

ADDENDUM DATED 14 APRIL 2026

This Addendum is circulated to Shareholders of Hong Lai Huat Group Limited (the “Company”) together with the Company’s 2025 Annual Report. Its purpose is to provide Shareholders with information on the proposed renewal of the Share Purchase Mandate to be tabled at the Annual General Meeting to be held at Raffles Marina Country Club, 10 Tuas West Drive Singapore 638404 on Thursday, 30 April 2026 at 9.30 a.m. If you are in any doubt as to the course of action you should take, you should consult your legal, financial, tax or other professional adviser immediately.

This Addendum has been prepared by the Company with assistance and legal advice by Aptus Law Corporation.

Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or referred to, or opinions expressed, in this Addendum.



ADDENDUM

in relation to

THE PROPOSED SHARE PURCHASE MANDATE

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DEFINITIONS

The following definitions shall apply throughout unless the context requires otherwise or unless otherwise stated in this Addendum:–

“ACRA”	:	The Accounting and Corporate Regulatory Authority of Singapore
“Act”	:	The Companies Act 1967 of Singapore, as may be amended or modified from time to time
“AGM”	:	The forthcoming annual general meeting of the Company, notice of which is set out in the Annual Report 2025
“Associate”	:	Shall have the meaning ascribed to it in the Listing Manual
“Board”	:	The board of directors of the Company for the time being
“CDP”	:	The Central Depository (Pte) Limited
“2025 Circular”	:	The Company’s Circular to Shareholders dated 7 November 2025
“Company”	:	Hong Lai Huat Group Limited
“Controlling Shareholder”	:	A person who holds directly or indirectly 15% or more of all the voting Shares in the Company unless the SGX-ST determines otherwise or a person who in fact exercises control over the Company, as defined under the Listing Manual
“CPF”	:	Central Provident Fund
“CPF Approved Nominees”	:	Agent banks included under the CPF Investment Scheme established by the CPF
“Dato’ Dr Ong”	:	Dato’ Dr. Ong Bee Huat, PBM, where “PBM” refers to the title given to individuals who have been officially awarded the public service medal in Singapore
“Directors”	:	The directors of the Company as at the Latest Practicable Date
“2025 EGM”	:	The Extraordinary General Meeting of the Company held on 24 November 2025 at 2:30 p.m. to seek Independent Shareholders’ approval for the Share Purchase Mandate on the terms set out in the 2025 Circular
“EPS”	:	Earnings per Share
“FY”	:	Financial year ended 31 December

DEFINITIONS

“Group”	:	The Company and its subsidiaries
“Independent Shareholders”	:	The Shareholders who are independent of the Interested Directors and their concert parties
“Interested Directors”	:	Dato’ Dr. Ong Bee Huat, PBM and Mr Ong Jia Jing collectively
“Last AGM”	:	The last annual general meeting of the Company held on 30 April 2025
“Latest Practicable Date”	:	6 April 2026, being the latest practicable date prior to the printing of this Addendum
“Listing Manual”	:	The Listing Manual of the SGX-ST, as may be amended or modified from time to time
“Market Day”	:	A day on which the SGX-ST is open for securities trading
“Market Purchase”	:	An on-market purchase of Shares by the Company effected on the SGX-ST through one or more duly licensed dealers appointed by the Company for the purpose
“MGO Requirement”	:	Has the meaning ascribed to it in Section 2.10.3 of this Addendum
“Notice of AGM”	:	The notice of the AGM as set out in the Annual Report 2025
“NTA”	:	Net tangible asset
“Off-Market Purchase”	:	An off-market purchase of Shares effected otherwise than on the SGX-ST in accordance with any equal access scheme defined in Section 76C of the Act, and otherwise in accordance with all other laws and regulations and rules of the SGX-ST
“Ong Family Concert Parties”	:	Refers to Dato’ Dr. Ong Bee Huat, Ms Lau Yen Eng, Mr Ong Jia Jing and Mr Ong Jia Ming collectively
“Securities Account”	:	The securities account maintained by a Depositor with CDP but does not include a securities sub-account maintained with a Depository Agent
“SGX-ST”	:	Singapore Exchange Securities Trading Limited

