

ADDENDUM DATED 15 JULY 2024

THIS ADDENDUM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY AND CONSIDER IT IN ITS ENTIRETY.

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

If you have sold or transferred all your shares in the capital of the Company, you should immediately forward this Addendum to the purchaser or the transferee, or to the bank, stockbroker or agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

The SGX-ST assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Addendum.

Unless otherwise defined, capitalised terms appearing on the cover of this Addendum bear the same meanings ascribed to them in the section titled "Definitions" of this Addendum.

This Addendum is issued by the Company to Shareholders, together with the Annual Report (where the Notice of the 2024 AGM and the Proxy Form are enclosed therein). Its purpose is to provide Shareholders with relevant information relating to, and to seek Shareholders' approval for the Proposed Transactions, to be tabled at the 2024 AGM to be held by way on 30 July 2024 at 11 a.m., at 8 Wilkie Road #03-01 Wilkie Edge Singapore 228095.

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

The contact person for the sponsor is Mr. Khong Choun Mun at 36 Robinson Road, #10-06 City House, Singapore 068877, Email: sponsor@rhtgoc.com.

VIVIDTHREE HOLDINGS LTD

(Incorporated in the Republic of Singapore)

Company Registration No. 201811828R

ADDENDUM TO ANNUAL REPORT IN RELATION TO

- (I) THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE; AND**
- (II) THE PROPOSED CHANGE OF AUDITORS FROM CLA GLOBAL TS PUBLIC ACCOUNTING CORPORATION TO FORVIS MAZARS LLP**

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DEFINITIONS

In this Addendum, except where the context otherwise requires, the following definitions shall apply throughout:

"2024 AGM"	: The AGM to be convened on on 30 July 2024 at 11 a.m., at 8 Wilkie Road #03-01 Wilkie Edge Singapore 228095, notice of which is set out on pages 126 to 132 of the Annual Report
"2023 Mandate"	: Has the meaning ascribed to it in Section 2.1 of this Addendum
"AGM"	: The annual general meeting of the Company
"Annual Report"	: Annual report of the Company for the FY ended 31 March 2024
"Addendum"	: This addendum to the notice of the 2024 AGM dated 15 July 2024
"associate"	: (a) in relation to any individual, including a director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means: (i) his immediate family; (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; (b) in relation to a Substantial Shareholder or Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
"Audit Committee"	: The audit committee of the Company as at the date of this Appendix or from time to time, as the case may be
"Auditors"	: The audit committee of the Company as at the date of this Appendix or from time to time, as the case may be
"Average Closing Price"	: Has the meaning ascribed to it in Section 2.3(d) of this Addendum
"Board"	: The board of Directors of the Company as at the date of this Addendum or from time to time, as the case may be
"Catalist Rules"	: The SGX-ST Listing Manual Section B: Rules of Catalist, as amended or modified from time to time
"CDP"	: The Central Depository (Pte) Limited

"Company"	: Vividthree Holdings Ltd.
"Companies Act"	: The Companies Act 1967 of Singapore, or any statutory modification or re-enactment thereof for the time being in force
"Constitution"	: The constitution of the Company, as amended or modified from time to time
"Controlling Shareholder"	: A person who: <ul style="list-style-type: none"> (a) holds directly or indirectly 15% or more of the nominal of all voting shares in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or (b) in fact exercises control of a company
"CPF"	: The Central Provident Fund
"Directors"	: The directors of the Company for the time being
"EPS"	: Earnings per Share
"FY"	: Financial year ended or ending, as the case may be, 31 March of a particular year stated
"Group"	: The Company and its subsidiaries
"Initial Mandate"	: Has the meaning ascribed to it in Section 2.1 of this Addendum
"Latest Practicable Date"	: 8 July 2024
"Market Day"	: A day on which the SGX-ST is open for securities trading
"Market Purchases"	: Has the meaning ascribed to it in Section 2.3(c)(i) of this Addendum
"Maximum Price"	: Has the meaning ascribed to it in Section 2.3(d) of this Addendum
"mm2 Asia"	: The Company's Controlling Shareholder, mm2 Asia Ltd
"NTA"	: Net tangible assets
"Notice of the 2024 AGM"	: The notice of the 2024 AGM set out on pages 126 to 132 of the Annual Report
"Off-Market Purchases"	: Has the meaning ascribed to it in Section 2.3(c)(ii) of this Addendum
"per cent" or "%"	: Percentage or per centum
"Proposed Change of Auditors"	The proposed change of Auditors from CLA Global TS Public Accounting Corporation to Forvis Mazars LLP (formerly known as Mazars LLP), further details of which are set out in Section 3 of this Appendix

"Proposed Transactions"	: Has the meaning ascribed to it in Section 1.1 of this Appendix
"Proxy Form"	: The proxy form in respect of the 2024 AGM as attached to the Notice of the 2024 AGM
"Registrar"	: The Registrar of Companies
"Relevant Period"	: The period commencing from the date on which the renewal of the Share Buyback Mandate is approved by the Shareholders and expiring on the earliest of the date the next AGM is held or is required by law to be held, or the date on which the Share Buyback is carried out to the full extent mandated, or the date the said mandate is revoked or varied by the Company in a general meeting
"S\$" and "cents"	: Singapore dollars and cents respectively, being the currency of Singapore
"Securities Accounts"	: The securities accounts maintained by a depositor with CDP
"SFA"	: The Securities and Futures Act 2001 of Singapore or any statutory modification or re-enactment thereof for the time being in force
"SGXNet"	: Singapore Exchange Network, the corporate announcement system maintained by the SGX-ST for the submission of information and announcements by listed companies
"SGX-ST"	: Singapore Exchange Securities Trading Limited
"Share Buyback"	The purchase or acquisition of issued Share(s) by the Company pursuant to the Share Buyback Mandate
"Share Buyback Mandate"	: General and unconditional mandate given by Shareholders to authorise the Directors to purchase Shares in accordance with Ordinary Resolution 8 as set out in the Notice of the 2024 AGM, as more particularly described in section 2 of this Addendum and in accordance with the rules and regulations set forth in the Companies Act and the Catalist Rules.
"Shares"	: Ordinary shares in the capital of the Company
"Shareholders"	: Registered holders of Shares, except that where the registered holder is CDP, the term "Shareholders" shall, in relation to such Shares, mean the persons named as Depositors in the Depository Register and whose Securities Accounts maintained with CDP are credited with Shares
"Share Registrar"	: B.A.C.S Private Limited
"SIC"	: The Securities Industry Council of Singapore
"Sponsor"	: RHT Capital Pte. Ltd.
"SRS"	: Supplementary Retirement Scheme

- "Substantial Shareholder"** : Means a person (including a corporation) who holds directly or indirectly 5.0% or more of the issued share capital of the Company
- "Takeover Code"** : The Singapore Code on Take-overs and Mergers

Unless the context otherwise requires:

