**APPENDIX DATED 11 MAY 2026**

**THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.**

**If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**

This Appendix is circulated to the shareholders of Reclaims Global Limited (the "**Company**") together with the Company's annual report for the financial year ended 31 January 2026 ("**Annual Report**"), and its purpose is to provide Shareholders (as defined herein) with information relating to, and the reasons for, the proposed renewal of the IPT Mandate (as defined herein) and the proposed adoption of the Share Purchase Mandate (as defined herein), and to seek Shareholders' approval in relation to the same at the AGM (as defined herein) to be held at Level 3, Training Room 3-3, 60 Cecil Street, ISCA House, Singapore 049709 on 26 May 2026 at 10 a.m.

The Notice of AGM, Proxy Form, Request Form, Annual Report and this Appendix are made available to Shareholders on the same date hereof, via SGXNET and the Company's website.

If you have sold or transferred all your ordinary shares in the capital of the Company held through The Central Depository (Pte) Limited ("**CDP**") you need not forward this Appendix, the Notice of AGM, the accompanying Proxy Form and Request Form to the purchaser or transferee as arrangements will be made by CDP for a separate Appendix, Notice of AGM, the accompanying Proxy Form and Request Form to be sent to the purchaser or transferee. If you have sold or transferred all your ordinary shares in the capital of the Company represented by physical share certificate(s), you should immediately forward this Appendix, the Notice of AGM, the accompanying Proxy Form and Request Form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

*This Appendix has been reviewed by the Company's Sponsor, SAC Capital Private Limited (the "**Sponsor**"). This Appendix has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this Appendix including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Appendix. The contact person for the Sponsor is Ms. Audrey Mok (Tel no.: +65 6232 3210) at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.*

# RECLAIMS GLOBAL LIMITED

(Incorporated in the Republic of Singapore on 11 October 2018)
(Company Registration No.: 201834755M)

**APPENDIX TO THE NOTICE OF ANNUAL GENERAL MEETING**

**IN RELATION TO**

**(1) THE PROPOSED RENEWAL OF THE INTERESTED PERSON TRANSACTIONS MANDATE; AND**

**(2) THE PROPOSED ADOPTION OF THE SHARE PURCHASE MANDATE**

**IMPORTANT DATE AND TIMES:**

| | | |
|---|---|---|
| Last date and time for submission of questions in advance | : | 19 May 2026 at 10 a.m. |
| Last date and time for lodgement of Proxy Form | : | 23 May 2026 at 10 a.m. |
| Date and time of Annual General Meeting | : | 26 May 2026 at 10 a.m. |
| Place of Annual General Meeting | : | Level 3, Training Room 3-3, 60 Cecil Street, ISCA House, Singapore 049709 |

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## DEFINITIONS

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

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| "**2019 Circular**" | : | Has the meaning set out in paragraph 2.1 of this Appendix |
| "**2019 EGM**" | : | The extraordinary general meeting of the Company held on 30 May 2019 |
| "**2025 AGM**" | : | The annual general meeting of the Company held on 23 May 2025 at 10 a.m. |
| "**2026 AGM**" | : | The annual general meeting of the Company to be held on 26 May 2026 at 10 a.m. |
| "**AGM**" | : | Annual General Meeting |
| "**Annual Report**" | : | The annual report of the Company for the relevant financial year, and "**Annual Reports**" shall be construed accordingly |
| "**Annex**" | : | The annex to this Appendix |
| "**Appendix**" | : | This Appendix to the Notice of AGM dated 11 May 2026 |
| "**Approval Date**" | : | Has the meaning ascribed to it in paragraph 3.3.1 of this Appendix |
| "**Approved Exchange**" | : | A stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9 of the Catalist Rules |
| "**Associate**" | : | (a) in relation to any Director, Chief Executive Officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:<br>(i) his immediate family;<br>(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<br>(iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more;<br>(b) in relation to a Substantial Shareholder or Controlling Shareholder (being a company) means any company which is its subsidiary or holding company or is a subsidiary of any 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<br>"**Associates**" shall be construed accordingly. |
| "**Associated Company**" | : | A company in which at least 20% but not more than 50% of its shares are held by the Company or the Group |
| "**Audit Committee**" | : | The audit committee of the Company for the time being. As at the date of this Appendix, the Audit Committee comprises Mr Jong Voon Hoo, Mr Chang Chi Hsung, and Ms Lim Hui Chee |

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| "**Board**" | : | The board of directors of the Company for the time being |
| "**Building Materials IPTs**" | : | Has the meaning set out in paragraph 4.1(a) of the Annex |
| "**Catalist**" | : | The sponsor-supervised listing platform of the SGX-ST |
| "**Catalist Rules**" | : | Listing Manual Section B: Rules of Catalist of the SGX-ST as amended, modified or supplemented from time to time |
| "**CDP**" | : | The Central Depository (Pte) Limited |
| "**CEO**" | : | The chief executive officer of the Company. As at the date of this Appendix, the CEO is Mr Tan Kok Huat |
| "**Code**" | : | The Singapore Code on Take-overs and Mergers, as may be amended, modified or supplemented from time to time |
| "**COO**" | : | The chief operating officer of the Company. As at the date of this Appendix, the COO is Ms Chan Bih Tzy |
| "**Companies Act**" | : | Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time |
| "**Company**" | : | Reclaims Global Limited |
| "**concert parties**" | : | Shall have the meaning ascribed to it in paragraph 3.11.2 of this Appendix |
| "**Constitution**" | : | Constitution of the Company, as amended, modified or supplemented from time to time |
| "**Control**" | : | The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of the Company |
| "**Controlling Shareholder**" | : | A person who:<br>(a) holds directly or indirectly 15% or more of the voting rights in the Company. The SGX-ST may determine that a person who satisfies this definition is not a controlling shareholder; or<br>(b) in fact exercises Control over the Company |
| "**Directors**" | : | The directors of the Company for the time being |
| "**Entities at Risk**" | : | (a) The Company;<br>(b) A subsidiary of the Company that is not listed on the SGX-ST or an Approved Exchange; or<br>(c) An Associated Company of the Company that is not listed on the SGX-ST or an Approved Exchange, provided that the Group, or the Group and its Interested Person(s), has control over the Associated Company<br>Each an "Entity **at Risk**" |

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| "**EPS**" | : | Earnings per Share |
| "**Excavator Leasing List**" | : | Has the meaning set out in paragraph 6.1.2 of the Annex |
| "**Excavators IPTs**" | : | Has the meaning set out in paragraph 4.1(d) of the Annex |
| "**Financial Controller**" | : | The financial controller of the Company. As at the date of this Appendix, the Financial Controller is Mr Toh Yang Wee |
| "**FY2025**" | : | Financial year of the Company ended 31 January 2025 |
| "**FY2026**" | : | Financial year of the Company ended 31 January 2026 |
| "**Group**" | : | The Company and its subsidiaries |
| "**Group Finance Team**" | : | The Financial Controller, who has no interest, direct or indirect, in the transaction, assisted by the finance department of the Group |
| "**Interested Director**" | : | The Company's Executive Chairman, Mr Chan Chew Leh |
| "**Interested Person(s)**" | : | Each of the Company's Directors, CEO, Controlling Shareholders and their respective Associates |
| "**Interested Person Transaction**" | : | A transaction between an Entity at Risk and an Interested Person, where a "transaction" includes the provision or receipt of financial assistance, the acquisition, disposal or leasing of assets, the provision or receipt of goods or services, the issuance or subscription of securities, the granting of or being granted options, and the establishment of joint ventures or joint investments, whether or not in the ordinary course of business and whether or not entered into directly or indirectly |
| "**IPT Mandate**" | : | The general mandate for Interested Person Transactions permitting the Group to enter into the Mandated Transactions with the Mandated Interested Persons, which was previously adopted by Shareholders on 15 May 2019 and for which renewal is now being sought at the 2026 AGM |
| "**Latest Practicable Date**" | : | 13 April 2026, being the latest practicable date prior to the printing of this Appendix |
| "**Leasing IPTs**" | : | Has the meaning set out in paragraph 4.1(c) of the Annex |
| "**Mandated Interested Persons**" | : | Collectively NDC and NDCPL |
| "**Mandated Transactions**" | : | Has the meaning set out in paragraph 4.1 of the Annex |
| "**Market Day**" | : | A day on which the SGX-ST is open for trading in securities |
| "**NDC**" | : | New Development Construction |
| "**NDCPL**" | : | New Development Contractors Pte. Ltd. |

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| "**Non-Interested Directors**" | : | The Directors who are considered independent for the purposes of making a recommendation on the proposed renewal of the IPT Mandate, namely, Mr Tan Kok Huat, Ms Chan Bih Tzy, Mr Jong Voon Hoo, Mr Chang Chi Hsung, Mr Tan Heok Ping Joshua and Ms Lim Hui Chee |
| "**Notice of AGM**" | : | The notice of the 2026 AGM |
| "**NTA**" | : | Net tangible assets |
| "**Off-Market Purchase**" | : | Off-market purchases of Shares (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as defined in Section 76C of the Companies Act, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Catalist Rules |
| "**On-Market Purchase**" | : | On-market purchases of Shares transacted on the SGX-ST through the SGX-ST trading system or, as the case may be, any other securities exchange on which the Shares may, for the time being, be listed and quoted, through one (1) or more duly licensed stockbrokers appointed by the Company for such purpose |
| "**Ordinary Resolution**" | : | A resolution proposed and passed as such by a majority consisting of more than 50% of the total number of votes cast for and against such resolution at a meeting of Shareholders |
| "**Proposals**" | : | The proposed renewal of the IPT Mandate, and the proposed adoption of the Share Purchase Mandate. |
| "**Proposed IPT Mandate Renewal**" | : | The proposed renewal of IPT Mandate |
| "**Proxy Form**" | : | The proxy form in respect of the 2026 AGM |
| "**Public Shareholders**" | : | The Shareholders who are persons other than:<br>(i) the Directors, Chief Executive Officer, Substantial Shareholders or Controlling Shareholders of the Company or its subsidiaries; and<br>(ii) the Associates of such persons named in (i) |
| "**Register of Members**" | : | The register of members of the Company |
| "**Relevant Period**" | : | Has the meaning ascribed to it in paragraph 3.1 of this Appendix |
| "**Request Form**" | : | The request form to request for a printed copy of the Annual Report for FY2026, including this Appendix |
| "**Securities Account**" | : | The securities account maintained by a Depositor with CDP (but does not include a securities sub-account) |
| "**SFA**" | : | The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time |
| "**SGX-ST**" | : | Singapore Exchange Securities Trading Limited |