DEFINITIONS

“Shareholders”	:	Registered holders of Shares except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register and whose Securities Account maintained with CDP are credited with the Shares
“Share Purchase(s)”	:	The purchase(s) of Shares by the Company pursuant to the Share Purchase Mandate
“Share Purchase Mandate”	:	The mandate to authorise the Directors to purchase or otherwise acquire its issued Shares
“Shares”	:	Ordinary shares in the capital of the Company
“SIC”	:	The Securities Industry Council of Singapore
“Substantial Shareholder”	:	A person who has an interest in voting Shares in the Company which carry not less than 5% of the total votes attached to all the voting Shares in the Company
“Relevant Period”	:	The period commencing from the date on which the resolution relating to the proposed renewal of the Share Purchase Mandate is passed at the AGM and expiring on the earliest of the date the next annual general meeting is held or is required by law to be held, or the date on which the Share Purchase are carried out to the full extent mandated, or the date the said mandate is revoked or varied by resolution of the Shareholders in a general meeting
“Take-over Code”	:	The Singapore Code on Take-overs and Mergers, as amended or modified from time to time
“S\$” and “cents”	:	Singapore dollars and cents, respectively
“%” or “per cent”	:	Percentage or per centum

The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the meanings ascribed to them respectively in the Securities and Futures Act 2001 of Singapore. The term **“Treasury Shares”** shall have the meaning ascribed to it in Section 4 of the Act.

The term **“subsidiary”** shall have the meaning ascribed to it in Section 5 of the 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 include corporations.

DEFINITIONS

Any reference in this Addendum to any enactment is a reference to that enactment for the time being amended or re-enacted. Any word defined under the Act or the Listing Manual or any statutory modification thereof and used in this Addendum shall, where applicable, have the meaning assigned to it under the Act or the Listing Manual or any such statutory modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day in this Addendum shall be a reference to Singapore time, unless otherwise stated.

Any discrepancies in figures included in this Addendum between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Addendum may not be an arithmetic aggregation of the figures that precede them.

LETTER TO SHAREHOLDERS

HONG LAI HUAT GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199905292D)

Directors:

Mr Ng Kian Guan (Independent Non-Executive Chairman)
Dato' Dr. Ong Bee Huat, PBM (Executive Deputy Chairman and
Group Chief Executive Officer)
Mr Ong Jia Jing (Executive Director and Chief Strategy Officer)
Mr Darrell Lim Chee Lek (Independent Director)
Mr Daniel Ding Yen Shee (Independent Director)

Registered Office:

10 Bukit Batok
Crescent, #13-05
The Spire
Singapore 658079

14 April 2026

To: **THE SHAREHOLDERS OF HONG LAI HUAT GROUP LIMITED**

Dear Sir/Madam

PROPOSED RENEWAL OF SHARE PURCHASE MANDATE

1 INTRODUCTION

The Directors refer to (a) the Notice of AGM convening the AGM to be held at Raffles Marina Country Club, 10 Tuas West Drive Singapore 638404 on Thursday, 30 April 2026 at 9.30 a.m and (b) Resolution 10 set out in the Notice of AGM.

The purpose of this Addendum is to explain the reasons for, and to provide Shareholders with information relating to, and to seek Shareholders' approval at the AGM for the proposed renewal of the Share Purchase Mandate to be tabled at the AGM.

2 THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

2.1 Background

At the 2025 EGM, Shareholders approved and adopted a general authority authorising the Directors to purchase Shares in accordance with the terms set out in the 2025 Circular as well as the provisions of the Companies Act and the Listing Manual.

The Share Purchase Mandate approved at the 2025 EGM was expressed to take effect until the conclusion of the next annual general meeting of the Company, being the forthcoming AGM of the Company. Accordingly, Shareholders' approval is being sought for the renewal of the Share Purchase Mandate at the AGM. The terms of the Share Purchase Mandate which are sought to be renewed remain substantially the same as that approved and adopted by Shareholders at the 2025 EGM. Subject to such approval being obtained, the terms of the Share Purchase Mandate sought at the AGM do not contravene any laws and regulations governing the Company and its Constitution.

If the Share Purchase Mandate is renewed by the Shareholders, it will remain in force until the date on which the next annual general meeting of the Company is held or required by law to be held (when it will lapse unless it is renewed) or the date on which the Share Purchases are carried out to the full extent mandated, whichever is the earlier unless prior to that, it is varied or revoked by resolution of the Shareholders in general meeting.

LETTER TO SHAREHOLDERS

2.2 Rationale

The Share Purchase Mandate would give the Company the flexibility to undertake Share Purchases at any time, subject to market conditions, during the validity period of the Share Purchase Mandate. The Directors believe that the Share Purchase Mandate provides the Company with a mechanism to facilitate the return of any surplus cash in excess of the Group's working capital requirements in an expedient and cost-efficient manner. The Directors further believe that Share Purchases may also help mitigate short-term share price volatility and offset the effects of share price speculation. The ability to hold repurchased shares as Treasury Shares will also allow the Company to restructure its capital and to facilitate future fund-raising without the need to issue new shares.