- (a) the terms "Depositor", "Depository Agent" and "Depository Register" shall have the meanings ascribed to them respectively in Section 81SF of the SFA;
- (b) the terms "subsidiary" and "related corporations" shall have the meanings ascribed to them respectively in Section 5 of the Companies Act;
- (c) the term "subsidiary holdings" shall have the meaning ascribed to it in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act;
- (d) words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Unless the context otherwise requires, any references to persons shall include individuals, corporate bodies (wherever incorporated), unincorporated associations and partnerships;
- (e) any reference in this Addendum to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the SFA, the Catalist Rules or any modification thereof and not otherwise defined in this Addendum shall, where applicable, have the same meaning ascribed to it under the Companies Act, the SFA, the Catalist Rules or such modification thereof, as the case may be, unless the context otherwise requires;
- (f) any reference to a time of a day in this Addendum shall be a reference to Singapore time unless otherwise stated;
- (g) any discrepancies between the figures listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Addendum may not be an arithmetic aggregation of the figures that precede them; and
- (h) the headings in this Addendum are inserted for convenience only and shall be ignored in construing this Addendum.

The Company has not sought legal advice, and no legal advisor has been appointed by the Company in relation to the Proposed Transactions.

LETTER TO SHAREHOLDERS

VIVIDTHREE HOLDINGS LTD
(Incorporated in the Republic of Singapore)
Company Registration No. 201811828R

Directors:

Dr Ho Choon Hou, *Chairman and Independent Director*
Wong Kim Soon, Royson, *Independent Director*
Yeo Eng Pu, Charles, *Chief Executive Officer and Executive Director*
Chang Long Jong, *Non-Executive Director*

Registered Office:

1093 Lower Delta Road,
#05-10, Singapore 169204

15 July 2024

To: The Shareholders of Vividthree Holdings Ltd

Dear Sir/Mdm,

- (I) **THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE; AND**
 - (II) **THE PROPOSED CHANGE OF AUDITORS FROM CLA GLOBAL TS PUBLIC ACCOUNTING CORPORATION TO FORVIS MAZARS LLP**
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1. INTRODUCTION

- 1.1 The Board is proposing to seek the approval of Shareholders at the forthcoming 2024 AGM in relation to:
 - (a) the proposed renewal of the Share Buyback Mandate; and
 - (b) The Proposed Change of Auditors,(collectively the “**Proposed Transactions**”).
- 1.2 The purpose of this Addendum is to provide Shareholders with the relevant information relating to the Proposed Transactions and to seek Shareholders’ approval for the Proposed Transactions at the 2024 AGM. The Notice of the 2024 AGM is found on pages 126 and 132 of the Annual Report.
- 1.3 The SGX-ST assumes no responsibility for the accuracy of any statements made, reports contained, or opinions expressed in this Addendum.
- 1.4 Shareholders are advised that the SGX-ST assumes no responsibility for the contents of this Addendum, including the correctness of any statements or opinions made, or reports contained in this Addendum. Shareholders who have any doubt as to the action they should take, should consult their stockbrokers or other professional advisors immediately.

2. THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

2.1 Background

The adoption of the Share Buyback Mandate was approved by Shareholders at the extraordinary general meeting of the Company held on 10 May 2023 authorising the Directors to purchase or otherwise acquire its issued Shares on the terms of the Share Buyback Mandate (the "**Initial Mandate**"). The Initial Mandate was subsequently renewed at the AGM held on 13 July 2023 ("2023 Mandate").

The 2023 Mandate will expire on the date of the 2024 AGM. Accordingly, the Company proposes to seek the approval of Shareholders at the 2024 AGM for the renewal of the Share Buyback Mandate. If approved, the Share Buyback Mandate will take effect from the date of the 2024 AGM and continue in force until the conclusion of the next AGM of the Company or such date as the next AGM is held or required by law to be held, unless prior thereto, Share Buybacks are carried out to the full extent mandated or the Share Buyback Mandate is revoked or varied by Shareholders in a general meeting. It is intended that the Share Buyback Mandate will be put to Shareholders for renewal at each subsequent AGM of the Company. Any Share Buyback by the Company has to be made in accordance with, and in the manner prescribed by, the terms set out in this Addendum, the Companies Act, the Catalist Rules, the Constitution and such other laws and regulations as may for the time being, be applicable.

2.2 Rationale

The approval of the adoption of the Share Buyback Mandate authorising the Company to purchase or acquire its Shares would give the Company the flexibility to undertake Share Buybacks up to the 10% limit described in section 2.3(a) below at any time, subject to market conditions, during the period when the Share Buyback Mandate is in force.

The rationale for the Company to undertake the purchase or acquisition of its Shares is as follows:

- (a) in managing the business of the Group, the management team strives to increase shareholder value by improving, *inter alia*, the return on equity of the Group. A Share purchase is one of the ways in which the return on equity of the Group may be enhanced; and
- (b) the Share Buyback Mandate is an expedient, effective and cost-efficient way for the Company to return to Shareholders surplus cash/funds which is/are over and above its ordinary capital requirements and in excess of the financial and possible investment needs of the Group, if any. In addition, the Share Buyback Mandate will allow the Company to have greater flexibility over, *inter alia*, the Company's share capital structure.

While the Share Buyback Mandate would authorise a purchase or acquisition of Shares up to the said 10% limit during the period referred to in section 2.3(b) below, Shareholders should note that Share Buybacks may not be carried out to the full 10% limit as authorised and the Share Buybacks will be made only as and when the Directors consider it to be in the best interests of the Company and/or Shareholders and in circumstances which they believe will not result in any material adverse effect on the financial condition of the Company or the Group, or result in the Company being delisted from the SGX-ST. The Directors will use their best efforts to ensure that after a Share Buyback, the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or adversely affect the orderly trading and listing status of the Shares on the SGX-ST.

2.3 Authority and Limits on the Share Buyback Mandate

The authority and limitations placed on the Share Buybacks, if renewed at the 2024 AGM, are the same as previously approved by Shareholders at the last AGM held on 28 July 2023, and are summarised as follows:

(a) *Maximum Number of Shares*

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company. The total number of Shares which may be subject to Share Buybacks is limited to that number of Shares representing not more than 10% of the total number of issued Shares as at the date of the 2024 AGM (excluding treasury shares and subsidiary holdings) at which the adoption of the Share Buyback Mandate is approved, unless the Company has, at any time during the Relevant Period, reduced its share capital by a special resolution under Section 78C of the Companies Act, or the Court has, at any time during the Relevant Period, made an order under Section 78I of the Companies Act confirming the reduction of share capital of the Company, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered by the special resolution of the Company or the order of the Court, as the case may be. Any Shares which are held as treasury shares or subsidiary holdings will be disregarded for the purposes of computing the 10% limit.

For illustrative purposes only, based on the general rule in the foregoing paragraph, on the basis of 371,511,764 Shares in issue (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date and assuming no further Shares are issued on or prior to the 2024 AGM, and that the Company does not reduce its share capital, not more than 37,151,176 Shares (representing not more than 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at that date) may be purchased or acquired by the Company pursuant to the Share Buyback Mandate during the Relevant Period.

