

APPENDIX DATED 8 APRIL 2024

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

If you are in 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 (as defined herein) together with the Annual Report of 5E Resources Limited (the "**Company**"). Its purpose is to provide the Shareholders with information relating to and explaining to Shareholders the rationale for the proposed renewal of the Share Buyback Mandate (as defined herein) to be tabled at the AGM (as defined herein) held on 23 April 2024 at 10:00 a.m. at R1 Arena, Level 4, Lifelong Learning Institute Pte. Ltd., 11 Eunos Road 8, Singapore 408601. The Notice of Annual General Meeting ("**AGM**"), a Proxy Form and a Request Form (to request for this Appendix) are enclosed with the Annual Report.

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

This Appendix has been prepared by the Company and its contents have been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. (the "**Sponsor**") for the compliance with relevant rules of the Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**") of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**").

This Appendix has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Appendix, including the correctness of any of the statements or opinions made or reports contained in this Appendix.

The contact person for the Sponsor is Mr Leong Weng Tuck, Registered Professional, RHT Capital Pte. Ltd, at 36 Robinson Road, #10-06 City House, Singapore 068877, sponsor@rhtgoc.com.

A printed copy of this Appendix will NOT be despatched to Shareholders. Printed copies of the Notice of AGM, the accompanying Proxy Form and the Request Form have been despatched to Shareholders. This Appendix (together with the enclosed Notice of AGM, the accompanying Proxy Form and the Request Form) have been made available on the Company's website at the URL <https://www.5e-resources.com/> and SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.



5E RESOURCES LIMITED
(Company Registration No.: 202136285K)
(Incorporated in the Republic of Singapore)

APPENDIX TO THE NOTICE OF ANNUAL GENERAL MEETING

in relation to

THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

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DEFINITIONS

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

"2023 AGM"	:	The AGM held on 20 April 2023
"2024 AGM"	:	The AGM scheduled to be held on 23 April 2024 at 10:00 a.m.
"ACRA"	:	The Accounting & Corporate Regulatory Authority of Singapore
"AGM"	:	The annual general meeting of the Company
"Annual Report"	:	The annual report of the Company in respect of the financial year ended 31 December 2023
"Appendix"	:	This Appendix to the Notice of AGM dated 8 April 2024
"Associate"	:	(a) in relation to any Director, Chief Executive Officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:- (i) his immediate family; (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; (b) in relation to a Substantial Shareholder or Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
"Average Closing Price"	:	Has the meaning ascribed to it in Paragraph 2.3.4 of this Appendix
"Board"	:	The board of directors of the Company for the time being
"Business Day"	:	A day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks are open for business in Singapore
"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
"Company"	:	5E Resources Limited

DEFINITIONS

"Companies Act"	:	Companies Act 1967 of Singapore, as amended from time to time
"Constitution"	:	The constitution of the Company, as amended, supplemented or modified from time to time
"Controlling Shareholder"	:	A person who:- (a) holds directly or indirectly 15% or more of the total voting right in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or (b) in fact exercises control over the Company
"Director(s)"	:	The directors of the Company as at the Latest Practicable Date
"EPS"	:	Earnings per Share
"FY" or "Financial Year"	:	Financial year ended or, as the case may be, ending 31 December
"Group"	:	The Company and its Subsidiaries from time to time
"Latest Practicable Date"	:	25 March 2024, being the latest practicable date prior to uploading of this Appendix on SGXNet and the Company's website
"Market Day(s)"	:	A day or days on which the SGX-ST is open for securities trading
"Market Purchase(s)"	:	Has the meaning as ascribed in Paragraph 2.3.3 of this Appendix
"Maximum Price"	:	Has the meaning ascribed to it in Paragraph 2.3.4 of this Appendix
"MYR"	:	Ringgit Malaysia
"NAV"	:	Net asset value
"Notice of AGM"	:	Has the meaning ascribed to it in Paragraph 1.1 of this Appendix
"NTA"	:	Net tangible assets of the Group
"Off-Market Purchases"	:	Has the meaning ascribed in Paragraph 2.3.3 of this Appendix
"Ordinary Resolution"	:	The ordinary resolution in relation to the proposed renewal of the Share Buyback Mandate as set out in the Notice of AGM
"PDPA"	:	The Personal Data Protection Act 2012 of Singapore as amended, modified, or supplemented from time to time