If and when circumstances permit, the Directors will decide whether to effect the Share Purchases *via* Market Purchases or Off-Market Purchases, after taking into account the amount of surplus cash available, the then prevailing market conditions and the most cost effective and efficient approach.

The Share Purchases would be made only as and when the Directors consider it to be in the best interests of the Company and/or Shareholders and in appropriate circumstances which the Directors believe will not result in any material adverse effect on the liquidity and the orderly trading of the Shares, as well as the working capital requirements and the financial position of the Group.

2.3 Authority and limits

The authority and limitations placed on the Share Purchase Mandate, if renewed at the AGM, are substantially the same as were previously approved by Shareholders at the 2025 EGM, and are summarized below:

2.3.1 *Maximum number of Shares*

The total number of Shares, which may be purchased or acquired by the Company pursuant to the Share Purchase Mandate, is limited to that number of Shares representing not more than 10% of the total number of the Shares as at the date of the forthcoming AGM at which approval for the Share Purchase Mandate is being sought (the "**Approval Date**"). Any Shares which are held as Treasury Shares and subsidiary holdings will be disregarded for the purpose of computing the 10% limit. As at the Latest Practicable Date, the Company does not hold any Treasury Shares and has no subsidiary holdings.

For illustrative purposes only, on the basis of 486,998,714 Shares as at the Latest Practicable Date, and assuming that no further Shares are issued prior to the AGM, not more than 48,699,871 Shares (representing 10% of the total number of Shares as at that date) may be purchased by the Company pursuant to the proposed Share Purchase Mandate during the duration referred to in Section 2.3.2 below.

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2.3.2 *Duration of authority*

Under the proposed Share Purchase Mandate, Share Purchases may be made, at any time and from time to time, on and from the date of the AGM at which the renewal of the Share Purchase Mandate is approved up to:–

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

whichever is the earliest.

2.3.3 *Manner of Share Purchases*

- (a) Share Purchases may be made by way of:–

- (i) Market Purchase; and/or
- (ii) Off-Market Purchase.

- (b) The Directors may impose such terms and conditions, which are not inconsistent with the Share Purchase Mandate, the Listing Manual and the Act, as it considers fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. However, an Off-Market Purchase effected in accordance with an equal access scheme must satisfy all the following conditions:–

- (i) offers for the Share Purchase 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 to them; and
- (iii) the terms of all the offers shall be the same, except that there shall be disregarded:–
 - (1) differences in consideration attributable to the fact that the offers relate to Shares with different accrued dividend entitlements;
 - (2) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid (if applicable); and
 - (3) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

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- (c) In addition, the Listing Manual 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 acceptance;
 - (iii) the reasons for the proposed Share Purchase;
 - (iv) the consequences, if any, of Share Purchases by the Company that will arise under the Take-over Code or other applicable take-over rules;
 - (v) whether the Share Purchase, if made, would have any effect on the listing of the Shares on the SGX-ST;
 - (vi) details of Share Purchases made during the previous 12 months (whether Market Purchases or Off-Market Purchases), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such Share Purchases, where relevant, and the total consideration paid for such Share Purchases; and
 - (vii) whether the shares purchased by the Company will be cancelled or kept as Treasury Shares.

2.3.4 *Maximum purchase price*

- (a) The purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) to be paid for a Share will be determined by the Directors.
- (b) However, the purchase price to be paid for the Shares pursuant to the Share Purchases must not exceed:–
 - (i) in the case of a Market Purchase, 105% of the Average Closing Price (as defined below) of the Shares; and
 - (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares,(the “**Maximum Price**”) in either case, excluding related expenses of the Share Purchase.
- (c) For the above purposes, “Average Closing Price” means the average of the closing market prices of the Shares traded on the SGX-ST over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Day period and the day on which the purchases are made.

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2.4 Status of Purchased Shares

Under Section 76B of the Act, any Share which is purchased shall, unless held as a Treasury Share, be deemed cancelled immediately on purchase, and all rights and privileges attached to that Share will expire on cancellation. All Shares purchased by the Company, unless held as Treasury Shares, shall be deemed cancelled immediately on purchase, and all rights and privileges attached to those Shares will expire on cancellation. All Shares purchased by the Company, unless held as Treasury Shares, will be automatically delisted 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 the settlement of any such purchase.

At the time of each Share Purchase, 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, as the Directors deem fit in the interest of the Company at that time, taking into consideration, *inter alia*, the prevailing circumstances and requirements of the Company then.