(b) *Duration of Authority*

Share Buybacks may be made, at any time and from time to time, on and from the date of the 2024 AGM at which the Share Buyback Mandate is approved, up to:

- (i) the date on which the next annual general meeting is held or required by law to be held;
- (ii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by Shareholders in a general meeting; or
- (iii) the date on which purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated,

whichever is the earliest.

The authority conferred on the Directors by the Share Buyback Mandate to undertake Share Buybacks may be renewed by the Shareholders in any general meeting of the Company, such as at the next annual general meeting or at an extraordinary general meeting to be convened immediately after the conclusion or adjournment of the next annual general meeting. When seeking the approval of the Shareholders for the renewal of the Share Buyback Mandate, the Company is required to disclose details pertaining to purchases or acquisitions of Shares pursuant to the proposed Share Buyback Mandate made during the previous 12 months,

including the total number of Shares purchased or acquired, the purchase price per Share or the highest and lowest prices paid for such purchases or acquisitions of Shares, where relevant, and the total consideration paid for such purchases or acquisitions.

(c) *Manner of Purchase or Acquisition*

Share Buybacks may be made by way of:

- (i) on-market purchases ("**Market Purchases**"), transacted on the SGX-ST through the ready market, and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose, in accordance with Section 76E of the Companies Act;
- (ii) off-market purchases ("**Off-Market Purchases**") effected pursuant to an equal access scheme in accordance with Section 76C of the Companies Act; and/or
- (iii) the date on which purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated,

whichever is the earliest.

(d) *Maximum Price*

The purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses ("**related expenses**")) to be paid for a Share will be determined by the Directors. However, the purchase price to be paid for the Shares pursuant to the purchases or acquisitions of the Shares must not exceed:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price (as defined hereinafter); and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price (as defined hereinafter),

(the "**Maximum Price**"), in either case, excluding related expenses.

For the above purposes:

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

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

2.4 Status of Purchased or Acquired Shares

A Share purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a treasury share. At the time of each purchase or acquisition of Shares by the Company, the Directors will decide whether the Shares purchased or acquired will be cancelled or kept as treasury shares, or partly cancelled and partly kept as treasury shares, depending on the needs of the Company at that time. The total number of issued Shares will be diminished by the number of issued Shares purchased or acquired by the Company which are not held as treasury shares. It is presently intended by the Company that all or a significant portion of the Shares which are purchased or acquired by the Company under the Share Buyback Mandate will be cancelled.

All Shares purchased or acquired by the Company (unless held as treasury shares by the Company to the extent permitted under the Companies Act) will be automatically delisted by the SGX-ST, and certificates (if any) in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following the settlement of any such purchase or acquisition.

2.5 Treasury Shares

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act are summarised below:

(a) *Maximum Holdings*

The aggregate number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares.

(b) *Voting and Other Rights*

The Company cannot exercise any rights in respect of treasury shares and any purported exercise of such right is void. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be made, to the Company in respect of treasury shares. However, the allotment of Shares as fully-paid bonus shares in respect of treasury shares is allowed. Also, a subdivision or consolidation of any treasury share into treasury shares of a greater or smaller number is allowed if the total value of the treasury shares after the subdivision or consolidation, is the same as the total value of the treasury shares before the subdivision or consolidation, as the case may be.

(c) *Disposal and Cancellation*

Where Shares are held as treasury shares, the Company may at any time:

- (i) sell the treasury shares for cash;
- (ii) transfer the treasury shares for the purposes of or pursuant to any share scheme,

whether for employees, Directors or other persons;

- (iii) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the treasury shares; or
- (v) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

In addition, under the Catalist Rules, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares. Such announcement must include details such as the date of the sale, transfer, cancellation and/or use of such treasury shares, the purpose of such sale, transfer, cancellation and/or use of such treasury shares, the number of treasury shares which have been sold, transferred, cancelled and/or used, the number of treasury shares before and after such sale, transfer, cancellation and/or use, the percentage of the number of treasury shares against the total number of issued shares (of the same class as the treasury shares) which are listed before and after such sale, transfer, cancellation and/or use and the value of the treasury shares if they are used for a sale or transfer, or cancelled.

2.6 Reporting Requirements

Within 30 days of the passing of a Shareholders' resolution to approve the purchase or acquisition of Shares by the Company, the Directors shall lodge a copy of such resolution with the Registrar.

The Directors shall notify the Registrar within 30 days of a purchase or acquisition of Shares on the SGX-ST or otherwise. Such notification shall include details of the purchase or acquisition including the date of the purchase or acquisition, the number of Shares purchased or acquired by the Company, the number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued share capital before and after the purchase or acquisition, the amount of consideration paid by the Company for the purchase or acquisition, whether the Shares were purchased or acquired out of the profits or the capital of the Company, and such other information as required by the Companies Act.

The Catalist Rules specifies that a listed company shall notify the SGX-ST of all purchases or acquisitions of its Shares not later than 9.00 a.m.:

- (a) in the case of a Market Purchase, on the Market Day following the day on which the Market Purchase was made; and
- (b) in the case of an Off-Market Purchase, on the second Market Day after the close of acceptances of the offer for the Off-Market Purchase.

The notification of such purchases or acquisitions of Shares to the SGX-ST shall be in such form and shall include such details that the SGX-ST may prescribe. The Company shall make arrangements with its stockbrokers to ensure that they provide the Company in a timely fashion the necessary information which will enable the Company to make the notifications to the SGX-ST.

The Company, upon undertaking any sale, transfer, cancellation and/or use of treasury shares, will comply with Rule 704(31) of the Catalist Rules, which provides that an issuer must make an immediate announcement thereof, stating the following:

- (i) date of the sale, transfer, cancellation and/or use;
- (ii) purpose of such sale, transfer, cancellation and/or use;
- (iii) number of treasury shares sold, transferred, cancelled and/or used;
- (iv) number of treasury shares before and after such sale, transfer, cancellation and/or use;
- (v) percentage of the number of treasury shares against the total number of Shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and
- (vi) value of the treasury shares if they are used for a sale or transfer, or cancelled.

2.7 Source of Funds

The Company may only apply funds for the purchase or acquisition of Shares as provided in the Constitution and in accordance with the applicable laws in Singapore. The Company may not purchase or acquire its Shares for a consideration other than in cash or, in the case of a Market Purchase, for settlement otherwise than in accordance with the trading rules of the SGX-ST.

The Company may use internal sources of funds or external borrowings or a combination of both to finance the Company's purchase or acquisition of Shares pursuant to the Share Buyback Mandate. The Directors do not propose to exercise the Share Buyback Mandate to such an extent that it would have a material adverse effect on the working capital requirements of the Group.