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| "**Share(s)**" | : | Ordinary share(s) in the share capital of the Company |
| "**Shareholders**" | : | The registered holders of the Shares in the register of members of the Company, except where the registered holder is CDP, the term "Shareholders" shall, in relation to such Shares and where the context so admits, mean the Depositors whose Securities Accounts are credited with such Shares |
| "**Share Purchase Mandate**" | : | The proposed general mandate to authorise the Directors of the Company, to purchase or acquire, on behalf of the Company, Shares in accordance with the terms set out in this Appendix |
| "**SIC**" | : | Securities Industries Council of Singapore |
| "**Sponsor**" | : | SAC Capital Private Limited |
| "**Standard IPTs**" | : | Has the meaning set out in paragraph 6.1.1 of the Annex |
| "**Standard Price List**" | : | Has the meaning set out in paragraph 6.1.1 of the Annex |
| "**Standard Prices**" | : | Has the meaning set out in paragraph 6.1.1 of the Annex |
| "**Substantial Shareholder**" | : | A person (including a corporation) who holds, directly or indirectly, 5% or more of the total voting Shares in the Company |
| "**Transportation IPTs**" | : | Has the meaning set out in paragraph 4.1(b) of the Annex |

**Currencies, Units and Others**

| | | |
|---|---|---|
| "**S$ or cents**" | : | Singapore dollars and cents, respectively |
| "**%**" | : | Per centum or percentage |

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

The term "**subsidiaries**" shall have the meaning ascribed to it in Section 5 of the Companies Act.

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. References to persons shall, where applicable, include corporations.

Any reference in this Appendix to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any word or term defined under the Companies Act, the SFA, the Catalist Rules or any statutory or regulatory modification thereof and used in this Appendix shall, where applicable, has the meaning ascribed to it under the Companies Act, the SFA, the Catalist Rules or any statutory or regulatory modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day in this Appendix shall be a reference to Singapore time, unless otherwise stated. Any discrepancies in this Appendix between the amounts listed and the total thereof are due to rounding. Accordingly, figures shown as totals in this Appendix may not be an arithmetic aggregation of the figures which precede them.

The headings in this Appendix are inserted for convenience only and shall be ignored in construing this Appendix.

# RECLAIMS GLOBAL LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 201834755M)

**Directors:**

Mr Chan Chew Leh (*Executive Chairman*)
Mr Tan Kok Huat (*Executive Director and CEO*)
Ms Chan Bih Tzy (*Executive Director and COO*)
Mr Jong Voon Hoo (*Lead Independent Director*)
Mr Chang Chi Hsung (*Independent Director*)
Ms Lim Hui Chee (*Independent Director*)
Mr Tan Heok Ping Joshua (*Independent Director*)

**Registered Office:**

50 Tuas Avenue 11, #01-13
Singapore 639107

11 May 2026

To: The Shareholders of Reclaims Global Limited

Dear Sir / Madam

**(1) THE PROPOSED RENEWAL OF THE INTERESTED PERSON TRANSACTIONS MANDATE; AND**

**(2) THE PROPOSED ADOPTION OF THE SHARE PURCHASE MANDATE**

## 1. INTRODUCTION

### 1.1 Notice of AGM

We refer to the Notice of AGM dated 11 May 2026 convening the forthcoming AGM of the Company to be held on 26 May 2026 at 10 a.m., and in particular:

(a) Ordinary Resolution No. 9 in relation to the proposed renewal of the IPT Mandate, as proposed in the Notice of AGM; and

(b) Ordinary Resolution No. 10 in relation to the proposed adoption of the Share Purchase Mandate, as proposed in the Notice of AGM,

(together, the "**Proposals**").

### 1.2 Appendix

The purpose of this Appendix is to provide Shareholders with information relating to, and the reasons for, the Proposals, and to seek Shareholders' approval for the Proposals to be tabled at the forthcoming AGM.

### 1.3 SGX-ST

The SGX-ST takes no responsibility for the contents of this Appendix, including the accuracy, completeness or correctness of any of the information, statements or opinions made, or reports contained in this Appendix.

### 1.4 Legal Adviser

TSMP Law Corporation is the legal adviser to the Company in relation to the Proposals.

## 2. THE PROPOSED RENEWAL OF THE IPT MANDATE

### 2.1 Background

At the 2019 EGM, Shareholders had approved the Company's adoption of the IPT Mandate to enable the Entities at Risk to enter into Mandated Transactions with Mandated Interested Persons as described in the Company's circular to Shareholders dated 15 May 2019 (the "**2019 Circular**"), provided that such transactions are made in accordance with the guidelines and review procedures set out in the 2019 Circular.

The IPT Mandate is subject to annual renewal. The IPT Mandate was last renewed at the 2025 AGM and has been in force since the date of the 2025 AGM and shall continue in force until the 2026 AGM or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier. The renewal of the IPT Mandate shall be subject to satisfactory review by the Audit Committee of its continued relevance and application and sufficiency of the guidelines and review procedures under the IPT Mandate to ensure that the Mandated Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

Accordingly, the Directors propose that the IPT Mandate be renewed at the 2026 AGM to take effect until the next annual general meeting of the Company is held or required by law to be held, whichever is earlier. There are no changes to the terms of the IPT Mandate, the renewal of which is currently being proposed, that is, there are no changes to the Mandated Interested Persons, the Mandated Transactions, and the guidelines and review procedures for Mandated Transactions subject to the IPT Mandate.

### 2.2 Details of the IPT Mandate

Details of the IPT Mandate, including the rationale for, and the benefits to, the Company, the guidelines and review procedures for determining transaction prices with the Interested Persons and other general information relating to Chapter 9 of the Catalist Rules, are set out in the Annex to this Appendix.

### 2.3 Audit Committee Statement

Pursuant to Rule 920(1)(c) of the Catalist Rules, the Audit Committee confirms that:

(a) the methods or procedures for determining the transaction prices under the IPT Mandate have not changed since the last shareholder approval obtained at the 2025 AGM; and

(b) the methods or procedures referred to in sub-paragraph (a) above are sufficient to ensure that the transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders.

### 2.4 Validity Period of the IPT Mandate

If approved by the Shareholders at the 2026 AGM, the IPT Mandate will take effect from the date of passing of the Ordinary Resolution relating thereto, and will (unless revoked or varied by the Company in general meeting) continue in force until the next AGM of the Company is held or required by law to be held, whichever is earlier. Approval from Shareholders will be sought for the renewal of the IPT Mandate at the next AGM and at each subsequent AGM of the Company, subject to satisfactory review by the Audit Committee of its continued relevance and application and sufficiency of the guidelines and review procedures under the IPT Mandate to ensure that the Mandated Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

### 2.5 Disclosure in Annual Report

2.5.1 In accordance with the requirements of Chapter 9 of the Catalist Rules, disclosure will be made in the Annual Report of the aggregate value of all Mandated Transactions during the current financial year, and in the Annual Reports for subsequent financial years that the IPT Mandate continues in force. The Company will also announce the aggregate value of all Mandated Transactions for each financial period on which the Company is required to report on pursuant to the Catalist Rules within the time required for the announcement of such reports.

2.5.2 The name of the Interested Person, the nature of relationship and the corresponding aggregate value of Interested Person Transactions entered into with the same interested person will be presented in the following format (or in such other form as the Catalist Rules may require from time to time):

| Name of Interested Person | Nature of relationship | Aggregate value of all Interested Person Transactions during the financial year under review (excluding transactions less than S$100,000 and transactions conducted under the IPT Mandate pursuant to Rule 920 of the Catalist Rules) | Aggregate value of all Interested Person Transactions conducted under the IPT Mandate pursuant to Rule 920 of the Catalist Rules (excluding transactions less than S$100,000) |
|---|---|---|---|
| | | | |

## 3. THE PROPOSED ADOPTION OF THE SHARE PURCHASE MANDATE

### 3.1 Background

The Companies Act allows a Singapore incorporated company to purchase or otherwise acquire its own shares if such purchase or acquisition is permitted under its constitution. Any such purchase or acquisition by the company of its own shares must be made in accordance with, and in the manner prescribed by, the Constitution, the Companies Act, the Catalist Rules and such other laws and regulations as may, for the time being, be applicable. It is also a requirement under the Companies Act and the Catalist Rules that a company which wishes to purchase or otherwise acquire its own shares must obtain the prior approval of its shareholders in a general meeting. Accordingly, approval is being sought from the Shareholders at the 2026 AGM for, *inter alia*, the adoption of the Share Purchase Mandate and to authorise Directors to purchase or otherwise acquire Shares on the terms of the Share Purchase Mandate as proposed in Ordinary Resolution No. 10.