Some of the provisions on Treasury Shares under the Act are summarised below:–

(a) Maximum holdings

The number of Shares held as Treasury Shares shall not at any time exceed 10% of the total number of issued ordinary shares of the Company. The Company shall be entered in the Register of Members as the member holding those Shares.

(b) Voting and other rights

- (i) 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 Act, the Company shall be treated as having no right to vote in respect of Treasury Shares and the Treasury Shares shall be treated as having no voting rights.
- (ii) In addition, save as provided under the Act, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of the Treasury Shares. However, the allotment of shares as fully paid bonus shares in respect of Treasury Shares is allowed. Also, a sub-division or consolidation of any Treasury Share into Treasury Shares of a smaller or larger amount is allowed so long as the total value of the Treasury Shares after the sub-division or consolidation is the same as before.

(c) Disposal and cancellation

Where Shares purchased or acquired by the Company are held as Treasury Shares, the Company may at any time:–

- (i) sell the Treasury Shares for cash;
- (ii) transfer the Treasury Shares for the purposes of or pursuant to an employees' share option scheme or employees' share scheme;
- (iii) transfer the Treasury Shares as consideration for the acquisition of shares in or assets of another company or assets of a person;

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- (iv) cancel the Treasury Shares; or
- (v) sell, transfer or otherwise use the Treasury Shares for such other purpose as may be prescribed by the Minister for Finance.

2.5 Reporting requirements

Within 30 days of the passing of a Shareholders' resolution to renew the Share Purchase Mandate, the Company shall lodge a copy of such resolution with ACRA.

The Company shall lodge with ACRA a notice of Share Purchase within 30 days of such Share Purchase. Such notification shall include the date of the purchases, the number of Shares purchased by the Company, the number of Shares cancelled, the number of Treasury Shares held, the Company's issued share capital before and after the purchases, the amount of consideration paid by the Company for the purchases, whether the Shares were purchased out of the profits or the capital of the Company and such other particulars as may be required in the prescribed form.

2.6 Source of funds

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

The Company intends to use internal sources of funds or external borrowings, or a combination of both, to finance its Share Purchases.

The Act stipulates that any purchases of Shares may be made out of the Company's capital or profits so long as the Company is solvent. Where the consideration paid by the Company for the Share Purchases is made out of profits, such consideration (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) will correspondingly reduce the amount of profits available for the distribution of cash dividends by the Company. However, where the consideration paid by the Company for the Share Purchases is made out of capital, the amount of profits available for the distribution of cash dividends by the Company will not be reduced.

2.7 Financial effects

The financial effects on the Company and the Group arising from the Share Purchases will depend on, *inter alia*, whether the Share Purchases are made by way of Market Purchases or Off-Market Purchases, the price paid for such Shares and whether the Shares are held in treasury or cancelled.

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

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For illustrative purposes only, based on the audited financial statements of the Company and the Group as at 31 December 2025, and assuming the following:–

- (a) the Share Purchases comprised 48,699,871 Shares (representing 10% of the 486,998,714 outstanding Shares as at the Latest Practicable Date);
- (b) in the case of Market Purchases, the Maximum Price was S\$0.088 (being 5% above the average of the closing market prices of a Share over the last 5 Market Days prior to the Latest Practicable Date on which there were trades in the Shares) and accordingly, the maximum amount of funds (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) required for effecting such Market Share Purchases would amount to approximately S\$4,286,000;
- (c) in the case of Off-Market Purchases, the Maximum Price was S\$0.101 (being 20% above the average of the closing market prices of a Share over the last 5 Market Days prior to the Latest Practicable Date on which there were trades in the Shares) and accordingly, the maximum amount of funds (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) required for effecting such Off-Market Purchases would amount to approximately S\$4,919,000; and
- (d) the Share Purchases took place on 31 December 2025;

the financial effects on the Company and the Group arising from the Share Purchases are set out below.

Share Purchases made entirely out of capital and Shares purchased kept as Treasury Shares

	Group			Company		
	Before purchase	After Market Purchase	After Off-Market Purchase	Before Purchase	After Market Purchase	After Off-Market Purchase
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
As at 31 December 2025						
Profit/(Loss) Attributable to Owners of the Company	14,676	14,676	14,676	(896)	(896)	(896)
Equity Attributable to Owners of the Company	114,806	110,520	109,887	101,449	97,163	96,530
NTA	114,677	110,391	109,758	101,449	97,163	96,530
Current Assets	44,712	40,426	39,793	58,108	53,822	53,189
Current Liabilities	2,210	2,210	2,210	14,454	14,454	14,454
Total Borrowings	356	356	356	133	133	133
Cash and Cash Equivalents	21,576	17,290	16,657	3,960	(326)	(959)
Weighted Average Number of Shares ('000)	517,499	517,499	517,499	517,499	517,499	517,499