2.8 Financial Effects

It is not possible for the Company to realistically calculate or quantify the impact of Share Buybacks on the NTA per Share and EPS as the resultant effect would depend on, *inter alia*, the aggregate number of Shares purchased or acquired, whether the purchase or acquisition is made out of capital or profits, the purchase prices paid for such Shares, the amount (if any) borrowed by the Company to fund the purchase or acquisition and whether the Shares purchased or acquired are cancelled or held as treasury shares.

The Company's total number of issued Shares will be diminished by the total number of Shares purchased by the Company and which are not held as treasury shares. The NTA of the Group will be reduced by the aggregate purchase price (including any expenses such as brokerage and commission) paid by the Company for the Shares.

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

The purchase or acquisition of Shares will only be effected by the Company after the Directors have considered relevant factors such as the working capital requirements, the availability of financial resources and the expansion and investment plans of the Group, and the prevailing market conditions.

For illustrative purposes only, the financial effects of the Share Buyback Mandate on the Company

and the Group, based on the audited financial statements of the Group for FY2024 are based on the assumptions set out below:

- (a) based on 371,511,764 Shares in issue (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date and assuming no further Shares are issued and no reduction of share capital of the Company takes place, not more than 37,151,176 Shares (representing 10% of the total number of issued Shares as at the date of the 2024 AGM (excluding treasury shares and subsidiary holdings)) may be subject to Share Buybacks;
- (b) in the case of Market Purchases by the Company and assuming that the Company purchases or acquires 371,511,764 Shares at the Maximum Price of \$0.0258 for one Share (being the price equivalent to 5% above the Average Closing Price of the Shares for the five consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 37,151,176 Shares (excluding related expenses) is approximately \$958,500;
- (c) in the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 371,511,764 Shares at the Maximum Price of \$0.0295 for one Share (being the price equivalent to 20% above the Average Closing Price of the Shares for the five consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 37,151,176 Shares (excluding related expenses) is approximately \$1,095,960.

For illustrative purposes only, and based on the assumptions set out in sub-paragraphs (a), (b) and (c) above and assuming that:

- (i) such purchase or acquisition of Shares is made entirely out of capital and financed solely by internal sources of funds;
- (ii) the Share Buyback Mandate had been effective on 1 April 2023;
- (iii) the Company had purchased or acquired 2,000,000 Shares on 1 April 2022 for the purpose of computing the financial effects on the EPS of the Group, and the purchase or acquisition of 2,000,000 Shares had taken place on 31 March 2024 for the purpose of computing the financial effects on Shareholders' equity, NTA per Share and gearing of the Company and the Group;
- (iv) related expenses incurred directly in the purchases or acquisitions by the Company of the Shares at the relevant time are not taken into account,

the financial effects of:

- (1) the purchase or acquisition of 2,000,000 Shares by the Company in a Market Purchase or Off-Market Purchase, where such Shares are held as treasury shares; and
- (2) the purchase or acquisition of 2,000,000 Shares by the Company in a Market Purchase or Off-Market Purchase, where such Shares are cancelled,

on the audited financial statements of the Group and the Company for FY2024 pursuant to the Share Buyback Mandate, are summarised in the following tables:

In the event the Share Buyback Mandate is exercised in full, the Company may purchase or acquire up to 37,151,1176 Shares. The Company views the above assumptions (including the assumption of the Company purchasing or acquiring 2,000,000 Shares) as reasonable, as based on the cash position of the Company as at 31 March 2024, purchasing or acquiring any Shares in excess of 2,000,000 Shares would cause the Company to be in a negative cash position. The Company may, in future and prior to the expiration of the duration of authority of the Share Buyback Mandate, undertake fundraising exercises which may impact on its cash position and consequently allow it to acquire more than 2,000,000 Shares. As such, the Company is seeking the authority of the Shareholders for a Company to purchase up to 10% of the total number of issued Shares as at the date of the 2024 AGM (excluding treasury shares and subsidiary holdings) (excluding treasury shares and subsidiary holdings).

(A) Market Purchase or Off-Market Purchase of 2,000,000 Shares and 2,000,000 Shares are held as treasury shares

As at 31 March 2024	Group			Company		
	Before Share Purchase	After Market Purchase	After Off-Market Purchase	Before Share Purchase	After Market Purchase	After Off-Market Purchase
Share capital (S\$)	15,959,231	15,959,231	15,959,231	15,959,231	15,959,231	15,959,231
Merger and translation reserves (S\$)	3,285,669	3,285,669	3,285,669	-	-	-
Treasury shares (S\$)	-	(51,600)	(59,000)	-	(51,600)	(59,000)
Accumulated losses (S\$)	(7,537,126)	(7,537,126)	(7,537,126)	(3,108,827)	(3,108,827)	(3,108,827)
Shareholders' fund (S\$)	11,707,774	11,656,174	11,648,774	12,850,404	12,798,804	12,791,404
Non-controlling interest (S\$)	571,041	571,041	571,041	-	-	-
Total equity (S\$)	12,278,815	12,227,215	12,219,815	12,850,404	12,798,804	12,791,404
NTA (S\$) ⁽¹⁾	8,676,897	8,625,297	8,617,897	12,850,404	12,798,804	12,791,404
NAV (S\$) ⁽²⁾	12,278,815	12,227,215	12,219,815	12,850,404	12,798,804	12,791,404
Current assets (S\$)	8,339,640	8,288,040	8,280,640	12,563,479	12,511,879	12,504,479
Current liabilities (S\$)	7,826,148	7,826,148	7,826,148	1,722,465	1,722,465	1,722,465
Total borrowings (S\$) ⁽³⁾	2,960,349	2,960,349	2,960,349	-	-	-
Cash and cash equivalents (S\$)	1,425,134	1,373,534	1,366,134	133,621	82,021	74,621
Profit/(loss) after tax (S\$) ⁽⁴⁾	(1,564,116)	(1,564,116)	(1,564,116)	(663,369)	(663,369)	(663,369)
Number of Shares (excluding treasury shares)	371,511,764	369,511,764	369,511,764	371,511,764	369,511,764	369,511,764
Treasury shares	-	2,000,000	2,000,000	-	2,000,000	2,000,000
Financial ratios						
NTA per Share (cents)	2.34	2.33	2.33	3.46	3.46	3.46
NAV per Share (cents)	3.31	3.31	3.31	3.46	3.46	3.46
EPS/(LPS) (cents) ⁽⁵⁾	(0.42)	(0.42)	(0.42)	(0.18)	(0.18)	(0.18)
Current ratio (times) ⁽⁶⁾	1.07	1.06	1.06	7.29	7.26	7.26
Net gearing ratio (%) ⁽⁷⁾	0.13	0.13	0.13	(0.01)	(0.01)	(0.01)

Notes:

- (1) NTA is computed based on total assets less total liabilities and less intangible assets and goodwill.
- (2) NAV is Net Assets Value
- (3) Assuming the purchase of the Shares by the Company will be funded by internal sources.
- (4) Profit/(Loss) of tax equals profit or loss after tax attributable to the Shareholders
- (5) For illustrative purposes, EPS/(LPS) is computed based on profit after tax attributable to the Shareholders and the number of Shares as shown in the corresponding row in the table above.
- (6) Current ratio equals current assets divided by current liabilities.
- (7) Net gearing ratio equals total debts net of cash and cash equivalents, divided by total equity.

