Scheme Document (as defined below).*

#### 2. ELECTRONIC DISSEMINATION OF THE SCHEME DOCUMENT

##### 2.1 Scheme Document

The Board wishes to announce that the Company has today disseminated to the Shareholders a scheme document dated 2 September 2025 (the “**Scheme Document**”) by electronic means via publication on the website of the

SGX-ST (the “**SGXNet**”) at <https://sgx.com/securities/company-announcements> and the Company’s corporate website at <https://gvt.com.sg/news/>.

The Scheme Document contains, among others, the following:

- (a) details of the Acquisition and the Scheme, including the recommendation of the Independent Directors and the advice of the IFA in relation to the Scheme;
- (b) the notice of the Scheme Meeting to be convened and held solely by physical attendance in Singapore at 2 Changi North Street 1, Singapore 498828 on **17 September 2025 at 2.30 p.m.** (Singapore time) (the “**Notice of Scheme Meeting**”), for the purpose of considering and if thought fit, approving (with or without modification), the resolution relating to the Scheme referred to in the Notice of Scheme Meeting; and
- (c) the proxy form for the Scheme Meeting (the “**Proxy Form**”).

## 2.2 **Electronic Dissemination of the Scheme Document and Despatch of Notice to Shareholders**

Pursuant to the Public Statement on the Further Extension of the Temporary Measure to Allow for Electronic Despatch of Take-Over Documents under the Singapore Code on Takeovers and Mergers issued by the Securities Industry Council of Singapore on 29 June 2021 (the “**SIC Public Statement on Electronic Despatch**”), documents related to a take-over or merger transaction under the Singapore Code on Takeovers and Mergers may be despatched electronically to the Shareholders through publication on SGXNet and on the corporate website of the Company.

In line with the SIC Public Statement on Electronic Despatch, **no printed copies of the Scheme Document will be despatched to the Shareholders (unless requested for)**. Instead, only printed copies of the Notice of Scheme Meeting, the Proxy Form and the request form for Shareholders to request for a printed copy of the Scheme Document (the “**Request Form**”) will be despatched to the Shareholders.

Electronic copies of the Scheme Document (together with the Notice of Scheme Meeting, Proxy Form and the Request Form) have been made available for download or online viewing on SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company’s corporate website at <https://gvt.com.sg/news/>. A Shareholder will need an internet browser and PDF reader to view the electronic copy of these documents.

## 2.3 **Request for Printed Copies of the Scheme Document**

Shareholders (including overseas Shareholders) may obtain printed copies of the Scheme Document by submitting the duly completed Request Form in the following manner:

- (a) if submitted personally or by post, to the office of the Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, Republic Plaza, Tower I, #26-01, Singapore 048619; or
- (b) if submitted electronically, via email to the Share Registrar at [sg.is.proxy@vistra.com](mailto:sg.is.proxy@vistra.com),

in each case, to be received by no later than 5.00 p.m. on 10 September 2025. Printed copies of the Scheme Document will be sent to the address in Singapore specified by the Shareholder by ordinary post at his/her/its own risk, up to three (3) Market Days prior to the date of the Scheme Meeting.

It is the responsibility of any overseas Shareholder who wishes to request for this Scheme Document and any related documents to satisfy himself/herself/itself as to the full observance of the laws of the relevant jurisdiction

in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements. In requesting for this Scheme Document and any related documents or participating in the Scheme, the overseas Shareholder represents and warrants to the Offeror and the Company that he/she/it is in full observance of the laws of the relevant jurisdiction in that connection, and that he/she/it is in full compliance with all necessary formalities or legal requirements. If any overseas Shareholder is in any doubt about his/her/its position, he/she/it should consult his/her/its professional adviser in the relevant jurisdiction.

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

3.1 The Scheme Meeting will be convened and held in a wholly physical format at 2 Changi North Street 1, Singapore 498828 on **17 September 2025 at 2.30 p.m.. There will be no option for Shareholders to participate in the Scheme Meeting virtually.**

3.2 A Shareholder who has Shares entered against his/her/its name in (a) the Register of Members; or (b) the Depository Register as at the cut-off time being 72 hours prior to the time of the Scheme Meeting, as the case may be (being the time at which the name of the Shareholder must appear in the Register of Members or the Depository Register, in order for him/her/it to be considered to have Shares entered against his/her/its name in the said registers), shall be entitled to participate in the Scheme Meeting voting in real time (either personally or via appointment of proxy) at the Scheme Meeting.