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	Group			Company		
	Before purchase	After Market Purchase	After Off-Market Purchase	Before Purchase	After Market Purchase	After Off-Market Purchase
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<u>Financial Ratios</u>						
Earnings/(Loss) per Share (cents)	2.84	2.84	2.84	(0.17)	(0.17)	(0.17)
NTA per Share (cents)	22.37	21.53	21.41	19.79	18.95	18.83
Gearing (%)	0.31	0.32	0.32	0.13	0.14	0.14
Current Ratio (times)	20.23	18.29	18.01	4.02	3.72	3.68

Share Purchases made entirely out of capital and Shares purchased cancelled

	Group			Company		
	Before purchase	After Market Purchase	After Off-Market Purchase	Before Purchase	After Market Purchase	After Off-Market Purchase
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<u>As at 31 December 2025</u>						
Profit/(Loss) Attributable to Owners of the Company	14,676	14,676	14,676	(896)	(896)	(896)
Equity Attributable to Owners of the Company	114,806	110,520	109,887	101,449	97,163	96,530
NTA	114,677	110,391	109,758	101,449	97,163	96,530
Current Assets	44,712	40,426	39,793	58,108	53,822	53,189
Current Liabilities	2,210	2,210	2,210	14,454	14,454	14,454
Total Borrowings	356	356	356	133	133	133
Cash and Cash Equivalents	21,576	17,290	16,657	3,960	(326)	(959)
Weighted Average Number of Shares ('000)	517,499	468,799	468,799	517,499	468,799	468,799
<u>Financial Ratios</u>						
Earnings/(Loss) per Share (cents)	2.84	3.13	3.13	(0.17)	(0.19)	(0.19)
NTA per Share (cents)	22.37	23.79	23.66	19.79	20.94	20.81
Gearing (%)	0.31	0.32	0.32	0.13	0.14	0.14
Current Ratio (times)	20.23	18.29	18.01	4.02	3.72	3.68

Note:

Total Borrowings refer to borrowings from financial institutions. Earnings/(Loss) per Share equals Profit Attributable to Owners of the Company divided by the Weighted Average Number of Shares. Gearing represents the percentage of Total Borrowings to Equity Attributable to Owners of the Company. Current Ratio represents the ratio of Current Assets to Current Liabilities.

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The financial effects set out above are purely for illustrative purposes only. Although the proposed Share Purchase Mandate would authorise the Company to buy back up to 10% of the total number of shares issued by the Company as at the date that the Share Purchase Mandate is obtained, the Company may not necessarily buy back or be able to buy back 10% of the total number of shares issued in full. In addition, the Company may cancel all or part of the Shares purchased or hold all or part of the Shares purchased as Treasury Shares.

2.8 Tax implications arising from Share Purchases

Shareholders who are in doubt as to their respective tax positions or any tax implications, including those who may be subject to tax in a jurisdiction outside Singapore, should consult their own professional advisers.

2.9 Listing Manual

The Listing Manual specifies that a listed company shall notify the SGX-ST of any Market Purchase not later than 9.00 a.m. on the Market Day following the day on which the Market Purchase was made, and of any Off-Market Purchase not later than 9.00 a.m. on the second Market Day after the close of acceptance of the offer for the Off-Market Purchase. The notification of such Share Purchases to the SGX-ST shall be in such form and shall include such details that the SGX-ST may prescribe. The Company shall make arrangements with its stockbrokers to ensure that they provide the Company in a timely fashion the necessary information which will enable the Company to make the notifications to the SGX-ST.

While the Listing Manual does not expressly prohibit purchase of shares by a listed company during any particular time or times, the Company will not undertake Share Purchases after a price sensitive development has occurred or has been the subject of a consideration and/or a decision of the Board until such time as the price sensitive information has been publicly announced. In particular, the Company will not buy any Shares during the period commencing one month before the announcement of the Company's half year and full year financial statements.