(B) Market Purchase or Off-Market Purchase of 2,000,000 Shares and 2,000,000 Shares are cancelled

As at 31 March 2024	Group			Company		
	Before Share Purchase	After Market Purchase	After Off-Market Purchase	Before Share Purchase	After Market Purchase	After Off-Market Purchase
Share capital (S\$)	15,959,231	15,907,631	15,900,231	15,959,231	15,907,631	15,900,231
Merger and translation reserves (S\$)	3,285,669	3,285,669	3,285,669	-	-	-
Treasury shares (S\$)	-	-	-	-	-	-
Accumulated losses (S\$)	(7,537,126)	(7,537,126)	(7,537,126)	(3,108,827)	(3,108,827)	(3,108,827)
Shareholders' fund (S\$)	11,707,774	11,656,174	11,648,774	12,850,404	12,798,804	12,791,404
Non-controlling interest (S\$)	571,041	571,041	571,041	-	-	-
Total equity (S\$)	12,278,815	12,227,215	12,219,815	12,850,404	12,798,804	12,791,404
NTA (S\$) ⁽¹⁾	8,676,897	8,625,297	8,617,897	12,850,404	12,798,804	12,791,404
NAV (S\$) ⁽²⁾	12,278,815	12,227,215	12,219,815	12,850,404	12,798,804	12,791,404
Current assets (S\$)	8,339,640	8,288,040	8,280,640	12,563,479	12,511,879	12,504,479
Current liabilities (S\$)	7,826,148	7,826,148	7,826,148	1,722,465	1,722,465	1,722,465
Total borrowings (S\$) ⁽³⁾	2,960,349	2,960,349	2,960,349	-	-	-
Cash and cash equivalents (S\$)	1,425,134	1,373,534	1,366,134	133,621	82,021	74,621
Profit/(loss) after tax (S\$) ⁽⁴⁾	(1,564,116)	(1,564,116)	(1,564,116)	(663,369)	(663,369)	(663,369)
Number of Shares (excluding treasury shares)	371,511,764	369,511,764	369,511,764	371,511,764	369,511,764	369,511,764
Treasury shares	-	-	-	-	-	-
Financial ratios						
NTA per Share (cents)	2.34	2.33	2.33	3.46	3.46	3.46
NAV per Share (cents)	3.31	3.31	3.31	3.46	3.46	3.46
EPS/(LPS) (cents) ⁽⁵⁾	(0.45)	(0.45)	(0.45)	(0.19)	(0.19)	(0.19)
Current ratio (times) ⁽⁶⁾	1.07	1.06	1.06	7.29	7.26	7.26
Net gearing ratio (%) ⁽⁷⁾	0.13	0.13	0.13	(0.01)	(0.01)	(0.01)

Notes:

- (1) NTA is computed based on total assets less total liabilities and less intangible assets and goodwill.
- (2) NAV is Net Assets Value
- (3) Assuming the purchase of the Shares by the Company will be funded by internal sources.
- (4) Profit/(Loss) of tax equals profit or loss after tax attributable to the Shareholders
- (5) For illustrative purposes, EPS/(LPS) is computed based on profit after tax attributable to the Shareholders and the number of Shares as shown in the corresponding row in the table above.
- (6) Current ratio equals current assets divided by current liabilities.
- (7) Net gearing ratio equals total debts net of cash and cash equivalents, divided by total equity.

Shareholders should note that the financial effects set out above are purely for illustrative purposes only and based on the abovementioned assumptions. In particular, it is important to note that the above pro-forma financial analysis is based on the audited historical numbers for FY2024 and is not necessarily representative of future financial performance.

Although the Share Buyback Mandate (if adopted) would authorise the Company to purchase up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as determined in accordance with the applicable provisions of the Companies Act, the Company may not necessarily purchase or be able to purchase the entire 10% of the total number of its issued Shares (excluding treasury shares and subsidiary holdings). In addition, the Company may cancel all or part of the purchased Shares or hold all or part of the purchased Shares in treasury.

Shareholders who are in doubt as to their tax positions or any tax implications in their respective jurisdictions should consult their own professional tax advisers.

2.9 Take-over Implications

Appendix 2 to the Takeover Code contains the Share Buy-Back Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below.

(a) *Obligations to Make a Take-over Offer*

If, as a result of any purchase or acquisition by the Company of the Shares, the percentage of voting rights in the Company of a Shareholder and persons acting in concert with him increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Takeover Code. Consequently, a Shareholder or a group of Shareholders acting in concert with a Director could obtain or consolidate effective control of the Company and become obliged to make an offer under Rule 14 of the Takeover Code.

(b) *Person Acting in Concert*

Under the Takeover Code, persons acting in concert ("**concert parties**") comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of the company.

Unless the contrary is established, the following persons will be presumed to be acting in concert:

- (i) a company with its parent company, its subsidiaries, its fellow subsidiaries, any associated companies of the foregoing companies, any company whose associated

companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing for the purchase of voting rights;

- (ii) a company with any of its directors, together with their close relatives, related trusts and any companies controlled by any of the directors, their close relatives and related trusts;
- (iii) a company with any of its pension funds and employee share schemes;
- (iv) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
- (v) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser;
- (vi) directors of a company, together with their close relatives, related trusts and companies controlled by any of them, which is subject to an offer or where they have reason to believe a bona fide offer for their company may be imminent;
- (vii) partners; and
- (viii) an individual, his close relatives, his related trusts, any person who is accustomed to act according to the instructions of the individual, companies controlled by any of the foregoing persons, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing persons and/or entities for the purchase of voting rights.

For this purpose, ownership or control of at least 20% but not more than 50% of the voting rights of a company will be regarded as the test of associated company status.

The circumstances under which Shareholders, including Directors and their concert parties respectively, will incur an obligation to make a take-over offer under Rule 14 of the Takeover Code after a purchase or acquisition of Shares by the Company are set out in Appendix 2 to the Takeover Code.

(c) *Effect of Rule 14 and Appendix 2 to the Takeover Code*

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

Under Appendix 2 to the Takeover Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 of the Takeover Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder would increase to 30% or more, or, if such Shareholder holds between

30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Buyback Mandate.