DEFINITIONS

"Proxy Form"	:	The proxy form in respect of the AGM as set out in Annual Report for FY2023
"Relevant Period"	:	The period commencing from the date on which the resolution in relation to the proposed renewal of the Share Buyback Mandate is passed at the general meeting and expiring on the earliest of the date the next AGM is held or is required by law to be held, or the date on which the Share Buyback is carried out to the full extent mandated, or the date the said mandate is revoked or varied by the Company in a general meeting
"Securities Account"	:	A securities account maintained by a Depositor with CDP, but does not include a securities sub-account maintained with a Depository Agent
"Securities and Futures Act" or "SFA"	:	Securities and Futures Act 2001 of Singapore, as amended or modified from time to time
"SGX-ST"	:	Singapore Exchange Securities Trading Limited
"Share Buyback"	:	The purchase or acquisition of issued Share(s) by the Company pursuant to the terms of the Share Buyback Mandate
"Share Buyback Mandate"	:	The general mandate to enable the Company to purchase or otherwise acquire its Shares
"Shareholders"	:	Registered holders of Shares in the register of members of the Company, except where the registered holder is CDP, in which case the term "Shareholders" shall, in relation to such shares, mean the Depositors who have Shares entered against their name in the Depository Registry of CDP. Any reference to Shares held by or shareholdings of Shareholders shall include Shares standing to the credit of their respective Securities Accounts
"Shares"	:	Ordinary shares in the issued capital of the Company
"Subsidiaries"	:	The subsidiaries of the Company (as defined in Section 5 of the Companies Act) and "Subsidiary" shall be construed accordingly
"Substantial Shareholder"	:	A person who:- (a) has an interest or interests in one (1) or more voting shares (excluding treasury shares) in the Company; and (b) the total votes attached to that share, or those shares, is not less than 5% of the total votes attached to all the voting shares (excluding treasury shares) in the Company
"Take-over Code"	:	The Singapore Code on Take-overs and Mergers, as modified, supplemented or amended from time to time
"S\$" and "cents"	:	Singapore dollars and cents, respectively
"%"	:	Percentage or per centum

DEFINITIONS

The terms "**Depositor**", "**Depository Agent**" and "**Depository Register**" shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act. The terms "**subsidiary**", "**subsidiary holdings**" and "**treasury shares**" shall have the meanings ascribed to them in the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*. 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 and limited liability partnerships.

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the SFA, the Catalist Rules, the Take-over Code, or any modification thereof and not otherwise defined in the Appendix shall, where applicable, have the same meaning assigned to it under the Companies Act, the SFA, the Catalist Rules, or the Take-over Code or such modification thereof, as the case may be, unless the context otherwise requires.

Any reference to a time of day in this Appendix is made by reference to Singapore time unless otherwise stated.

Any discrepancies in the tables included in this Appendix between the listed amounts and the totals thereof and/or the respective percentages are due to rounding. Accordingly, figure shown as totals in certain tables in this Appendix may not be an arithmetic aggregation of the figures that precede them. Where applicable, figures and percentages are rounded to the nearest two decimal places.

Unless otherwise stated, all conversions in this Appendix between MYR and S\$ shall be based on the exchange rate of MYR3.5093 to S\$1.00 as at the Latest Practicable Date. This exchange rate should not be construed as a representation that the MYR amounts could have been, or could be, converted into S\$ at the rate stated, or at all, and *vice versa*.