3.3 **Chairman.** Mr. Pong Chen Yih , or failing him, any director of the Company present at the Scheme Meeting, shall be appointed to act as Chairman of the Scheme Meeting and the Chairman of the Scheme Meeting shall report the results of the Scheme Meeting to the Court as soon as practicable after the conclusion of the Scheme Meeting.

3.4 **Voting by proxy.** All Proxy Forms for the Scheme Meeting (if submitted before the Scheme Meeting) must be completed, signed and submitted by 2.30 p.m. on 14 September 2025, being 72 hours before the time appointed for holding the Scheme Meeting, in the following manner:

- (a) if submitted personally or by post, be submitted at the office of the Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, Republic Plaza, Tower I, #26-01, Singapore 048619; or
- (b) if submitted electronically, be submitted via email to the Share Registrar at [sg.is.proxy@vistra.com](mailto:sg.is.proxy@vistra.com),

failing which, the Proxy Form will not be treated as valid.

Shareholders (whether individual or corporate) may give specific instructions as to voting, or abstention from voting, in respect of the resolution in the Proxy Form. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her/its discretion.

3.5 **Submitting questions.** Shareholders may also submit questions related to the Scheme to be tabled for approval at the Scheme Meeting to the Chairman of the Scheme Meeting in advance of the Scheme Meeting. In order to do so, their questions must be submitted in the following manner:

- (a) if submitted personally or by post, to the registered office of the Company at 2 Changi North Street 1, Singapore 498828; or
- (b) if submitted electronically, be submitted via email to [scheme@gvt.com.sg](mailto:scheme@gvt.com.sg).

All questions sent by any of the above means must reach the Company no later than 5.00 p.m. on 9 September 2025.

Shareholders who submit questions via post or email must provide the following information:

- (i) the Shareholder's full name;
- (ii) the Shareholder's address; and
- (iii) the manner in which the Shareholder holds Shares (e.g., via CDP, CPF or SRS).

The Company will endeavour to address all substantial and relevant questions received in advance of the Scheme Meeting from the Shareholders, by 12 September 2025 or during the Scheme Meeting, and the Company's responses will be posted on the SGXNet and the Company's website. Should there be subsequent clarification sought, or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions at the Scheme Meeting.

Alternatively, Shareholders and proxies will be able to ask questions during the Scheme Meeting.

The Company will, within one (1) month after the date of the Scheme Meeting, publish the minutes of the Scheme Meeting on the SGXNet announcement page of the Company and the Company's website, and the minutes will include the responses to the substantial and relevant questions which are addressed during the Scheme Meeting.

- 3.6 **CPFIS Investors.** In the case of CPFIS Investors, entitlements to the Scheme Consideration will be determined on the basis of the number of Shares held by the CPF agent banks on behalf of each CPFIS Investor as at the Books Closure Date. CPFIS Investors who wish to attend the Scheme Meeting are advised to consult their CPF Agent Banks for further information and if they are in any doubt as to the action they should take, CPFIS Investors should seek independent professional advice.
- 3.7 **SRS Investors.** In the case of SRS Investors, entitlements to the Scheme Consideration will be determined on the basis of the number of Shares held by the relevant approved banks on behalf of each such SRS Investor as at the Books Closure Date. SRS Investors who wish to attend the Scheme Meeting are advised to consult their SRS agent banks for further information, and if they are in any doubt as to the action they should take, SRS Investors should seek independent professional advice.
- 3.8 **Important reminder.** Shareholders are advised to regularly check the SGXNet announcement page of the Company or the Company's website for updates on the status of the Scheme Meeting.

#### 4. OVERSEAS SHAREHOLDERS

- 4.1 **Overseas Eligible Shareholders.** The applicability of the Scheme to Eligible Shareholders whose addresses are outside Singapore, as shown on the Register of Members, or as the case may be, in the records of CDP (the "**Overseas Eligible Shareholders**"), may be affected by the laws of the relevant overseas jurisdictions. Accordingly, all Overseas Eligible Shareholders should inform themselves about, and observe, any applicable legal requirements in their own jurisdictions.