(d) *mm2 Asia Ltd and parties acting in concert with them*

As disclosed in the Company's offer document dated 17 September 2018, the Company's Controlling Shareholder, mm2 Asia, and the Company's founders (the "**Founders**"), being the Company's Chief Executive Officer and Executive Director, Charles Yeo Eng Pu, Hong Wei Chien and Lee Hoon Hwee, have entered into a voting agreement dated 11 September 2018. Under the terms of the voting agreement, each of the Founders have agreed with mm2 Asia to vote all the Shares held by each of them at the relevant time, and any other voting securities of the Company whenever acquired, which are owned directly or indirectly by each of them, in the same manner and in the same proportions as mm2 Asia for as long as, amongst others, Mr Melvin Ang remains as the largest shareholder of mm2 Asia Ltd.. Consequently, during the term of the voting agreement, mm2 Asia and the Founders will vote in the same manner in respect of all shareholders' resolutions of the Company, save for where any of them are required to abstain from voting. Where any of the Founders is required to abstain from voting on any shareholders' resolution relating to any matter (including interested person transactions), all the Founders and mm2 Asia will abstain from voting on such shareholders' resolution. Where mm2 Asia is required to abstain from voting on any shareholders' resolution relating to any matter (including interested person transactions), the Founders will also abstain from voting on such shareholders' resolution.

As at the Latest Practicable Date, mm2 Asia and the Founders are the registered and beneficial owner of 220,521,560 Shares in aggregate representing 59.36% of the issued share capital of 371,511,764 Shares (excluding treasury shares) of the Company and Mr Melvin Ang has an interest in 22.03% of the issued share capital of mm2 Asia, and Melvin Ang remains as mm2 Asia's largest shareholder.

For **illustrative purposes**, assuming that:

- (1) the Company exercises the power under the Share Buyback Mandate in full and purchases 37,151,176 Shares (based on the issued and paid-up share capital of the Company (excluding treasury shares) as at the Latest Practicable Date of 371,511,764 Shares); and
- (2) there is no change in the number of Shares held or deemed to be held by mm2 Asia at the Latest Practicable Date,

the interest in voting rights of mm2 Asia and the Founders in the Company would increase from 59.36% to 65.95%.

Based on the foregoing and the substantial shareholding notifications received by the Company under Part VII of the Securities and Futures Act as at the Latest Practicable Date, none of the Substantial Shareholders would become obliged to make a mandatory offer for the Company under Rule 14 of the Takeover Code as a result of the purchase or acquisition by the Company of the maximum limit of 10% of its issued Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date.

Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Takeover Code as a result of any purchase or acquisition of Shares by the

Company should consult the Securities Industry Council of Singapore and/or their professional advisers at the earliest opportunity.

2.10 Catalyst Rules

While the Catalyst Rules do not expressly prohibit purchases or acquisitions of shares by a listed company during any particular time or times, the Company, in line with Rule 1204(19)(c) of the Catalyst Rules, will not purchase or acquire any Shares through Market Purchases during the following periods:

- (a) if the Company announces its quarterly financial statements, whether required by the SGX-ST or otherwise, two weeks immediately preceding the announcement of the Company's financial statements for each of the first three quarters of its financial year and one month before the announcement of the Company's full year financial statements; or
- (b) if the Company does not announce its quarterly financial statements, one month immediately preceding the announcement of the Company's half year and full year financial statement.

The Company's decision to purchase or acquire Shares would only be made with an arrangement that could reasonably be expected to ensure that information that is not generally available would not be communicated or informed to the person within the Company who makes the decision to transact.

The Company is required under Rule 723 of the Catalyst Rules to ensure that at least 10% of its listed securities (excluding treasury shares, preference shares and convertible equity securities) are in the hands of the public. The "public", as defined in the Catalyst Rules, are persons other than the directors, chief executive officer, Substantial Shareholders or Controlling Shareholders of the Company and its subsidiaries, as well as the Associates of such persons.

As at the Latest Practicable Date, 139,269,204 Shares, representing 37.49% of the total number of issued Shares (excluding treasury shares), are held in the hands of the public. Assuming that the Company purchases the aggregate of 37,151,176 Shares through Market Purchases, being the full 10% limit pursuant to the Share Buyback Mandate from the public (as defined in the Catalyst Rules), the number of Shares in the hands of the public would be reduced to 102,118,028 Shares, representing approximately 27.49% of the issued Shares of the Company (excluding treasury shares). Accordingly, the Company is of the view that there is a sufficient number of Shares held in the hands of the public which would permit the Company to undertake purchases or acquisitions of its Shares up to the full 10% limit pursuant to the Share Buyback Mandate (if adopted) without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity.

In undertaking any purchases or acquisitions of Shares through Market Purchases, the Directors will use their best efforts to ensure that, notwithstanding such purchases, a sufficient float in the hands of the public will be maintained so that the purchases or acquisitions of Shares will not adversely affect the listing status of the Shares on the SGX-ST, cause market illiquidity or adversely affect the orderly trading of the Shares.

2.11 Previous Share Buybacks

The Company has not purchased any Shares during the 12-month period preceding the Latest Practicable Date.

3. THE PROPOSED CHANGE OF AUDITORS

3.1 Background

The Company's current Auditors, CLA Global TS Public Accounting Corporation (formerly known as Nexia TS Public Accounting Corporation) ("**CLA Global TS**"), has been the Auditors of the Company since FY2019. CLA Global TS was re-appointed as Auditors at the last AGM held on 28 July 2023 to hold office until the conclusion of the next AGM.

The Company is proposing to appoint Forvis Mazars LLP ("**Forvis Mazars**") (formerly known as Mazars LLP) to replace CLA Global TS as the Auditors for FY2025. Pursuant to Rule 712(3) of the Catalist Rules and Section 205AF of the Companies Act, the Proposed Change of Auditors is subject to the approval by Shareholders in a general meeting. Accordingly, the out-going Auditors, CLA Global TS will not be seeking re-appointment at the forthcoming 2024 AGM.

The retirement of CLA Global TS and the appointment of Forvis Mazars as Auditors will take effect upon the approval of the Proposed Change of Auditors by Shareholders at the 2024 AGM and, if appointed, Forvis Mazars will hold office until the conclusion of the next AGM scheduled to be held, when a new resolution will be proposed for the appointment of the Auditors for FY2025.

3.2 Rationale

The Proposed Change of Auditors is due to the Group's ongoing efforts to manage its overall business costs and expenses amidst the challenging business climate and given the Group's current level of activities and business, it would be an opportune time to review the appointment of Auditors and benchmark its audit fees and realise cost efficiencies.

The Board, in consultation with the Audit Committee, having considered the needs of the Group and the Company, together with various factors such as the fee proposal and credentials of the proposed audit team, nominated and recommended Forvis Mazars to replace CLA Global TS as the Auditors.

In particular, Forvis Mazars was selected after taking into account, amongst others, the adequacy of the resources and experience, the audit partner-in-charge assigned to the audit, the other audit engagements of Forvis Mazars, the network firms of Forvis Mazars in Malaysia, the Group's audit requirements and the number and experience of supervisory and professional staff to be assigned to the audit. The Board and the Audit Committee have also considered (i) that Forvis Mazars and the audit engagement partner assigned to the Group are registered with ACRA and is in compliance with Rule 712(2)(a) of the Catalist Rules; and (ii) the Audit Quality Indicators Disclosure Framework issued by ACRA in assessing the suitability of the proposed appointment, and are of the opinion that Forvis Mazars will be able to fulfil the audit requirements of the Company and the Group without compromising the standard and effectiveness of the audit of the Company and the Group.