The Listing Manual requires a listed company to ensure that the percentage of equity securities of any class that is listed and held in public hands does not fall below 10%. The "public", as defined under the Listing Manual, are persons other than the directors, chief executive officer, Substantial Shareholders or Controlling Shareholders of the Company and its subsidiaries, as well as the Associates of such persons. Based on the Register of Directors' Shareholdings and the Register of Substantial Shareholders maintained by the Company as at the Latest Practicable Date, there are 238,186,651 Shares in the hands of public Shareholders, representing approximately 48.91% of the total number of issued ordinary shares of the Company. Assuming the Company exercises the Share Purchase Mandate in full and purchases 10% of the total number of issued ordinary shares of the Company from the public, the number of Shares in the hands of the public not taking into account Treasury Shares would be reduced to approximately 189,486,780 Shares, representing approximately 43.23% of the total number of issued ordinary shares of the Company (excluding Treasury Shares). Accordingly, the Company is of the view that there is a 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 pursuant to the Share Purchase Mandate without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity.

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

2.10 Take-over Code implications arising from Share Purchases

Appendix II of the Take-Over 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.

The statements herein in relation to the Take-Over Code do not purport to be a comprehensive or exhaustive description of all implications that may arise under the Take-Over Code. Shareholders are advised to consult their professional advisers and/or the SIC and/or other relevant authorities at the earliest opportunity as to whether an obligation on their part, if any, to make a mandatory take-over offer under the Take-over Code would arise by reason of any Share Purchases by the Company.

2.10.1 Obligation to make a take-over offer

If, as a result of Share Purchase, a Shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. If such increase results in a change of effective control, or, as a result of such increase, a Shareholder or group of Shareholders acting in concert obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert could become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code.

2.10.2 Persons acting in concert

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

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

- (a) a company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the aforementioned 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 company owns or controls at least 20% but not more than 50% of the voting rights of the first-mentioned company;

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- (b) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);
- (c) a company with any of its pension funds and employee share schemes;
- (d) 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;
- (e) a financial or other professional adviser, including a stockbroker, with its clients in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser;
- (f) 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 or where the directors have reason to believe a bona fide offer for their company may be imminent;
- (g) partners; and
- (h) 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 aforementioned persons, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing persons 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 Take-over Code after a Share Purchase by the Company are set out in Appendix 2 of the Take-over Code.

2.10.3 Effect of Rule 14 and Appendix 2 of the Take-over Code

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 of the Take-over 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 such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Purchase Mandate, unless so required under the Companies Act.

With regard to Directors and persons acting in concert with them, unless exempted pursuant to Rule 14 and Appendix 2 of the Take-over Code, if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Directors and their concert parties 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 Directors and their concert parties would increase by more than 1% in any period of six (6) months, such Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code ("MGO Requirement").

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2.10.4 Exemption under Appendix 2 of the Take-over Code

The Directors and their concert parties will be exempted from the requirement to make a take-over offer subject to the following conditions as set out in the Take-over Code:

- (a) this Addendum to contain advice to the effect that by voting for the proposed renewal of the Share Purchase Mandate, 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 this Addendum;
- (b) the resolution to authorise the proposed renewal 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 renewal of the Share Purchase Mandate;
- (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 renewal of the Share Purchase Mandate;
- (d) within seven (7) days after the passing of the resolution to authorise the proposed renewal of the Share Purchase Mandate, each of the Directors to submit to the Council a duly signed form as prescribed by the Council;
- (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 Share Purchase proposal is imminent and the earlier of:—
 - (i) the date on which the authority 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 Purchase, would cause their aggregate voting rights to increase to 30.0% or more; and

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- (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 Share Purchase proposal is imminent and the earlier of:—
 - (i) the date on which the authority 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 Purchase, would cause their aggregate voting rights to increase by more than 1.0% 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 SIC's exemption from the requirement to make a general offer under Rule 14 of the Take-over Code, or where such exemption had been granted, would continue to enjoy the exemption.

2.10.5 Application of the exemption under Appendix 2 of the Take-over Code

As at the Latest Practicable Date:

- (a) Dato' Dr. Ong Bee Huat and Mr Ong Jia Jing are Directors;
- (b) Mr Ong Jia Jing and Mr Ong Jia Ming are siblings and are the children of Dato' Dr. Ong; and
- (c) Ms Lau Yen Eng is the spouse of Dato' Dr. Ong.

Accordingly, Dato' Dr. Ong Bee Huat, Ms Lau Yen Eng, Mr Ong Jia Jing and Mr Ong Jia Ming (collectively, the "**Ong Family Concert Parties**") will be presumed to be parties acting in concert under the Take-over Code. As at the Latest Practicable Date, (i) Dato' Dr. Ong Bee Huat has an interest in 228,212,298 Shares, representing approximately 46.86% of the issued Shares (excluding treasury shares and subsidiary holdings) of the Company, and (ii) the Ong Family Concert Parties hold in aggregate 248,812,063 Shares, representing approximately 51.09% of the issued Shares (excluding treasury shares and subsidiary holdings) of the Company.