LETTER TO SHAREHOLDERS

5E RESOURCES LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 202136285K)

Directors:

Loo Sok Ching (Chairperson and Executive Director)
Lim Te Hua (Executive Director and Chief Executive Officer)
Shankar Narasingam (Executive Director and Chief Operating Officer)
Wong Chee Meng Lawrence (Lead Independent Director and Non-Executive Director)
Kam Chai Hong (Independent and Non-Executive Director)
Siow Chin How (Independent and Non-Executive Director)
Wang Han Lin (Independent and Non-Executive Director)

Registered Office:

30 Cecil Street #19-08
Prudential Tower
Singapore 049712

8 April 2024

To: The Shareholders of 5E Resources Limited

Dear Sir / Madam,

RENEWAL OF THE SHARE BUYBACK MANDATE

1. INTRODUCTION

1.1 AGM

We refer to the notice of the 2024 AGM dated 8 April 2024 ("**Notice of AGM**") to the Shareholders of the Company accompanying the Annual Report convening the 2024 AGM and Resolution 8 under the heading of "Special Business" set out in the Notice of AGM in relation to the proposed renewal of the Share Buyback Mandate.

1.2 PURPOSE OF THIS APPENDIX

The purpose of this Appendix is to provide Shareholders with details in respect of the proposed renewal of the Share Buyback Mandate and to seek Shareholders' approval for the resolution in respect thereof to be tabled at the 2024 AGM.

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

1.3 Legal Adviser

The Company has appointed Donaldson & Burkinshaw LLP as its legal adviser in connection with the proposed renewal of the Share Buyback Mandate.

2. THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

2.1 INTRODUCTION

Any purchase or acquisition of Shares by the Company would have to be made in accordance with, and in the manner prescribed by, the Companies Act, the Catalyst Rules and such other laws and regulations as may, for the time being, be applicable. The Company is also required to obtain the approval of its Shareholders at a general meeting if it wishes to purchase or acquire its own Shares. Accordingly, approval is being sought from Shareholders at the 2024 AGM for the renewal of the Share Buyback Mandate.

At the 2023 AGM, Shareholders had approved the adoption of the Share Buyback Mandate to enable the Company to purchase or otherwise acquire its Shares. The rationale for the authority and limitations on, and the financial effects of, the Share Mandate Buyback Mandate were set out in the appendix to the Company's notice of the 2023 AGM dated 5 April 2023.

LETTER TO SHAREHOLDERS

The Share Buyback Mandate will expire on the date of the forthcoming 2024 AGM. Accordingly, the Directors propose that the Share Buyback Mandate be renewed at the forthcoming 2024 AGM, to take effect until the conclusion of the next following AGM or such date as the next AGM is required by law to be held, unless prior thereto, the Share Buyback is carried out to the full extent mandated or the Share Buyback Mandate is revoked or varied by the Company in a general meeting.

2.2 Rationale for Share Buyback Mandate

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

- (a) the Directors are constantly seeking to increase Shareholders' value and to improve, *inter alia*, the return on equity of the Group. Amongst other corporate actions, Share Buybacks at the appropriate price level are one of the ways through which the return on equity of the Company may be enhanced;
- (b) the Share Buyback Mandate will give the Directors the flexibility to purchase or acquire Shares as and when circumstances permit;
- (c) the Share Buyback Mandate will provide the Company with greater flexibility in managing its capital and maximizing returns to its Shareholders. To the extent that the Company has capital and surplus funds which are in excess of its financial needs, taking into account its growth and expansion plans, the Share Buyback Mandate will facilitate the return of excess cash and surplus funds to Shareholders in an expedient, effective and cost efficient manner; and
- (d) the Directors further believe that a Share Buyback by the Company may help mitigate short-term market or price volatility, offset the effects of short-term share speculation or demand and bolster Shareholders' confidence.

The purchase or acquisition of Shares will only be undertaken if the Directors believe it can benefit the Company and its Shareholders. No purchase or acquisition of Shares will be made in circumstances which would or may have a material adverse effect on the listing status of the Shares on the SGX-ST, the liquidity and capital adequacy positions of the Company or the Group, or result in the Company being delisted from the SGX-ST.