If approved by the Shareholders at the 2026 AGM, the authority conferred by the Share Purchase Mandate will take effect from the date of the 2026 AGM and continue in force until the date on which the next annual general meeting is held or required by law to be held, unless prior thereto, purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate have been carried out to the full extent mandated, or the authority conferred by the Share Purchase Mandate is revoked or varied by Shareholders in a general meeting (the "**Relevant Period**"). The proposed renewal of the Share Purchase Mandate may be tabled at each subsequent annual general meeting of the Company for Shareholders' approval.

**3.2 Rationale for the Share Purchase Mandate**

While it is not possible to anticipate in advance any specific circumstances in which the Directors might think it appropriate to purchase or acquire Shares, the Directors believe that the adoption of the Share Purchase Mandate would give the Company the flexibility to undertake purchases or acquisitions of Shares at any time, subject to market conditions, during the period when the Share Purchase Mandate is in force. The purchases or acquisitions may, depending on market conditions at the relevant time, lead to an enhancement of the net asset value and/or earnings per Share and would allow the Company to optimally allocate its resources and maximise share value.

In addition, purchases or acquisitions pursuant to the Share Purchase Mandate would continue to provide the Company with a mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements, in an expedient and cost-efficient manner. It also allows the Directors greater flexibility to exercise control over the Company's share capital structure, dividend policy and cash reserves with a view to enhancing the earnings per Share and/or net asset value per Share. Shares purchased by the Company and held in treasury may also be transferred for the purposes of or pursuant to employees' share schemes implemented by the Company. The use of treasury shares in lieu of issuing new Shares would also mitigate the dilution impact on existing Shareholders.

**The purchase or acquisition of Shares will only be undertaken if the Directors believe that it can benefit the Company and Shareholders. While the Share Purchase Mandate would authorise a purchase or acquisition of Shares up to the said 10% limit during the Relevant Period, Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Purchase Mandate may not be carried out to the full 10% limit as authorised and the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate 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 float, liquidity, orderly trading of the Shares, affect the listing status of the Company on Catalist and financial position of the Company and the Group.**

**3.3 Authority and Limits on the Share Purchase Mandate**

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the Share Purchase Mandate, if approved at the 2026 AGM, are summarised below:

3.3.1 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 purchased or acquired by the Company 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 forthcoming AGM at which the proposed adoption of the Share Purchase Mandate is approved (the "**Approval Date**") unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period in which event the total number of Shares of the Company shall be taken to be the total number of Shares of the Company as altered. Any Shares which are held as treasury shares and subsidiary holdings will be disregarded for purposes of computing the 10% limit.

As at the Latest Practicable Date, the Company has no treasury shares and no subsidiary holdings.

**For illustrative purposes only**, based on the existing issued and paid-up share capital of the Company as at the Latest Practicable Date comprising 302,000,000 Shares, and assuming that:

(a) no further Shares are issued;

(b) no further Shares are purchased or acquired by the Company;

(c) no Shares purchased or acquired and held as treasury shares;

(d) no Shares are held as subsidiary holdings; and

(e) the Company does not reduce its share capital,

on or prior to the forthcoming AGM, not more than 30,200,000 Shares (representing 10% of the issued Shares as at that date) may be purchased or acquired by the Company pursuant to the Share Purchase Mandate.

3.3.2 Duration of authority

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the Approval Date, up to:

(i) the date on which the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier;

(ii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by Shareholders in a general meeting; or

(iii) the date on which the purchases or acquisition of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated, whichever is the earliest.

The authority conferred on the Directors by the Share Purchase Mandate to purchase or acquire Shares may be renewed at the next annual general meeting or at an extraordinary general meeting of the Company to be convened immediately after the conclusion or adjournment of the next annual general meeting.

3.3.3 Manner of purchases or acquisitions of Shares

Purchases or acquisitions of Shares may be made by way of:

(a) an on-market purchase ("**On-Market Purchase**") transacted through the SGX-ST, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or

(b) an off-market purchase ("**Off-Market Purchase**") effected pursuant to an equal access scheme (as defined in Section 76C of the Companies Act) as may be determined or formulated by the Directors as they consider fit, which scheme shall satisfy all the conditions prescribed by the Companies Act and the Catalist Rules.

The Directors may impose such terms and conditions which are not inconsistent with the Share Purchase Mandate, the Catalist Rules, the Companies Act and the Constitution, as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme(s).

Under the Companies Act, an equal access scheme must, however, satisfy all the following conditions:

(i) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;

(ii) all of those persons shall be given a reasonable opportunity to accept the offers made; and

(iii) the terms of all the offers shall be the same, except that there shall be disregarded:

(A) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;

(B) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid; and

(C) differences in the offers introduced solely to ensure that each member is left with a whole number of Shares.

In addition, the Catalist Rules provides that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders which must contain at least the following information:

(i) the terms and conditions of the offer;

(ii) the period and procedures for acceptances;

(iii) the reasons for the proposed share purchase;

(iv) the consequences, if any, purchases or acquisitions of Shares by the Company that will arise under the Code or other applicable take-over rules;

(v) whether the purchases or acquisitions of Shares, if made, would have any effect on the listing of the Shares on Catalist;

(vi) details of any share purchases made by the Company in the previous twelve (12) months (whether On-Market Purchases or Off-Market Purchases in accordance with an equal access scheme), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and

(vii) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

For the avoidance of doubt, the Company will not purchase or acquire any Shares pursuant to the Share Purchase Mandate from any Interested Person at the time of such purchase.

3.3.4 Maximum purchase price

The purchase price (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) to be paid for a Share will be determined by the Directors.

However, the purchase price to be paid for a Share in the event of a purchase or acquisition pursuant to the Share Purchase Mandate must not exceed:

(a) in the case of an On-Market Purchase, 105% of the Average Closing Price; and

(b) in the case of an Off-Market Purchase, 120% of the Average Closing Price,

in each case, excluding brokerage, stamp duty, commission, applicable goods and services tax and other related expenses of the purchase or acquisition of Shares (the "**Maximum Price**").

For the above purposes:

"**Average Closing Price**" means the average of the closing market prices of the Shares over the last five (5) Market Days on which transactions in the Shares were recorded, immediately preceding the day on which the On-Market Purchase was made 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, in accordance with the Catalist Rules, for any corporate action that occurs during the relevant five (5) Market Days and the day of the On-Market Purchase, or as the case may be, the date of making of the offer for the Off-Market Purchase; and

"**date of the making of the offer**" means the date on which the Company announces its intention to make an offer for an Off-Market Purchase, 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.

**3.4 Status of purchased or acquired shares**

Under the Companies Act, Shares purchased or acquired by the Company shall be deemed cancelled immediately upon such purchase or acquisition (and all rights and privileges attached to the Shares will expire on such cancellation) unless such Shares are held by the Company as treasury shares. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company, which are cancelled and are not held as treasury shares.

Any Shares purchased or acquired by the Company (other than treasury shares held by the Company to the extent permitted by the Companies Act) and cancelled will be automatically de-listed by the SGX-ST and (where applicable) all certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of any such purchase or acquisition.

At the time of each Share purchase or acquisition, 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, taking into consideration the then prevailing circumstances and requirements of the Company at the relevant time.

**3.5 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:

3.5.1 Maximum holdings

Under the Companies Act, the numbers of shares of a company held as treasury shares cannot at any time exceed 10% of the total number of its issued shares.

In the event that the Company holds more than 10% of the total number of its issued Shares as treasury shares, the Company shall dispose of or cancel the excess treasury shares in the manner set out under paragraph 3.5.3 below within six (6) months beginning with the day on which that contravention occurs, or such further period as the Registrar of Companies may allow.

3.5.2 Voting and other rights

The Company cannot exercise any right in respect of treasury shares. 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 distributions 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, in circumstances where Section 76H of the Companies Act is applied. Furthermore, a subdivision or consolidation of any treasury share into treasury shares of a greater or smaller number (as the case may be) is allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

3.5.3 Disposal and cancellation

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

(a) sell the treasury shares for cash;

(b) transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for employees, directors or other persons;

(c) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;

(d) cancel the treasury shares; or

(e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister of Finance.

**3.6 Source of funds**

In purchasing or acquiring Shares under the Share Purchase Mandate, the Company may only apply funds legally available for such purchase in accordance with its Constitution and the applicable laws in Singapore. The Company may not purchase or acquire Shares for a consideration other than cash or, in the case of an On-Market Purchase, for settlement otherwise than in accordance with the Catalist Rules.

The purchase or acquisition of Shares by the Company may be made out of the Company's profits or capital so long as the Company is solvent as defined in Section 76F(4) of the Companies Act. For this purpose, pursuant to the Companies Act, a company is solvent if at the date of payment in consideration of a Share purchase or acquisition:

(a) there is no ground on which the company could be found to be unable to pay its debts;

(b) if:

(i) it is intended to commence winding up of the company within the period of twelve (12) months immediately after the date of the payment, the company will be able to pay its debts in full within the period of twelve (12) months after the date of commencement of the winding up; or

(ii) it is not intended so to commence winding up, the company will be able to pay its debts as they fall due during the period of twelve (12) months immediately after the date of the payment; and

(c) the value of the company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the proposed purchase, acquisition, variation or release (as the case may be), become less than the value of its liabilities (including contingent liabilities).

In determining that the Company is solvent, the Directors must have regard to the most recently audited financial statements or unaudited financial results, other relevant circumstances, and may rely on the valuations or estimates of assets or liabilities. In determining the value of contingent liabilities, the Directors may take into account the likelihood of the contingency occurring, as well as any counter-claims by the Company.

