

**TOTM TECHNOLOGIES LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company Registration No. 201506891C)

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**ENTRY INTO LOAN AGREEMENT AS AN INTERESTED PERSON TRANSACTION**

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**1. INTRODUCTION**

The Board of Directors (the “**Board**”) of TOTM Technologies Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to inform shareholders that Mr. Pierre Prunier, Chief Executive Officer, Executive Director and substantial shareholder of the Company (“**Lender**”), has on 5 September 2024 entered into a loan agreement with the Company (“**Loan Agreement**”), pursuant to which the Lender has agreed to extend an interest-bearing loan of up to S\$500,000 to the Company (“**Working Capital Loan**”). The Lender and the Company shall collectively be referred to as the “**Parties**”.

**2. PRINCIPAL TERMS OF THE WORKING CAPITAL LOAN**

The principal terms of the Working Capital Loan are as follows:

Principal Amount	:	Up to S\$500,000
Repayment	:	The Working Capital Loan shall be repayable in full to the Lender within twelve (12) months from 5 September 2024, or earlier which may be mutually agreed upon between the Company and the Lender, subject to review and approval by the Board of Directors of the Company, taking into account the financial position of the Company and its subsidiaries (including cash flow) and/or any factors which may potentially affect their financial position.  The Company may repay the entire outstanding amount under the Working Capital Loan and all monies due and/or payable to the Lender under the Loan Agreement prior to expiry of the Working Capital Loan by giving to the Lender not less than one (1) month's written notice of intended repayment.
Interest Rate	:	Interest is chargeable at 6.0% per annum repayable every month. The interest rate is in line with the prime lending rates of Singapore banks <sup>1</sup> , as the Group and the Company currently do not have any banking facilities.
Other Terms	:	Should the Lender cease to be the Executive Director or Chief Executive Officer of the Company, the Company shall repay the Working Capital Loan in full on demand.

**3. RATIONALE AND USE OF PROCEEDS FROM THE LOAN**

The Loan would strengthen the financial position of the Group for working capital purposes.

**4. INFORMATION ON THE LENDER**

The Lender is the Chief Executive Officer and Executive Director of the Company. As at the date of this announcement, the Lender is deemed to be interested in 164,974,300 ordinary shares of the Company, representing 12.30% of the Company's issued and paid-up share capital.

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<sup>1</sup> <https://www.abs.org.sg/benchmark-rates/prime-lending-rates>

## 5. INTERESTED PERSON TRANSACTION UNDER CHAPTER 9 OF THE CATALIST RULES

Transactions entered into between an “interested person” and the Company, its subsidiaries or associated companies (which the listed group or its interested persons have control over) are deemed “interested person transactions” and subject to Chapter 9 of the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalyst (“**Catalist Rules**”).

Pursuant to Rule 909(3), in the case of borrowing of funds from an interested person, the value of the transaction is the interest payable on the borrowing. On the assumption that the tenure of the Working Capital Loan is 12 months, the interested person transaction value amounts to an estimate of S\$30,000, which represents 0.1% of the Group’s latest audited net tangible assets as at 31 May 2023 of S\$30,948,000.

In view of the foregoing, shareholders’ approval for the Working Capital Loan is not required under the Catalist Rules. However, the Company is disclosing the Working Capital Loan pursuant to paragraph 9 of Appendix 7A of the Catalist Rules.

Save as disclosed above, there are no other interested person transactions (more than S\$100,000) entered into by the Group with the Lender or its associates for the current financial year ended 31 May 2025.

## 6. AUDIT COMMITTEE’S STATEMENT

The Audit Committee of the Company, having considered the terms and rationale for the Working Capital Loan, as well as the availability of loan facilities to the Group, is of the view that the grant of the Working Capital Loan by the Lender is on normal commercial terms, and is not prejudicial to the interests of the Company and its minority shareholders.

## 7. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDER

Save for their respective shareholdings in the Company and as disclosed, none of the Directors or controlling shareholders of the Company or their respective associates has any direct or indirect interest in the Working Capital Loan.

## 8. UPDATES TO SHAREHOLDERS

The Directors of the Company (including those who have been delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate and that no material facts have been omitted from this announcement, and they jointly and severally accept responsibility accordingly. Where any information has been extracted or reproduced from published or otherwise publicly available sources, 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, accurately reflected or reproduced in this announcement.

### BY ORDER OF THE BOARD

Mr. Pierre Prunier  
Chief Executive Officer and Executive Director  
5 September 2024

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*This announcement has been reviewed by the Company’s sponsor, SAC Capital Private Limited (the “**Sponsor**”).*

*This announcement 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 announcement, including the correctness of any of the statements or opinions made, or reports contained in this announcement.*

*The contact person for the Sponsor is Ms. Charmian Lim (telephone no.: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.*