The Group does not expect the Proposed Change of Auditors to affect the quality of the audit to be undertaken as Forvis Mazars is well versed and has experience in being auditors to various SGX-ST listed entities.

The Board had, in consultation with the Audit Committee, determined that the fee proposal from Forvis Mazars as competitive and that Forvis Mazars is an international firm and has network firms in Malaysia. The Audit Committee, having considered, amongst others, the number and experience of staff in the audit engagement team, the seniority of the audit team members and the involvement of the incoming auditors, are also of the opinion that Forvis Mazars is well suited to meet the existing

needs and audit requirements of the Group and is likely to enhance the value of the audit. The Proposed Change of Auditors will allow the Group to save of approximately 6% in audit fees for FY2025 with assumption that no change in operation size of the Group and the scope of the audit to be undertaken by Forvis Mazars.

In light of the above, the Company decided to change its Auditors and hence, CLA Global TS will not be seeking for re-appointment for FY2025 at the 2024 AGM. Forvis Mazars has, on 12 July 2024, given their consent to act as Auditor, subject to the approval of the Shareholders at the 2024 AGM.

The Board wishes to highlight that the Proposed Change of Auditors is neither due to any disagreement with CLA Global TS or CLA Global TS declining to continue to serve as Auditors, or dismissal or resignation of CLA Global TS. The Directors wish to express their appreciation for the past services rendered by CLA Global TS.

3.3 Requirements under Rule 712 of the Catalist Rules

Pursuant to Rule 712(1) of the Catalist Rules, the Directors and the Audit Committee, having considered the adequacy of the resources and experience of Forvis Mazars and the audit partner-in-charge assigned to the audit, the size and complexity of the Group's operations, and the number and experience of supervisory and professional staff assigned to the audit, are of the opinion that the appointment of Forvis Mazars as the Auditors will be able to meet the audit requirements of the Group.

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

- (a) CLA Global TS has confirmed, by way of its letter dated 11 July 2024 to Forvis Mazars that they are not aware of any professional reasons why Forvis Mazars, being the new Auditors, should not accept appointment as Auditors. CLA Global TS has highlighted the outstanding fee for the financial year ended 31 March 2024 in their professional clearance to Forvis Mazars;
- (b) the Board confirms that there were no disagreements with CLA Global TS, being the outgoing Auditors, on accounting treatments within the last 12 months preceding the date of this Appendix;
- (c) the Board confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in this Appendix;
- (d) the Company confirms that the specific reasons for the Proposed Change of Auditors are disclosed in Section 3.2 of this Appendix and that the Proposed Change of Auditors is not due to the dismissal or resignation of CLA Global TS, or CLA Global TS declining to continue to serve as Auditors, or was CLA Global TS dismissed or directed by the SGX-ST to be replaced under Rule 305(1)(e)(b) of the Catalist Rules; and
- (e) the Company confirms that it is in compliance with Rule 712 and Rule 715 of the Catalist Rules in relation to the appointment of Forvis Mazars as its new Auditors.

3.4 Requirements under Rule 715 of the Catalist Rules

The Board confirms that Rule 715(1) of the Catalist Rules requiring for the Company to engage the same auditing firm based in Singapore to audit its accounts, and its Singapore-incorporated subsidiaries and significant associated companies will be complied with, as Forvis Mazars will be the

Auditors for the Company and all the Singapore incorporated subsidiaries after the Proposed Change of Auditors. The Group does not have any Singapore-incorporated associated companies.

The Board also confirms that Rule 715(2) of the Catalist Rules requiring for the Company to engage a suitable auditing firm for its significant foreign-incorporated subsidiaries companies will be complied with, as Forvis Mazars will be appointed as auditors of the Company's significant subsidiaries in Singapore and Malaysia, Vividthree Productions Sdn. Bhd. and Prospr Consulting Sdn. Bhd..

For the avoidance of doubt, Forvis Mazars will not be appointed as the auditor of the Company's insignificant subsidiaries, Vividthree Co., Ltd. in China and PT Prospr Consulting Indonesia as they are not required to be audited under local statutory requirement. The Board and the Audit Committee are satisfied that such appointment would not compromise the standard and effectiveness of the audit of the Group.

3.5 Information on Forvis Mazars

3.5.1 Information on Forvis Mazars

The information on Forvis Mazars and the audit engagement partner provided below was provided to the Company by Forvis Mazars and their representatives. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.

Forvis Mazars is a leading global professional services network operating under a single brand with just two members: Forvis Mazars, LLP in the United States and Forvis Mazars Group SC, an internationally integrated partnership operating in over 100 countries and territories with a combined team of 40,000+ professionals. Both members share a commitment to providing an unmatched client experience, delivering audit & assurance, tax, advisory and consulting services across the globe.

Forvis Mazars in Singapore, part of the Forvis Mazars Group SC, empowers your business growth with unmatched expertise and commitment to excellence. Our diverse team of 30+ partners and directors lead a dynamic group of 400+ professionals, representing 10+ nationalities and fluent in 20+ languages, ensuring culturally relevant and globally connected solutions. Forvis Mazars delivers client experiences through comprehensive audit & assurance, tax, advisory, and consulting services, always upholding the highest standards of integrity, independence, accountability, and social responsibility.

The teams with familiarity in multiple jurisdictions help international large corporations, mid-market companies, small and medium enterprises, start-ups, and public bodies to find solutions to meet their objectives. More information about Forvis Mazars can be found on Forvis Mazars' website at <https://www.forvismazars.com/sg/en>.

3.5.2 Information on the Audit Engagement Partner

The information on Forvis Mazars provided below was provided to the Company by Forvis Mazars and their representatives. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.

Mr. Chin Chee Choon, the Audit Engagement Partner, has over 20 years of professional experience in areas of assurance and advisory services from Big Four accounting firms and a mid-tier firm, with his last position being Head of Advisory and Audit Partner. Mr. Chin Chee Choon has experience and was involved in audit/assurance engagements of companies of various sizes and industries which includes companies listed on the SGX-ST as well as companies in the areas of technology, oil and gas, entertainment, education, healthcare and manufacturing. He was also involved in initial public

offering projects where the firm was a Reporting Accountant.

He also has extensive experience in Risk Advisory, Corporate Governance, Internal Audit and Sustainability Reporting. Mr. Chin Chee Choon has performed internal audit reviews for companies listed on SGX-ST, Government agencies and not-for-profit organisations. He has also performed other advisory work which includes pre-initial public offering internal control review, special reviews such as fraud investigation and review of internal control manuals. Mr. Chin Chee Choon has been subjected to the Practice Monitoring Programme review by ACRA and was last reviewed in 2016 where he passed the review.