The Company may use internal or external sources of funds, or a combination of both, to finance the purchase or acquisition of Shares pursuant to the Share Purchase Mandate. In considering the option of external borrowing as a source of funds, the Directors will consider particularly the prevailing gearing level of the Company and the costs of such financing.

The Directors do not propose to exercise the Share Purchase Mandate in a manner and to such extent that the financial position, liquidity and capital adequacy position of the Group would be materially adversely affected.

**3.7 Financial effects of Share Purchase Mandate**

The financial effects on the Company and the Group arising from Share purchases or acquisitions made pursuant to the Share Purchase Mandate will depend on, *inter alia*, the number of Shares purchased or acquired and the price paid for such Shares, the amount (if any) borrowed and whether the Shares are held in treasury or cancelled.

**For illustrative purposes only**, the financial effects on the Company and the Group arising from Share purchases or acquisitions pursuant to the Share Purchase Mandate, based on the financial statements of the Company and for the Group for FY2026, are prepared assuming the following:

(a) the Shares purchased or acquired comprised 30,200,000 Shares representing the maximum 10% allowed under the Share Purchase Mandate of the 302,000,000 issued Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date;

(b) in the case of an On-Market Purchase, the Maximum Price was S$0.220 being (the price equivalent to 105% of the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were trading on the SGX-ST immediately preceding the Latest Practicable Date), and accordingly, the maximum amount of funds required for effecting such On-Market Purchase of 30,200,000 Shares (excluding ancillary expenses such as related brokerage, commissions, goods and services tax, stamp duties and clearance fees) would amount to approximately S$6,644,000;

(c) in the case of an Off-Market Purchase, the Maximum Price was S$0.252 being (the price equivalent to 120% of the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were trading on the SGX-ST immediately preceding the Latest Practicable Date), and accordingly, the maximum amount of funds required for effecting such Off-Market Purchase of 30,200,000 Shares (excluding ancillary expenses such as related brokerage, commissions, goods and services tax, stamp duties and clearance fees) would amount to approximately S$7,610,000;

(d) the consideration for the purchase or acquisition of Shares is financed entirely by internal resources of the Company;

(e) there was no issuance of new Shares after the Latest Practicable Date;

(f) the Share Purchase Mandate had been effective and the purchase or acquisition of Shares took place at the beginning of FY2026 on 1 February 2025;

(g) the transaction costs incurred for the purchase or acquisition of Shares pursuant to the Share Purchase Mandate are assumed to be insignificant and have been disregarded for the purpose of computing the financial effects; and

(h) the retrospective impact of the bonus issue completed after FY2026 on the weighted average number of shares has been disregarded.

3.7.1 Purchases made entirely out of capital and held as treasury shares

| | The Group | | | |
|---|---|---|---|---|
| | Market Purchase | | Off-Market Purchase | |
| As at 31 January 2026 | Before the Share purchase | After the Share purchase | Before the Share purchase | After the Share purchase |
| Share capital (S$'000) | 26,883 | 26,883 | 26,883 | 26,883 |
| Retained Earnings (S$'000) | 20,302 | 20,302 | 20,302 | 20,302 |
| Treasury Shares ('000) | – | (6,644) | – | (7,610) |
| Total equity (S$'000) | 47,185 | 40,541 | 47,185 | 39,575 |
| NTA (S$'000) | 47,185 | 40,541 | 47,185 | 39,575 |
| Current assets (S$'000) | 48,691 | 42,047 | 48,691 | 41,081 |
| Current liabilities (S$'000) | 8,946 | 8,946 | 8,946 | 8,946 |
| Working capital (S$'000) | 39,745 | 33,101 | 39,745 | 32,135 |
| Total Borrowing (S$'000) | – | – | – | – |
| Cash and cash equivalents (S$'000) | 27,934 | 21,290 | 27,934 | 20,324 |
| Number of issued Shares (excluding treasury shares) as at Latest Practiable Date | 302,000,000 | 271,800,000 | 302,000,000 | 271,800,000 |
| **FY2026** | | | | |
| Profit for the year (S$'000) | 6,849 | 6,849 | 6,849 | 6,849 |
| Weighted average number of Shares | 136,260,274 | 106,060,274 | 136,260,274 | 106,060,274 |
| **Financial Ratios** | | | | |
| NTA per Share[(1)] (cents) | 15.62 | 14.92 | 15.62 | 14.56 |
| Basic EPS[(2)] (cents) | 5.03 | 6.46 | 5.03 | 6.46 |
| Current Ratio[(3)] (times) | 5.44 | 4.70 | 5.44 | 4.59 |
| Gearing Ratio[(4)] (times) | – | – | – | – |

(1) NTA per Share has been computed based on NTA divided by the number of Shares in issue (excluding treasury shares) as at Latest Practicable Date.

(2) Basic EPS has been computed based on FY2026 net profits divided by the weighted average number of Shares (excluding treasury shares) as at 31 January 2026.

(3) Current ratio represents the ratio of current assets to current liabilities.

(4) Gearing ratio represents the ratio of total borrowings to total equity.

| | The Company | | | |
|---|---|---|---|---|
| | Market Purchase | | Off-Market Purchase | |
| As at 31 January 2026 | Before the Share purchase | After the Share purchase | Before the Share purchase | After the Share purchase |
| Share capital (S$'000) | 26,883 | 26,883 | 26,883 | 26,883 |
| Retained Earnings (S$'000) | 5,236 | 5,236 | 5,236 | 5,236 |
| Treasury Shares ('000) | – | (6,644) | – | (7,610) |
| Total equity (S$'000) | 32,119 | 25,475 | 32,119 | 24,509 |
| NTA (S$'000) | 32,119 | 25,475 | 32,119 | 24,509 |
| Current assets (S$'000) | 19,621 | 12,977 | 19,621 | 12,011 |
| Current liabilities (S$'000) | 2,829 | 2,829 | 2,829 | 2,829 |
| Working capital (S$'000) | 16,792 | 10,148 | 16,792 | 9,182 |
| Total Borrowing (S$'000) | – | – | – | – |
| Cash and cash equivalents (S$'000)[5] | 6,867 | 223 | 6,867 | (743) |
| Number of issued Shares (excluding treasury shares) as at Latest Practicable Date | 302,000,000 | 271,800,000 | 302,000,000 | 271,800,000 |
| **FY2026** | | | | |
| Profit for the year (S$'000) | 5,374 | 5,374 | 5,374 | 5,374 |
| Weighted average number of Shares | 136,260,274 | 106,060,274 | 136,260,274 | 106,060,274 |
| **Financial Ratios** | | | | |
| NTA per Share[1] (cents) | 10.64 | 9.37 | 10.64 | 9.02 |
| Basic EPS[2] (cents) | 3.94 | 5.07 | 3.94 | 5.07 |
| Current Ratio[3] (times) | 6.94 | 4.59 | 6.94 | 4.25 |
| Gearing Ratio[4] (times) | – | – | – | – |

(1) NTA per Share has been computed based on NTA divided by the number of Shares in issue (excluding treasury shares) as at Latest Practicable Date.

(2) Basic EPS has been computed based on FY2026 net profits divided by the weighted average number of Shares (excluding treasury shares) as at 31 January 2026.

(3) Current ratio represents the ratio of current assets to current liabilities.

(4) Gearing ratio represents the ratio of total borrowings to total equity.

(5) As majority of the cash balance are sitting in the 100% owned subsidiary, Reclaims Enterprise Pte Ltd, the equivalent cash amount needed for the share purchase will be funded via a dividend distribution from Reclaims Enterprise Pte Ltd to the Company.

3.7.2 Purchases made entirely out of capital and such Shares are cancelled

| | The Group | | | |
|---|---|---|---|---|
| | Market Purchase | | Off-Market Purchase | |
| As at 31 January 2026 | Before the Share purchase | After the Share purchase | Before the Share purchase | After the Share purchase |
| Share capital (S$'000) | 26,883 | 20,239 | 26,883 | 19,273 |
| Retained Earnings (S$'000) | 20,302 | 20,302 | 20,302 | 20,302 |
| Treasury Shares ('000) | – | – | – | – |
| Total equity (S$'000) | 47,185 | 40,541 | 47,185 | 39,575 |
| NTA (S$'000) | 47,185 | 40,541 | 47,185 | 39,575 |
| Current assets (S$'000) | 48,691 | 42,047 | 48,691 | 41,081 |
| Current liabilities (S$'000) | 8,946 | 8,946 | 8,946 | 8,946 |
| Working capital (S$'000) | 39,745 | 33,101 | 39,745 | 32,135 |
| Total Borrowing (S$'000) | – | – | – | – |
| Cash and cash equivalents (S$'000) | 27,934 | 21,290 | 27,934 | 20,324 |
| Number of issued Shares (excluding treasury shares) as at Latest Practicable Date | 302,000,000 | 271,800,000 | 302,000,000 | 271,800,000 |
| **FY2026** | | | | |
| Profit for the year (S$'000) | 6,849 | 6,849 | 6,849 | 6,849 |
| Weighted average number of Shares | 136,260,274 | 106,060,274 | 136,260,274 | 106,060,274 |
| **Financial Ratios** | | | | |
| NTA per Share[(1)] (cents) | 15.62 | 14.92 | 15.62 | 14.56 |
| Basic EPS[(2)] (cents) | 5.03 | 6.46 | 5.03 | 6.46 |
| Current Ratio[(3)] (times) | 5.44 | 4.70 | 5.44 | 4.59 |
| Gearing Ratio[(4)] (times) | – | – | – | – |

(1) NTA per Share has been computed based on NTA divided by the number of Shares in issue (excluding treasury shares) as at Latest Practicable Date.

(2) Basic EPS has been computed based on FY2026 net profits divided by the weighted average number of Shares (excluding treasury shares) in issue as at 31 January 2026.