2.3 Authority and Limits on the Share Buyback Mandate

The authority and limits placed on the purchases or acquisitions of Shares by the Company under the renewed Share Buyback Mandate are summarised below:

2.3.1 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 that may be purchased or acquired by the Company during the Relevant Period shall not exceed 10% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings, if any) as at the date of the AGM at which the proposed renewal of the Share Buyback Mandate was approved, unless the Company has, at any time during the Relevant Period, effected a reduction of its share capital in accordance with the applicable provisions of the Companies Act, or the court has, at any time during the Relevant Period, made an order under Section 781 of the Companies Act confirming the reduction of share capital of the Company, in which event the total number of issued Shares of the Company shall be taken to be the total number of issued 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.

Purely for illustrative purposes only, the total number of issued and paid-up Shares (excluding 5,412,700 treasury shares and subsidiary holdings) of the Company as at the Latest Practicable Date is 142,062,084 Shares. Assuming no further Shares are issued on or prior to the 2024 AGM, not more than 14,206,208 Shares (representing 10% of the total number of issued and paid-up Shares excluding 5,412,700 treasury shares and subsidiary holdings) as at that date may be purchased or acquired by the Company pursuant to the proposed renewed Share Buyback Mandate.

Shareholders should note that this limit of 10% is subject further to the public float requirement as set out in detail in Paragraph 2.10 of this Appendix.

LETTER TO SHAREHOLDERS

2.3.2 Duration of Authority

Purchases or acquisitions of Shares may be made, at any time and from time to time, by the Company on and from the date of the AGM at which the proposed renewal of the Share Buyback Mandate is approved, up to the earlier of:-

- (a) the conclusion of the next AGM or the date by which such AGM of the Company is held or required by law to be held;
- (b) the date on which the purchases and acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
- (c) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Shareholders in a general meeting.

The authority conferred on the Directors by the Share Buyback Mandate to purchase or acquire Shares may be renewed by the Shareholders in a general meeting of the Company, such as at the next AGM of the Company or at an extraordinary general meeting to be convened immediately after the conclusion or adjournment of the next AGM.

2.3.3 Manner of Purchases or Acquisitions of Shares

Purchases or acquisitions of Shares can be effected by the Company by way of:-

- (a) on-market purchases transacted on the SGX-ST or any other securities exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose of the Share Buyback ("**Market Purchase(s)**"); and/or
- (b) off-market purchases (if effected otherwise than on a securities exchange) in accordance with an "equal access scheme" as defined in Section 76C of the Companies Act ("**Off-Market Purchase(s)**").

In an Off-Market Purchase, the Directors may impose such terms and conditions which are not inconsistent with the Share Buyback Mandate, the Catalyst Rules, the Companies Act, the Constitution and other applicable laws and regulations, as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes.

Under the Companies Act, an Off-Market Purchase must satisfy all the following conditions:-

- (a) 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;
- (b) all of the abovementioned persons shall be given a reasonable opportunity to accept the offers made to them; and
- (c) the terms of all the offers shall be the same, except that there shall be disregarded, where applicable:-
 - (i) differences in consideration attributable to the fact that the offers may relate to Shares with different accrued dividends entitlements;
 - (ii) differences in consideration attributable to the fact that the offers may relate to Shares with different amounts remaining unpaid; and
 - (iii) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

LETTER TO SHAREHOLDERS

Pursuant to Rule 870 of the Catalist Rules, if the Company wishes to make an Off-Market Purchase in accordance with an equal access scheme, it must issue an offer document to all Shareholders containing at least the following information:-

- (a) the terms and conditions of the offer;
- (b) the period and procedures for acceptances;
- (c) the reasons for the proposed purchase or acquisition of Shares;
- (d) the consequences, if any, of the purchases or acquisitions of Shares by the Company that will arise under the Take-over Code or other applicable takeover rules;
- (e) whether the purchases or acquisitions of Shares, if made, would have any effect on the listing of the Shares on the SGX-ST;
- (f) details of any purchases or acquisitions of Shares made by the Company in the previous twelve (12) months (whether by way of Market Purchases or Off- Market Purchases), giving the total number of Shares purchased or acquired, the purchase price per Share or the highest and lowest prices paid for the purchases or acquisitions of Shares, where relevant, and the total consideration paid for the purchases or acquisitions of Shares; and
- (g) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

2.3.4 Purchase Price

The purchase price (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) to be paid for a Share purchased or acquired pursuant to the Share Buyback Mandate will be determined by the Directors, provided that such purchase price must not exceed:-

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

(the "**Maximum Price**") in either case, excluding related expenses of the purchase or acquisition.