Mr. Chin Chee Choon holds a Bachelor of Accounting from the University of South Australia and a Post Graduate Diploma from the University of Oxford, United Kingdom. He is a Fellow Chartered Accountant of Singapore and a Certified Internal Auditor.

3.6 Audit Committee Statement

The Audit Committee adopted the Audit Quality Indicators Disclosure Framework issued by ACRA in assessing the suitability of potential Auditors – these are audit partner, firm experience, reputation, audit quality indicators and fee consideration.

The Audit Committee has reviewed and deliberated on the Proposed Change of Auditors and after taking into consideration the suitability and independence of Forvis Mazars in meeting the audit requirements of the Group, has recommended the Proposed Change of Auditors for approval by the Board. The factors considered by the Audit Committee have been set out in Section 3.2 of this Appendix and is in compliance with the requirements of the relevant Catalist Rules.

4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

4.1 Directors' Interests

The interest of the Directors in the Shares as record in the Register of Directors' Shareholdings of the Company as at the Latest Practicable Date are set out below:

	Direct Interest		Indirect Interest		Total Interest	
	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾
Yeo Eng Pu, Charles	43,987,840	11.84	-	-	43,987,840	11.84
Chang Long Jong	200,000	0.05	-	-	200,000	0.05
Ho Choon Hou ⁽²⁾	-	-	11,090,400	2.99	11,090,400	2.99

Notes:

(1) The percentage of shareholdings set out above is calculated based on 371,511,764 issued shares.

(2) Ho Choon Hou is deemed to have interest in the Company's ordinary shares by virtue of his shareholdings in Lionsgate Ltd.

4.2 Interests of Substantial Shareholders

The interest of the Substantial Shareholders in the Shares as record in the Register of Substantial Shareholders as at the Latest Practicable Date are set out below:

	Direct Interest		Indirect Interest		Total Interest	
	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾
Yeo Eng Pu, Charles	43,987,840	11.84	-	-	43,987,840	11.84
Hong Wei Chien	28,082,400	7.56	-	-	28,082,400	7.56
mm2 Asia	138,720,000	37.34	-	-	138,720,000	37.34
Melvin Ang ⁽²⁾	-	-	138,720,000	37.34	138,720,000	37.34

Notes:

- (1) The percentage of shareholdings set out above is calculated based on 371,511,764 issued shares.
- (2) Mr Melvin Ang holds 22.03% of the shares in mm2 Asia and is deemed interested in the 138,720,000 ordinary shares in the Company held by mm2 Asia.

5. DIRECTORS' RECOMMENDATION

The Board is of the opinion that the adoption of the Share Buyback Mandate is in the best interests of the Company and accordingly recommend that the Shareholders vote in favour of the resolution relating to the Proposed Share Buyback Mandate.

The Board after having considered amongst other things, the background and the rationale of the Proposed Change of Auditors and the Audit Committee's recommendation, are of the opinion that the Proposed Change of Auditors is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of the ordinary resolution 5 in respect of the Proposed Change of Auditors set out in the Notice of AGM.

6. ANNUAL GENERAL MEETING

The 2024 AGM, notice of which is set out in the Annual Report, will be held on Tuesday, 30 July 2024 at 8 Wilkie Road #03-01 Wilkie Edge Singapore 228095 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the Notice of the 2024 AGM.

7. ACTION TO BE TAKEN BY SHAREHOLDERS

7.1 The 2024 AGM will be held in a wholly physically format. **There will be no option for Shareholders to participate virtually.**

7.2 Submission of Questions in Advance of the 2024 AGM

All Shareholders can submit questions relating to the business of the 2024 AGM up till 22 July 2024 at 11.00 a.m. either:

- (a) via email to the Company at ir@vividthree.com;
- (b) via post to B.A.C.S. Private Limited, the Share Registrar, at 77 Robinson Road #06-03 Robinson 77 Singapore 068896; or

Shareholders who submit questions in advance of the 2024 AGM should provide their full name, address, contact number, email and the manner in which they hold Shares (if you hold Shares directly, please provide your account number with The Central Depository (Pte) Limited (“CDP”); otherwise, please state if you hold your Shares through CPF or SRS or other Relevant Intermediary), for our verification purposes.

The Company will respond to substantial and relevant questions:

- (i) (if received by the deadline set out in section 6.2 above) before the 2024 AGM, and if the substantial and relevant questions are so received by 22 July 2024 at 11.00 a.m. (being more than 48 hours prior to the closing date and time for the lodgement of the forms of proxy), via an announcement on SGXNet and the Company’s website; or
- (ii) (if received after the deadline set out in section 6.2 above) during the 2024 AGM.

The Company will also, within one (1) month after the date of the 2024 AGM, publish the minutes of the 2024 AGM on SGXNet and the Company’s website, and the minutes will include the responses to the questions referred to above.

7.3 Voting

Shareholders who wish to exercise their voting rights at the 2024 AGM may:

- (a) (where the Shareholder is an individual) attend and vote at the 2024 AGM; or
- (b) (where the Shareholder is an individual or a corporate) appoint a proxy to vote on their behalf.

Shareholders (including Relevant Intermediaries, as defined in Section 181 of the Companies Act) who wish to vote on any or all of the resolutions at the 2024 AGM via proxy must submit a Proxy Form to appoint the proxy. The Proxy Form must be submitted to the Company in the following manner:

- (a) if submitted by post, to the Share Registrar of the Company, B.A.C.S. Private Limited, at 77 Robinson Road #06-03 Robinson 77 Singapore 068896; or
- (b) if submitted electronically, be submitted via email to B.A.C.S. Private Limited at main@zicoholdings.com.

in either case **by no later than 11.00 a.m. on 27 July 2024, being 72 hours before the time appointed for the 2024 AGM.**

A Depositor’s name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the 2024 AGM in order for the Depositor to be entitled to vote at the 2024 AGM.

Please refer to the Notice of the 2024 AGM set out on pages 126 to 132 of the Annual Report for further details.

8. 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 Proposed Transactions, the issuer 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 the 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 the circular in its proper form and context.

9. CAUTIONARY STATEMENT

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. There is no certainty or assurance that the proposed renewed Share Buyback Mandate will be utilised. The Company will make the necessary announcements, in compliance with the requirements of the Catalist Rules, as and when there are material developments in respect of the proposed renewal of the Share Buyback Mandate and any other matter contemplated in this Addendum. Shareholders are advised to read this Addendum and any further announcements by the Company carefully. Shareholders and potential investors of the Company should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers if they have any doubt about the actions they should take.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 1093 Lower Delta Road, #05-10, Singapore 169204 during normal business hours from the date of this Addendum up to and including the date of the 2024 AGM:

- (a) the Constitution of the Company; and
- (b) the Annual Report of the Company for FY2024.

By Order of the Board

Yeo Eng Pu, Charles
Chief Executive Officer and Executive Director
15 July 2024