(3) Current ratio represents the ratio of current assets to current liabilities.

(4) Gearing ratio represents the ratio of total borrowings to total equity.

| | The Company | | | |
|---|---|---|---|---|
| | Market Purchase | | Off-Market Purchase | |
| As at 31 January 2026 | Before the Share purchase | After the Share purchase | Before the Share purchase | After the Share purchase |
| Share capital (S$'000) | 26,883 | 20,239 | 26,883 | 19,273 |
| Retained Earnings (S$'000) | 5,236 | 5,236 | 5,236 | 5,236 |
| Treasury Shares ('000) | – | – | – | – |
| Total equity (S$'000) | 32,119 | 25,475 | 32,119 | 24,509 |
| NTA (S$'000) | 32,119 | 25,475 | 32,119 | 24,509 |
| Current assets (S$'000) | 19,621 | 12,977 | 19,621 | 12,011 |
| Current liabilities (S$'000) | 2,829 | 2,829 | 2,829 | 2,829 |
| Working capital (S$'000) | 16,792 | 10,148 | 16,792 | 9,182 |
| Total Borrowing (S$'000) | – | – | – | – |
| Cash and cash equivalents (S$'000)[5] | 6,867 | 223 | 6,867 | (743) |
| Number of issued Shares (excluding treasury shares) as at Latest Practicable Date | 302,000,000 | 271,800,000 | 302,000,000 | 271,800,000 |
| **FY2026** | | | | |
| Profit for the year (S$'000) | 5,374 | 5,374 | 5,374 | 5,374 |
| Weighted average number of Shares | 136,260,274 | 106,060,274 | 136,260,274 | 106,060,274 |
| **Financial Ratios** | | | | |
| NTA per Share[1] (cents) | 10.64 | 9.37 | 10.64 | 9.02 |
| Basic EPS[2] (cents) | 3.94 | 5.07 | 3.94 | 5.07 |
| Current Ratio[3] (times) | 6.94 | 4.59 | 6.94 | 4.25 |
| Gearing Ratio[4] (times) | – | – | – | – |

(1) NTA per Share has been computed based on NTA divided by the number of Shares in issue (excluding treasury shares) as at Latest Practicable Date.

(2) Basic EPS has been computed based on FY2026 net profits divided by the weighted average number of Shares (excluding treasury shares) in issue as at 31 January 2026.

(3) Current ratio represents the ratio of current assets to current liabilities.

(4) Gearing ratio represents the ratio of total borrowings to total equity.

(5) As majority of the cash balance are sitting in the 100% owned subsidiary, Reclaims Enterprise Pte Ltd, the equivalent cash amount needed for the share purchase will be funded via a dividend distribution from Reclaims Enterprise Pte Ltd to the Company.

**Shareholders should note that the financial effects set out above are purely for illustrative purposes only and are based on the assumptions set out above. Although the proposed Share Purchase Mandate would authorise the Company to purchase or acquire up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), the Company may not necessarily purchase or acquire, or be able to purchase or acquire, 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 Shares purchased or acquired or hold all or part of the Shares purchased or acquired in treasury. It is also important to note that the above analysis is based on historical numbers and is not necessarily representative of future financial performance.**

Share purchases or acquisitions will only be effected after assessing the relative impact of a such purchase or acquisition taking into consideration both financial factors (such as cash surplus, debt position and working capital requirements) and non-financial factors (such as share market conditions and the performance of the Shares).

**3.8 Reporting Requirements**

Within 30 days of the passing of a Shareholders' resolution to approve any purchase or acquisition of Shares by the Company, the Company shall lodge a copy of such resolution with ACRA. The Company shall notify ACRA within 30 days of a purchase or acquisition of Shares on the Catalist or otherwise. Such notification shall include details of the purchase, including the date of the purchase or acquisition, the total number of Shares purchased or otherwise acquired by the Company, the number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued ordinary share capital before the purchase or acquisition of Shares and after the purchase or acquisition of Shares, 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 particulars as may be required by ACRA.

Within thirty (30) days of the cancellation or disposal of treasury shares in accordance with the provisions of the Companies Act, the Directors shall lodge with ACRA the notice of cancellation or disposal of treasury shares in the prescribed form.

In addition, under Rule 704(31) of 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:

(a) the date of the sale, transfer, cancellation and/or use of such treasury shares;

(b) the purpose of such sale, transfer, cancellation and/or use of such treasury shares;

(c) the number of treasury shares which have been sold, transferred, cancelled and/or used;

(d) the number of treasury shares before and after such sale, transfer, cancellation and/or use;

(e) 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

(f) the value of the treasury shares if they are used for a sale or transfer, or cancelled.

Further to these reporting obligations, the Catalist Rules also specify that a listed company shall notify the SGX-ST of all purchases or acquisitions of its Shares not later than 9:00 a.m.:

(i) in the case of an On-Market Purchase, on the Market Day following the day on which the On-Market Purchase was made; and

(ii) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer.

Such announcement (which must be in the form of Appendix 8D to the Catalist Rules) must include, *inter alia*, details of the date of the purchase, the total number of shares purchased, the number of shares cancelled, the number of shares held as treasury shares, the price paid per share or the highest and lowest prices paid for such shares, as applicable, the total consideration (including stamp duties and clearing charges) paid or payable for the shares, the number of shares purchased as at the date of announcement (on a cumulative basis), the number of issued shares excluding treasury shares and the number of treasury shares held after the purchase.

**3.9 Tax implications**

Shareholders who are in doubt as to their respective tax positions or the tax implications of a purchase or acquisition of Shares by the Company or who may be subject to tax, whether in or outside Singapore, should consult their own professional advisers.

**3.10 Other applicable Catalist Rules**

3.10.1 Restrictions on Share purchases

While the Catalist Rules do not expressly prohibit any purchase of shares by a listed company during any particular time or times, because the listed company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Purchase Mandate in any of the following circumstances:

(a) at any time after any matter or development of a price-sensitive nature has occurred or has been the subject of a decision of the board of directors until the price sensitive information has been publicly announced; and

(b) during the period commencing one month immediately preceding the announcement of the Company's half-year and full-year financial results until after the release of the announcement.

3.10.2 Free Float

The Company is required under Rule 723 of the Catalist Rules to ensure that at least 10% of the total number of issued Shares (excluding preference shares, convertible equity securities, subsidiary holdings and treasury shares) are in the hands of Public Shareholders.

The Company does not have any individual shareholding limit or foreign shareholding limit. As at the Latest Practicable Date, to the best of the Company's knowledge and based on the information provided to the Company as at the Latest Practicable Date, approximately 116,940,200 Shares, representing approximately 38.72% of the total number of issued Shares (excluding treasury shares), are in the hands of Public Shareholders. Assuming that (i) the Company purchases its Shares up to the full 10% limit pursuant to the Share Purchase Mandate from the public (as defined in the Catalist Rules); and (ii) all Shares purchased by the Company are held as treasury shares, the number of Shares in the hands of the public would be reduced to 86,740,200 Shares, representing approximately 28.72% of the total number of issued Shares (excluding treasury shares). Accordingly, the Company is of the view that there is sufficient number of Shares in issue held by Public Shareholders which would permit the Company to undertake purchases or acquisitions of its Shares up to the full 10% limit, and that the number of Shares remaining in the hands of the public will not fall to such level as to cause market illiquidity.

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

**3.11 Take-over implications under the Code**

Appendix 2 of the Code contains the Share Buyback 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:

3.11.1 Obligation to make a Take-over Offer

Under Rule 14 of the Code, a person will incur an obligation to make a mandatory take-over offer if:

(a) he acquires 30% or more of the voting rights of the company; or

(b) he holds between 30% and 50% of the voting rights of the company and he increases his voting rights in the company by more than 1% in any period of six (6) months.

If, as a result of any purchase or acquisition by the Company of the Shares, the proportionate interest in the voting capital of 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 Code. Consequently, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate effective control of the Company and become obliged to make an offer under Rule 14 of the Code.

3.11.2 Persons Acting in Concert

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

Unless the contrary is established, the following persons, inter alia, will be presumed to be acting in concert with each other:

(i) a company with its parent company, subsidiaries and its fellow subsidiaries, any associated company 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 companies for the purchase of voting rights. For this purpose, a company is an associated company of another company if the second-mentioned company owns or controls at least 20% but not more than 50% of the voting rights of the first- mentioned company;

(ii) a company with any of its directors (together with their close relatives, related trusts and any company 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, and all the funds which the adviser manages on a discretionary basis, where the shareholding of the adviser and any of those funds in the client total 10% or more of the client's equity share capital;

(vi) directors of a company (together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts) which is subject to an offer 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 his instructions, companies controlled by any of the foregoing, 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.

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

Unless exempted, Directors of the Company and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 of the Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Directors and their concert parties increase to 30% or more, or if the voting rights of such Directors and their concert parties fall between 30% and 50% of the Company's voting rights, the voting rights of such Directors and their concert parties increase by more than 1% in any period of six (6) months. In calculating the percentages of voting rights of such Directors and their concert parties, treasury shares shall be excluded.

Under Appendix 2 of the Code, a Shareholder who is not acting in concert with Directors will not be required to make a takeover offer under Rule 14 of the Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company would increase to 30% or more, or if the voting rights of such Directors and their concert parties fall 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 Purchase Mandate.