As at the Latest Practicable Date, based on information in the register of Directors' shareholdings and register of Substantial Shareholders maintained by the Company as well as the Company's disclosures in its latest annual report for FY2025 and on SGXNET, the shareholdings of Dato' Dr. Ong Bee Huat and the Ong Family Concert Parties before and after the purchase of Shares pursuant to

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the Share Purchase Mandate, assuming (i) the Company purchases the maximum amount of 10% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings), and (ii) there is no change in the number of Shares held by Dato' Dr. Ong Bee Huat and the Ong Family Concert Parties or which they are deemed interested in, will be as follows:

	Shareholdings as at the Latest Practicable Date					Shareholdings after maximum Share Purchase permitted under the Share Purchase Mandate				
	Direct Interest		Deemed Interest		Total Interest (%) ⁽¹⁾	Direct Interest		Deemed Interest		Total Interest (%) ⁽⁴⁾
	No. of Shares	%	No. of Shares	%		No. of Shares	%	No. of Shares	%	
Dato' Dr. Ong Bee Huat	217,801,465	44.72	10,410,833 ⁽²⁾	2.14	46.86	217,801,465	49.69	10,410,833 ⁽²⁾	2.38	52.07
Lau Yen Eng	10,410,833	2.14	–	–	2.14	10,410,833	2.38	–	–	2.38
Ong Jia Jing	–	–	–	–	–	–	–	–	–	–
Ong Jia Ming ⁽³⁾	20,599,765	4.23	–	–	4.23	20,599,765	4.70	–	–	4.70

Notes:

- (1) Based on 486,998,714 Shares, being the total issued Shares of the Company as at the Latest Practicable Date.
- (2) For the purpose of section 133(4) of the SFA, Dato' Dr. Ong Bee Huat is deemed to have an interest in the 10,410,833 Shares held by his spouse, Lau Yen Eng.
- (3) Mr Ong Jia Ming is the son of Dato' Dr. Ong Bee Huat and brother of Mr Ong Jia Jing.
- (4) Based on 438,298,843 Shares, being the total issued Shares of the Company assuming the Company purchases or acquires 48,699,871 Shares, being the maximum number of Shares it may purchase or acquire under the Share Purchase Mandate.

In the event the Company undertakes Share Purchases within the Relevant Period of up to 10% of the issued share capital of the Company (excluding treasury shares and subsidiary holdings) as permitted by the Share Purchase Mandate, (i) Dato' Dr. Ong Bee Huat's shareholding interest may be increased from approximately 46.86% to 52.07% of the issued Shares (excluding treasury shares and subsidiary holdings) of the Company, and (ii) the Ong Family Concert Parties' aggregate shareholding interest may be increased from 51.09% to 56.77% of the issued Shares (excluding treasury shares and subsidiary holdings) of the Company. The shareholdings and voting rights held by Dato' Dr. Ong Bee Huat may thus increase by more than 1% in the preceding 6 months. Accordingly, Dato' Dr. Ong Bee Huat and the persons acting in concert with him may be required to make a general offer to the other Shareholders under Rule 14.1 of the Take-over Code.

As at the Latest Practicable Date, save as disclosed herein, the Directors are not aware of any other Director and/or Shareholder who may become obligated to make a mandatory offer in the event that Share Purchases are undertaken by the Company pursuant to the Share Purchase Mandate. Further details of the interests of the Directors and Substantial Shareholders as at the Latest Practicable Date are set out in Section 3 of this Circular.

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Shareholders are advised to consult their professional advisers and/or the relevant authorities at the earliest opportunity as to whether they would incur any obligation to make a take-over offer as a result of any purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate.

2.10.6 Exemption

Pursuant to section 3(a) of Appendix 2 entitled “Share Buy-Back Guidance Note” of the Take-over Code, the Ong Family Concert Parties and the persons acting in concert with them, will be exempted from the MGO Requirement, subject to the following conditions:

- (a) this Addendum to contain advice to the effect that by voting for the proposed renewal of the Share Purchase Mandate, Shareholders are waiving their right to a general offer at the required price from the Ong Family Concert Parties and persons acting in concert with them who, as a result of the Company buying back its Shares, would increase their voting rights by more than 1% in the preceding 6 months; and the names of the Ong Family Concert Parties and persons acting in concert with them, their voting rights at the time of the resolution and after the proposed renewal of Share Purchase, to be disclosed in this same Addendum;
- (b) the resolution to authorise the proposed renewal 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 renewal of the Share Purchase Mandate;
- (c) the Ong Family Concert Parties 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 renewal of the Share Purchase Mandate;
- (d) within seven (7) days after the passing of the resolution to authorise the proposed renewal of the Share Purchase Mandate, each of the relevant Directors, namely Dato’ Dr. Ong Bee Huat and Mr Ong Jia Jing to submit to the SIC a duly signed form as prescribed by the SIC;
- (e) the Ong Family Concert Parties 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 renewal of the Share Purchase Mandate is imminent and the earlier of:–
 - (i) the date on which the authority 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 the Share Purchase Mandate or it has decided to cease buying back its Shares, as the case may be,