Where there are potential restrictions on sending the Scheme Document to any overseas jurisdiction, the Offeror and the Company reserve the right not to send such document to the Overseas Eligible Shareholders in such overseas jurisdiction. For the avoidance of doubt, the Scheme is being proposed to all the Shareholders (including any Overseas Eligible Shareholders), including those to whom the Scheme Document will not be, or may not be, sent, provided that the Scheme Document does not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful and the Scheme is not being proposed in any jurisdiction in which the introduction or implementation of the Scheme would not be in compliance with the laws of such jurisdiction.

**Overseas Eligible Shareholders who are in doubt as to their positions should consult their own professional advisers in the relevant jurisdictions.**

- 4.2 **Copies of Scheme Document**

The Constitution provides that any Shareholder whose registered address is outside Singapore and who has not supplied to the Company or CDP (as the case may be) an address within Singapore for the service of notices and documents shall not be entitled to receive any such notices or documents from the Company. Accordingly, the Offeror and the Company reserve the right not to send the Notice of Scheme Meeting, the Proxy Form and the Request Form to any overseas Shareholder, including where there are potential restrictions on sending the Notice of Scheme Meeting, the Proxy Form and the Request Form to the relevant overseas jurisdiction. Hence, the Scheme Document and any related documents have not been and will not be sent to any overseas Shareholder.

Electronic copies of the Scheme Document (together with the Notice of Scheme Meeting, the Proxy Form and the Request Form) have been made available for download or online viewing on SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at <https://gvt.com.sg/news/>. A Shareholder will need an internet browser and PDF reader to view the electronic copy of these documents.

**If any Overseas Eligible Shareholder is in any doubt about his/her/its position, he/she/it should consult his/her/its professional adviser in the relevant jurisdiction.**

## 5. TIMELINE OF KEY EVENTS LEADING UP TO SCHEME MEETING

The table below sets out the key dates/deadlines for Shareholders to note:

Event	Date
Latest date and time for CPFIS Investors and SRS Investors wishing to appoint the Chairman of the Scheme Meeting as proxy to submit voting instructions	8 September 2025, 2.30 p.m.
Latest date and time to submit questions related to the Scheme to be tabled for approval at the Scheme Meeting	9 September 2025, 5.00 p.m.
Latest date and time to submit the Request Form	10 September 2025, 5.00 p.m.
Latest date and time for submission of the Proxy Form for the Scheme Meeting	14 September 2025, 2.30 p.m. <sup>(1)</sup>
Date and time of the Scheme Meeting	17 September 2025, 2.30 p.m.
Place of the Scheme Meeting	2 Changi North Street 1, Singapore 498828

**Note:**

- (1) Duly completed Proxy Forms must be submitted through any one (1) of the following manners: (a) if submitted personally or by post, to the office of the Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, Republic Plaza, Tower I, #26-01, Singapore 048619; or (b) if submitted electronically, via email to the Share Registrar at [sg.is.proxy@vistra.com](mailto:sg.is.proxy@vistra.com), in each case, not less than 72 hours before the time appointed for holding the Scheme Meeting, failing which, the Proxy Form will not be treated as valid. Completion and lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Scheme Meeting in person.

An indicative timetable for the events which are scheduled to take place after the Scheme Meeting is set out in the section entitled "Expected Timetable" in the Scheme Document. Please note that such timetable is indicative only

and may be subject to change. Shareholders should refer to future announcement(s) by the Company on the SGXNet for the exact dates of the events in the indicative timetable.

## **6. DIRECTORS' RESPONSIBILITY STATEMENT**

The directors of the Company (including those who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this announcement (excluding information relating to the Offeror or any opinion expressed by the Offeror) are fair and accurate and that there are no other material facts not contained in this announcement, the omission of which would make any statement in this announcement misleading. The directors of the Company jointly and severally accept responsibility accordingly.

Where any information in this announcement has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source (including the Offeror), the sole responsibility of the directors of the Company has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement. The directors of the Company do not accept any responsibility for any information relating to or any opinion expressed by the Offeror.

By Order of the Board

**LEE TIAM NAM**

Executive Deputy Chairman

2 September 2025