3.11.3 Application of the Code

Based on the Register of Substantial Shareholders as at the Latest Practicable Date, each of the Substantial Shareholders, Mr Chan Chew Leh and Mr Tan Kok Huat, and their respective concert parties hold (directly or indirectly) an aggregate of not less than 30% but not more than 50% of the total number of issued Shares. Based on the 302,000,000 Shares in issue (excluding treasury shares), as at the Latest Practicable Date, and assuming that the Company purchases or acquires 30,200,000 Shares being the maximum 10% of the total number of issued Shares (excluding treasury shares) as at the Latest Practicable Date pursuant to the Share Purchase Mandate, each of Mr Chan Chew Leh and Mr Tan Kok Huat would incur a mandatory take-over obligation under Rule 14 of the Code by virtue of their respective shareholding increasing by more than 1% in any period of six (6) months, unless exempted by the Securities Industry Council of Singapore ("**SIC**").

Save as disclosed above, as at the Latest Practicable Date, none of the Directors will become obligated to make a mandatory take-over offer in the event the Company purchases the maximum 10% of its Shares pursuant to the Share Purchase Mandate. Further details of the interests of the Directors and Substantial Shareholders of the Company in Shares as at the Latest Practicable Date are set out in paragraph 5 of this Appendix.

3.11.4 Exemption under Appendix 2 of the Code and conditions for exemption from having to make a general offer under Rule 14 of the Code

Paragraph 3(a) of Appendix 2 of the Code sets out the conditions for exemption from the obligation to make a general offer under Rule 14 of the Code in the case of directors and persons acting in concert with them incurring such an obligation as a result of a listed company making a market acquisition under Section 76E of the Companies Act or an off-market acquisition on an equal access scheme under Section 76C of the Companies Act and the conditions include:

(a) the circular to Shareholders on the resolution to authorise the proposed adoption of the Share Purchase Mandate to contain advice to the effect that by voting for such resolution, Shareholders are waiving their right to a general offer at the required price from Directors and parties acting in concert with them who, as a result of the Company buying back its Shares, would increase their voting rights to 30% or more, or, if they together hold between 30% and 50% of the Company's voting rights, would increase their voting rights by more than 1% in any period of six (6) months; and the names of such Directors and persons acting in concert with them, their voting rights at the time of the resolution and after the proposed Share purchase to be disclosed in the same circular;

(b) the resolution to authorise the proposed adoption of the Share Purchase Mandate to be approved by a majority of those Shareholders present and voting at the meeting on a poll who could not become obliged to make an offer as a result of the proposed Share purchase;

(c) Directors and/or persons acting in concert with them to abstain from voting for and/or recommending Shareholders to vote in favour of the resolution to authorise the proposed adoption of the Share Purchase Mandate;

(d) within seven (7) days after the passing of the resolution to authorise the proposed adoption of the Share Purchase Mandate, each of the Directors to submit to the SIC a duly signed form as prescribed by the SIC;

(e) Directors and/or persons acting in concert with them not to have acquired and not to acquire any Shares between the date on which they know that the announcement of the proposed adoption of the Share Purchase Mandate is imminent and the earlier of:

(i) the date on which the authority of the proposed adoption of the Share Purchase Mandate expires; and

(ii) the date on which the Company announces it has bought back such number of Shares as authorised by Shareholders at the latest general meeting or it has decided to cease buying back its Shares, as the case may be,

if such acquisitions, taken together with the Share purchases, would cause their aggregate voting rights to increase to 30% or more; and

(f) Directors and/or persons acting in concert with them, together holding between 30% and 50% of the Company's voting rights, not to have acquired and not to acquire any Shares between the date on which they know that the announcement of the proposed adoption of the Share Purchase Mandate is imminent and the earlier of:

(i) the date on which the authority of the proposed adoption of the Share Purchase Mandate expires; and

(ii) the date on which the Company announces it has bought back such number of Shares as authorised by Shareholders at the latest general meeting or it has decided to cease buying back its Shares, as the case may be,

if such acquisitions, taken together with the Share purchases, would cause their aggregate voting rights to increase by more than 1% in the preceding six (6) months.

It follows that where the aggregate voting rights held by a director and persons acting in concert with him increase by more than 1% solely as a result of the Share purchase and none of them has acquired any shares during the relevant period defined above, then such director and/or persons acting in concert with him would be eligible for an exemption from the requirement to make a general offer under Rule 14, or where already exempted, would continue to be exempted.

**Shareholders should therefore note that by voting in favour of the resolution to approve the Share Purchase Mandate, they will be waiving their rights to a general offer at the required price by each of Mr Chan Chew Leh and Mr Tan Kok Huat, who, as a result of the purchase of Shares by the Company pursuant to the Share Purchase Mandate, would increase their respective voting rights in the Company by more than 1% in any period of six (6) months. Such a takeover offer, if required to be made and had not been exempted by SIC or such exemption granted is subsequently invalidated, would have to be made in cash or be accompanied by a cash alternative at the higher of (a) the highest price paid by the directors and/or persons acting in concert with them for any Share in the preceding six (6) months or (b) the highest price paid by the Company for its own Shares in the preceding six (6) months.**

Appendix 2 of the Code requires that the resolution to authorise the adoption of the proposed Share Purchase Mandate be approved by a majority of those Shareholders present and voting at the meeting on a poll who could not become obliged to make an offer under Rule 14 of the Code as a result of the Share Purchase Mandate. Accordingly, Ordinary Resolution No. 10 relating to the proposed adoption of the Share Purchase Mandate set out in the Notice of AGM is proposed to be taken on a poll and each of Mr Chan Chew Leh and Mr Tan Kok Huat and their respective concert parties (if any) shall abstain from voting on that Ordinary Resolution.

Save as disclosed above, as at the Latest Practicable Date, the Directors are not aware of any facts or factors which suggest or imply that any particular person(s) and/or Shareholders, are, or may be regarded as, parties acting in concert such that their respective interests in voting shares in the capital of the Company should or ought to be consolidated, and consequences under the Code would ensue as a result of a purchase or Shares by the Company pursuant to the Share Purchase Mandate.

**The statements in this Appendix do not purport to be a comprehensive or exhaustive description of all implications that may arise under the Code. Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Code as a result of any purchase of Shares by the Company pursuant to the Share Purchase Mandate should consult the SIC and/or their professional advisers at the earliest opportunity before they acquire any Shares during the period when the Share Purchase Mandate is in force.**

### 3.12 Details of Shares bought by the Company in the previous twelve (12) months

There was no share purchase mandate in force in the last twelve (12) months prior to the Latest Practicable Date. The Company has not purchased or acquired any Shares in the last twelve (12) months preceding the Latest Practicable Date.

## 4. DIRECTORS' RECOMMENDATION

### 4.1 The proposed renewal of the IPT Mandate

The Non-Interested Directors, having considered, among other things, the terms of, rationale for and benefits of the IPT Mandate, the guidelines and review procedures of the Company for determining the transaction prices of the Mandated Transactions, the role of the Audit Committee in enforcing the IPT Mandate and the statement of the Audit Committee, are of the opinion that the review procedures set out in the IPT Mandate remain sufficient to ensure that the Mandated Transactions will be carried out on normal commercial terms and will not be prejudicial to the interest of the Company and its minority Shareholders. Furthermore, as the entry by the Group into the Mandated Transactions with the Mandated Interested Persons is in the ordinary course of business, the renewal of the IPT Mandate will enhance the efficiency of the Group and is in the interests of the Company. Accordingly, they recommend that Shareholders vote in favour of Ordinary Resolution No. 9 of the Notice of AGM, being the Ordinary Resolution relating to the proposed renewal of the IPT Mandate at the 2026 AGM.

As different Shareholders would have different investment objectives, the Non-Interested Directors recommend that any individual Shareholder who may require specific advice in relation to the proposed renewal of the IPT Mandate should consult his stockbroker, bank manager, solicitor, accountant or other professional advisers.

### 4.2 The proposed adoption of the Share Purchase Mandate

Each of Mr Chan Chew Leh and Mr Tan Kok Huat will abstain from making any recommendations to Shareholders in respect of Ordinary Resolution No. 10 of the Notice of AGM, being the Ordinary Resolution relating to the approval of the adoption of the Share Purchase Mandate pursuant to the conditions under Appendix 2 of the Code.

Having considered, amongst others, the terms and the rationale for, and the financial effects of the proposed adoption of the Share Purchase Mandate, the Directors (other than Mr Chan Chew Leh and Mr Tan Kok Huat) are of the opinion that the proposed adoption of the Share Purchase Mandate is in the interests of the Company and Shareholders, and accordingly recommends that Shareholders vote in favour of Ordinary Resolution No. 10 of the Notice of AGM, being the Ordinary Resolution relating to the proposed adoption of the Share Purchase Mandate.

## 5. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

**5.1** The interests of the Directors and Substantial Shareholders in the Shares, as at the Latest Practicable Date, are as follows:

| | Direct interest | | Deemed interest | | Total interest | |
|---|---|---|---|---|---|---|
| **Directors** | **No. of Shares** | **%(1)** | **No. of Shares** | **%(1)** | **No. of Shares** | **%(1)** |
| Mr Chan Chew Leh | 90,637,994 | 30.01 | – | – | 90,637,994 | 30.01 |
| Mr Tan Kok Huat | 90,632,006 | 30.01 | – | – | 90,632,006 | 30.01 |
| Ms Chan Bih Tzy | 2,079,800 | 0.69 | – | – | 2,079,800 | 0.69 |
| Mr Jong Voon Hoo | – | – | – | – | – | – |
| Mr Chang Chi Hsung | – | – | – | – | – | – |
| Mr Tan Heok Ping Joshua | – | – | – | – | – | – |
| Ms Lim Hui Chee | – | – | – | – | – | – |

**Note:**

(1) Based on the issued share capital of the Company of 302,000,000 Shares as at the Latest Practicable Date.