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if such acquisitions, taken together with the Shares purchased by the Company under the Share Purchase Mandate, would cause their aggregate voting rights in the Company to increase by more than 1% in the preceding six months.

Shareholders are advised that by voting for the resolution authorising the renewal of the Share Purchase Mandate at the AGM, they are waiving their rights to a general offer at the required price from the Ong Family Concert Parties and persons acting in concert with them (if any) who, as a result of the Company buying back its Shares, would increase their voting rights by more than 1% in any period of six months.

3 INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

3.1 Register of Directors' and Substantial Shareholdings

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

	Direct Interest		Deemed Interest		Total Interest	
	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾
Directors						
Ng Kian Guan	–	–	–	–	–	–
Dato' Dr. Ong Bee Huat	217,801,465	44.72	10,410,833 ⁽²⁾	2.14	228,212,298	46.86
Ong Jia Jing	–	–	–	–	–	–
Darrell Lim Chee Lek	–	–	–	–	–	–
Daniel Ding Yen Shee	–	–	–	–	–	–
Substantial Shareholders (other than Directors)						
Nil						

Notes:

- (1) Based on 486,998,714 Shares, being the total issued Shares of the Company as at the Latest Practicable Date.
- (2) For the purpose of section 133(4) of the SFA, Dato' Dr. Ong is deemed to have an interest in the 10,410,833 Shares held by his spouse, Lau Yen Eng.

Save as disclosed in this Circular, none of the Directors or Substantial Shareholders has an interest, direct or indirect, in the proposed renewal of the Share Purchase Mandate, other than through their respective shareholdings in the Company as disclosed above.

3.2 Share purchases during the previous 12 months

The Company purchased a total of 30,845,400 Shares by way of Market Purchases pursuant to the Share Purchase Mandate approved and adopted by Shareholders at the 2025 EGM during the twelve (12) months preceding the Latest Practicable Date. The highest price and lowest price paid for the purchases were \$0.093 per Share and S\$0.057 per Share respectively. The total consideration paid for all the purchases was S\$2,520,963, excluding commission, brokerage and goods and services tax.

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4 DIRECTORS' RECOMMENDATION

The Directors (other than the Interested Directors who are abstaining from making any recommendation to Shareholders pursuant to the conditions for exemption under Appendix 2 of the Take-over Code as set out in paragraph 2.10.6 hereof) are of the opinion that the proposed renewal of the Share Purchase Mandate is in the interest of the Company. Accordingly, the Directors (other than the Interested Directors) recommend that Shareholders vote in favour of the Ordinary Resolution No. 10 relating to the proposed renewal of the Share Purchase Mandate as set out in the Notice of AGM.

The Directors, in rendering their recommendation, have not had regard to the specific investment objectives, financial situation, tax position, unique needs and/or constraints of any Shareholder.

As different Shareholders would have different investment objectives, the Directors recommend that any individual Shareholder who may require specific advice in relation to the Share Purchase Mandate should consult his/her/its stockbroker, bank manager, solicitor, accountant or other professional advisers.

5 ABSTENTION FROM VOTING

In light of the exemption under section 3(a) of Appendix 2 of the Take-Over Code, the Ong Family Concert Parties and parties acting in concert with them shall abstain from voting in respect of the ordinary resolution set out in the Notice of the AGM relating to the proposed renewal of the Share Purchase Mandate, and will not accept any appointment as proxies or otherwise for voting on the said resolution unless specific instructions have been given in the proxy instrument(s) on how the votes are to be cast.

6 DIRECTORS' RESPONSIBILITY STATEMENT

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

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7 DOCUMENTS AVAILABLE FOR INSPECTION

The following documents may be inspected at the registered office of the Company during normal business hours from the date hereof up to and including the date of the AGM:–

- (a) the Constitution of the Company;
- (b) the 2025 Circular
- (c) the Annual Report 2025.

Yours faithfully

For and on behalf of the Board of Directors of
Hong Lai Huat Group Limited

Dato' Dr. Ong Bee Huat, PBM
Executive Deputy Chairman and Group Chief Executive Officer