Other than the Interested Director, none of the Directors or Substantial Shareholders of the Company has any interest, direct or indirect (other than through their shareholding in the Company), in the Proposed IPT Mandate Renewal.

Other than through their respective shareholding interests in the Company, none of the Directors and to the best of the Directors' knowledge, none of the Substantial Shareholders has any direct or indirect interest in the proposed adoption of the Share Purchase Mandate.

## 6. ANNUAL GENERAL MEETING

The 2026 AGM will be held at Level 3, Training Room 3-3, 60 Cecil Street, ISCA House, Singapore 049709 on 26 May 2026 for the purpose of considering and, if thought fit, passing with or without modifications, *inter alia*, Ordinary Resolution No. 9 of the Notice of AGM relating to Ordinary Resolution approving the Proposed IPT Mandate Renewal, and Ordinary Resolution No. 10 of the Notice of AGM relating the Ordinary Resolution approving the proposed adoption of the Share Purchase Mandate.

## 7. ABSTENTION FROM VOTING

### 7.1 Proposed IPT Mandate Renewal

In accordance with Rule 920(1)(b)(viii) of the Catalist Rules, the Interested Director and his Associates shall abstain from voting in respect of each of their shareholdings on Ordinary Resolution No. 9 of the Notice of AGM, relating to the Ordinary Resolution approving the Proposed IPT Mandate Renewal as set out in the Notice of AGM. Furthermore, the Interested Director and his Associates shall decline appointment to act as proxies to vote at the 2026 AGM in respect of Ordinary Resolution No. 9 of the Notice of AGM, relating to the Ordinary Resolution approving the Proposed IPT Mandate Renewal as set out in the Notice of AGM for other Shareholders unless the Shareholders concerned have given specific voting instructions in his Proxy Form as to the manner in which his/her votes are to be cast at the 2026 AGM.

### 7.2 Proposed adoption of Share Purchase Mandate

Pursuant to the conditions under Appendix 2 of the Code, each of Mr Chan Chew Leh and Mr Tan Kok Huat and persons acting in concert with them (if any) will abstain from voting at the 2026 AGM in respect of Ordinary Resolution No. 10 relating to the proposed adoption of the Share Purchase Mandate. Each of Mr Chan Chew Leh and Mr Tan Kok Huat shall also decline to accept any appointment to act as proxies to vote at the 2026 AGM in respect of Ordinary Resolution No. 10 of the Notice of AGM, relating to the Ordinary Resolution approving the proposed adoption of the Share Purchase Mandate for other Shareholders unless the Shareholders concerned have given specific voting instructions in his Proxy Form as to the manner in which his/her votes are to be cast at the 2026 AGM.

## 8. ACTION TO BE TAKEN BY SHAREHOLDERS

**8.1** Shareholders should refer to the Notice of AGM, the accompanying Proxy Form and Request Form. Electronic copies of the aforementioned documents, the annual report of the Company for FY2026, and this Appendix will be made available to Shareholders via SGXNET and the Company's website at https://www.reclaims.sg.

**8.2** A Depositor shall not be regarded as a Shareholder entitled to attend and vote at the 2026 AGM unless he is shown to have Shares entered against his name in the Depository Register as at 72 hours before the time fixed for holding the 2026 AGM, as certified by CDP to the Company.

## 9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the Proposals, the Company and its subsidiaries, and the Directors are not aware of any facts or the omission of which would make any statement in this Appendix misleading. Where information in this Appendix 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 Appendix in its proper form and context.

## 10. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the registered office of the Company at 50 Tuas Avenue 11, #01-13, Singapore 639107 during normal business hours for three (3) months from the date of this Appendix:

(a) the Constitution;

(b) the Annual Report for FY2026; and

(c) this Appendix.

Yours faithfully

For and on behalf of the Board
**RECLAIMS GLOBAL LIMITED**

Tan Kok Huat
Executive Director and CEO

**1. Chapter 9 of the Catalist Rules**

1.1 Chapter 9 of the Catalist Rules governs transactions in which a listed company or any of its subsidiaries or associated companies (known as an "**Entity at Risk**") enters into or proposes to enter into with a party who is an interested person. The purpose is to guard against the risk that interested persons could influence the Entities at Risk to enter into transactions with it that may adversely affect the interests of the listed company or its shareholders.

1.2 An immediate announcement and/or shareholders' approval would be required in respect of transactions with interested persons if the value of the transaction is equal to or exceeds certain financial thresholds.

1.3 In particular, an immediate announcement is required where:

(a) the value of the proposed transaction is equal to or more than 3% of the latest audited NTA of the listed group; or

(b) the aggregate value of all transactions (including the subject transaction) entered into with the same interested person during the same financial year is equal to or more than 3% of the latest audited NTA of the listed group.

1.4 In addition to an immediate announcement, shareholders' approval is required where:

(a) the value of the proposed transaction is equal to or more than 5% of the latest audited NTA of the listed group; or

(b) the aggregate value of all transactions (including the subject transaction) entered into with the same interested person during the same financial year, is equal to or more than 5% of the latest audited NTA of the listed group. The aggregation will exclude any transaction that has been approved by shareholders previously, or is the subject of aggregation with another transaction that has been previously approved by shareholders.

1.5 The above requirements for immediate announcement and/or for shareholders' approval do not normally apply to any transaction below S$100,000 and certain transactions listed under Rules 915 and 916 of the Catalist Rules. However, the SGX-ST may, in certain situations, aggregate any transactions below S$100,000 entered into during the same financial year and treat them as if they were one transaction in accordance with Rule 902 of the Catalist Rules.

1.6 **For illustrative purposes only**, based on the latest audited consolidated financial statements of the Group for FY2026, the NTA of the Group was S$47,185,000. Accordingly, in relation to the Group, for the purposes of Chapter 9 of the Catalist Rules, in the current financial year, being FY2027, and until such time as the audited consolidated financial statements of the Group for the current financial year are published, Shareholders' approval is required where:

(a) the transaction is of a value equal to, or more than, approximately S$2,359,250, being 5% of the Group's latest audited NTA as at 31 January 2026; or

(b) the transaction, when aggregated with other transactions entered into with the same Interested Person during the same financial year, is of a value equal to, or more than, S$2,359,250. The aggregation will exclude any transaction that has been approved by Shareholders previously or is the subject of aggregation with another transaction that has been approved by Shareholders.

1.7 Chapter 9 of the Catalist Rules, however, permits a listed company to seek a general mandate from its shareholders for recurrent transactions of revenue or trading nature or those necessary for its day-to-day operations such as the purchase or sale of supplies and materials, which may be carried out with interested persons of the listed company. It should be noted that no such mandate can be sought for the purchase or sale of assets, undertakings or businesses. In addition, a general mandate is subject to annual renewal.

## 2. Background

2.1 The principal activities of the Group are (i) the reclaiming of natural and urban resources and recycling them for sale as economic resources to our customers; (ii) the provision of excavation services including earth moving, mass excavation, deep basement excavation, foundation and pile cap excavation; and (iii) the provision of material transportation and disposal services using our fleet of tipper trucks.

2.2 It is anticipated that the Group will, in the ordinary course of business, enter into transactions including, but not limited to, Mandated Transactions with the Mandated Interested Persons (as described in paragraphs 3 and 4 of this Annex). It is likely that Mandated Transactions with the Mandated Interested Persons will be frequent and could arise at any time.

2.3 The IPT Mandate and any subsequent renewal on an annual basis will eliminate the need for the Company to convene general meetings from time to time to seek Shareholders' approval as and when potential Mandated Transactions with the Mandated Interested Persons arise, thereby reducing substantially the administrative time and expenses in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the Group.

## 3. Mandated Interested Persons

The IPT Mandate will apply to Mandated Transactions (as described in paragraph 4 of this Annex) which are carried out between any Entity at Risk and the following Mandated Interested Persons:

(a) **NDCPL**

NDCPL is a company incorporated in Singapore whose principal business is building and construction, involving mostly provision of excavation services to the extent permitted under the terms of the non-compete undertaking given by Mr Chan Chew Leh to the Group. Its sole director and shareholder is Mdm Tan Lay Khim, who is the wife of our Executive Chairman, Mr Chan Chew Leh. As such, NDCPL is an Associate of our Executive Chairman, Mr Chan Chew Leh and is also an Interested Person; and

(b) **NDC**

NDC is a sole proprietorship registered in Singapore whose principal business is building and construction, involving mostly provision of excavation services to the extent permitted under the terms of the non-compete undertaking given by Mr Chan Chew Leh to the Group. NDC is owned by NDCPL. As such, NDC is an Associate of Mr Chan Chew Leh and is also an Interested Person.

## 4. Scope of Transactions under the IPT Mandate

4.1 The types of Interested Person Transactions covered under the IPT Mandate relates to the following transactions that are carried out in the ordinary course of business between the Entities at Risk and the Mandated Interested Persons (the "**Mandated Transactions**"):

(a) the sale of recycled building materials and building materials to the Mandated Interested Persons (the "**Building Materials IPTs**");

(b) the provision of transportation and logistics services to the Mandated Interested Persons (the "**Transportation IPTs**");

(c) the leasing of plant and equipment to the Mandated Interested Persons (the "**Leasing IPTs**"); and

(d) the leasing of excavators from the Mandated Interested Persons (the "**Excavators IPTs**").

4.2 For the avoidance of doubt, there will be no sale or purchase of any assets, undertakings or businesses within the scope of the IPT Mandate. Transactions with Interested Persons (including the Mandated Interested Persons) which do not fall within the ambit of the IPT Mandate shall be subject to the relevant provisions of Chapter 9 of the Catalist Rules.

## 5. Rationale for and Benefits of the IPT Mandate

The Group envisages that in the ordinary course of its business, the Group will enter into Building Materials IPTs, Transportation IPTs, Leasing IPTs and Excavators IPTs with the Mandated Interested Persons from time to time. In view of the time-sensitive and recurrent nature of these commercial transactions, and the need for smooth and efficient conduct of business, it would be advantageous for the Group to obtain the IPT Mandate for the Group as it will eliminate, among others, the need for the Company to convene separate general meetings on each occasion to seek Shareholders' approval as and when Mandated Transactions arise, provided that such transactions are on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders. This will substantially reduce the time and expenses associated with convening general meetings, improve administrative efficacy, and allow resources and time to be focused towards other corporate and business opportunities.

## 6. Guidelines and Review Procedures under the IPT Mandate

To ensure that all Mandated Transactions are conducted on an arm's length basis and on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders, the Group will adopt the specific guidelines and procedures as set out below.

### 6.1 Review procedures

Prior to entering into any Mandated Transaction, the Company will implement the following review procedures:

6.1.1 *Building Materials IPTs, Transportation IPTs and Leasing IPTs*

(a) The Building Materials IPTs, Transportation IPTs and Leasing IPTs (the "**Standard IPTs**") may occur on a day-to-day basis. The prices/rates for the Standard IPTs shall be determined with reference to a price list maintained by the Financial Controller (the "**Standard Price List**"). The Standard Price List consists of at least two (2) recent comparable quotations extended to unrelated third party(ies), for each category of Standard IPTs (the "**Standard Prices**"). Prices/rates extended by the Group to the Mandated Interested Persons for the Standard IPTs shall be at the prevailing market rates, and on terms no more favourable to the Mandated Interested Persons than the Standard Prices, taking into account other relevant factors such as:

- quantity of purchase;
- quality or specifications of products;
- delivery costs;
- storage costs;
- potential gross profit margins;
- payment and credit terms;
- track record;
- historical sales price charged by the Group for such products or services; and
- preferential rates and discounts accorded to long-term customers, customers with exclusive business relationships with the Group, or for bulk purchases by the customers.

(b) In the event that it is not practicable or appropriate to compare against the terms of other transactions or quotations made to unrelated third parties or to obtain the price and terms of at least two (2) other recent comparative transactions (as stipulated above) or in situations where the products or services may be purchased only by an Interested Person, an executive Director (who has no interest, direct or indirect, in the transaction) shall (i) review the pricing and terms of the Standard IPTs for consistency with the Group's normal business practices and determine if they are on normal commercial terms; and (ii) evaluate and weigh the benefits of and rationale for transacting with the Mandated Interested Persons, taking into account all pertinent factors, including but not limited to:

- quantity of purchase;
- quality or specifications of products;
- delivery costs;
- storage costs;
- potential gross profit margins;
- payment and credit terms;
- track record;
- historical sales price charged by the Group for such products or services; and
- preferential rates and discounts accorded to long-term customers, customers with exclusive business relationships with the Group, or for bulk purchases by the customers.

6.1.2 *Excavators IPTs*

From time to time, the Group may enter into Excavators IPTs for its excavation and earthworks operations. The Mandated Interested Person will provide the Financial Controller with an excavator leasing price list (the "**Excavator Leasing List**") that will be updated at the start of every financial year (or at any subsequent point deemed necessary due to price fluctuations) and be valid for the period, covering the different classes of excavators, duration of rental, charges for diesel (if applicable), and the inclusion of excavator operators. The Financial Controller shall, upon receiving the updated Excavator Leasing List, compare the Excavator Leasing List with at least two (2) recent comparable quotations extended by third party(ies) for the leasing of excavators. In order to ensure that the transactions are carried out on normal commercial terms and will not be prejudicial to the Group and its minority Shareholders, the Group shall enter into the Excavators IPTs with the Mandated Interested Persons on terms no less favourable to the Group than the rates charged by unrelated third parties to the Group.

The Financial Controller or such other executive officer (who has no interest, direct or indirect, in the transaction) of the Company as appointed by the Audit Committee shall, on a regular basis, review the Standard Price List and Excavator Leasing List together with the volume and quantum of the Mandated Transactions as well as the rates/prices for similar products and services provided to unrelated third parties. The review will be performed on a monthly basis for the Building Materials IPTs, Transportation IPTs and Leasing IPTs, and on a quarterly basis for the Excavators IPTs, or such other period as may be approved by the Audit Committee. In the event there are material variations or updates, the Financial Controller or such other independent executive officer of the Company as appointed by the Audit Committee shall escalate and, where applicable, propose any changes as may be deemed necessary to the Audit Committee. The Audit Committee will consider the revision of the said Standard Price List and Excavator Leasing List and/or the review as and when necessary and appropriate.

The Audit Committee shall review and approve the Standard Price List and Excavator Leasing List together with the volume and quantum of the Mandated Transactions as well as the selling prices for similar products and services provided to unrelated third parties on a regular basis (at least on a quarterly basis or such other period as may be approved by the Audit Committee).

6.2 **Threshold limits**

6.2.1 The Group will monitor and categorise all Mandated Transactions as follows:

(a) a "Category 1" Mandated Transaction is one where the value thereof is equal to or more than S$500,000; and

(b) a "Category 2" Mandated Transaction is one where the value thereof is below S$500,000.

"Category 1" Mandated Transaction must be reviewed and approved by the Audit Committee prior to entry.

"Category 2" Mandated Transaction need not be approved by the Audit Committee prior to entry but must be approved by the Financial Controller or such other person(s) designated by the Audit Committee from time to time, who shall not be interested in any of the Mandated Transactions.

6.2.2 The approval thresholds set out above have been adopted by the Group after taking into account, *inter alia*, the nature, volume, recurrent frequency and size of the Mandated Transactions, as well as the Group's day-to-day operations, administration and business. The threshold limits are arrived at with the view to strike a balance between (i) maximising the operation efficiency of the day-to-day operations of the Group, and (ii) maintaining adequate internal controls and governance in relation to the Mandated Transactions.

6.3 **Additional controls**

6.3.1 *Register of Interested Persons and their Associates*

The Group Finance Team will maintain a list of the Interested Persons and their Associates (which is to be updated immediately if there are any changes) to enable identification of the Interested Persons. The list of Interested Persons shall be reviewed on a semi-annual basis by the Financial Controller and subject to such verifications or declarations as required by the Audit Committee for such period as determined by them. This list of the Interested Persons shall be disseminated to all staff of the Group that the Group Finance Team considers relevant for the purposes of entering into Interested Person Transactions.

6.3.2 *Register of Interested Person Transactions*

The Group Finance Team will maintain a register of all Interested Person Transactions carried out with Interested Persons (including the Mandated Transactions), which will record and document the identities of the Interested Persons, the basis, including the quotations and other evidence obtained to support such basis on which they were entered into, as well as the approving authority. Any discrepancies or significant variances (as determined by the Audit Committee) from the Group's usual business practices and pricing policies will be highlighted to the Audit Committee. The register of Interested Persons Transactions will also record any transaction with Interested Persons (including the Mandated Transactions) that are below S$100,000 in value.

6.3.3 *Periodic review of the register of Interested Person Transactions*

The Audit Committee shall periodically, at least on a quarterly basis, review the register of Interested Persons Transactions to ensure that all Interested Person Transactions (including the Mandated Transactions) are carried out on normal commercial terms and in accordance with the guidelines and review procedures under the IPT Mandate. Such review includes the examination of the transaction(s) and its supporting documents (including the assessment of the creditworthiness of the Interested Persons) or such other documents deemed necessary by the Audit Committee. The Audit Committee shall, when it deems fit, have the right to require the appointment of independent advisers and/or valuers to provide additional information or review of controls and its implementation pertaining to the Interested Person Transactions under review. The Group's internal and external auditors shall assist the Audit Committee in such review and carry out such tests as they deem necessary.

6.3.4 *Periodic review by internal auditors*

The Company shall incorporate into its internal audit plan a semi-annual review of all Interested Person Transactions (including the Mandated Transactions), and compliance with the guidelines and established review procedures for the monitoring of such Interested Person Transactions (including the Mandated Transactions). This is to ensure that the relevant approvals have been obtained, and the guidelines and established review procedures have been adhered to. The internal auditors will forward their review reports to the Audit Committee.

6.3.5 *Review of the adequacy of guidelines and review procedures by the Audit Committee*

In addition, the Audit Committee shall also review from time to time the guidelines and review procedures to determine if they are adequate and/or commercially practicable in ensuring that all Interested Person Transactions (including the Mandated Transactions) are conducted on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.

In the event the Audit Committee is of the view that such guidelines and review procedures have become inappropriate or insufficient in view of the changes to the nature of, or the manner in which, the business activities of the Group are conducted, it will, in consultation with the Board, take such actions as it deems proper in respect of such procedures and guidelines and/or modify or implement such procedures and guidelines as may be necessary to ensure that the Interested Person Transactions (including the Mandated Transactions) will be conducted on normal commercial terms and, hence, will not be prejudicial to the interests of the Company and its minority Shareholders, and the Company will seek a fresh mandate from the Shareholders based on the new review procedures and guidelines for the Interested Person Transactions (including the Mandated Transactions). All new Mandated Transactions will be reviewed and approved by the Audit Committee prior to entry while a fresh mandate is being sought from the Shareholders.

6.3.6 *Interested members of the Audit Committee to abstain*

In the event that any member of the Audit Committee (where applicable) is interested (directly or indirectly) in any transaction, he will abstain from participating in the review and approval process in relation to that particular transaction to ensure that the transaction will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders. Approval of that transaction will accordingly be undertaken by the remaining members of the Audit Committee.