For the above purposes of determining the Maximum Price:-

"Average Closing Price" means the average of the closing market prices of a Share over the last five (5) Market Days on the SGX-ST, on which transactions in the Shares were recorded, immediately preceding the date of the Market Purchase or, as the case may be, the date of the making of the offer (as defined below) 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.

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

2.4 Status of Purchased or Acquired Shares

Under Section 76B of the Companies Act, any Share purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to that Share will expire on such cancellation) unless such Share is held by the Company as treasury shares to the extent permitted in accordance with Section 76H of the Companies Act. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares.

LETTER TO SHAREHOLDERS

All Shares purchased or acquired by the Company (other than treasury shares held by the Company to the extent permitted under the Companies Act) will be automatically delisted by the SGX-ST, and (where applicable) the 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 purchase or acquisition of Shares by the Company, the Directors may decide whether the Shares purchased 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.

2.5 Treasury Shares

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

2.5.1 Maximum Holdings

The aggregate number of Shares held as treasury shares shall not at any time exceed 10% of the total number of issued Shares. Any Shares in excess of this limit shall be disposed of or cancelled in accordance with Section 76K of the Companies Act within six (6) months from the day the aforesaid limit is first exceeded or such further periods as ACRA may allow.

2.5.2 Voting and Other Rights

The Company cannot exercise any right in respect of the 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 distribution of assets to members of the Company 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 the treasury shares is allowed.

The treasury shares may be sub-divided or consolidated, so long as the total value of the treasury shares after such subdivision or consolidation is the same as the total value of the treasury shares before the sub-division or consolidation, as the case may be.

2.5.3 Disposal and Cancellation

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

- (a) sell the treasury shares (or any of them) for cash;
- (b) transfer the treasury shares (or any of them) for the purposes of or pursuant to any share scheme, whether for employees, Directors or other persons;
- (c) transfer the treasury shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the treasury shares (or any of them); or
- (e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

LETTER TO SHAREHOLDERS

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 (in each case, the “usage”), stating the following:-

- (a) the date of the usage;
- (b) the purpose of the usage;
- (c) the number of treasury shares comprised in the usage;
- (d) the number of treasury shares before and after the usage;
- (e) the percentage of the number of treasury shares comprised in the usage against the total number of issued shares (of the same class as the treasury shares) which are listed on the SGX-ST before and after the usage; and
- (f) the value of the treasury shares comprised in the usage.

2.6 Reporting Requirements

Within thirty (30) days of the passing of the Ordinary Resolution to approve the proposed renewal of the Share Buyback Mandate, the Company shall, pursuant to Section 76B(9)(a) of the Companies Act, lodge a copy of such resolution with ACRA.

In addition, the Company shall, under Section 76B(9)(b) of the Companies Act, notify ACRA in the prescribed form within thirty (30) days of any purchase or acquisition of Shares on the SGX-ST under the proposed renewed Share Buyback Mandate. Such notification shall include, *inter alia*, the details of the purchase or acquisition, the total number of Shares purchased or acquired by the Company, the number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued share capital before and after the purchase or acquisition of Shares and 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.

Rule 871 of the Catalist Rules specifies that a listed company shall notify the SGX-ST of all purchases or acquisitions of its shares not later than 9.00 a.m.:-

- (a) in the case of a Market Purchase, on the Market Day following the day on which the Market Purchase was made; or
- (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptance of the offer for the Off-Market Purchase.

The notification of such purchases or acquisitions of Shares to the SGX-ST shall be in the form of Appendix 8D of the Catalist Rules and shall include such details the SGX-ST may prescribe. The Company will 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.

2.7 Sources of Funds

In purchasing or acquiring its own Shares, the Company may only apply funds legally available for such purchase or acquisition as provided in the Constitution, the Catalist Rules and the applicable laws in Singapore.

The Company may not purchase or acquire its Shares for a consideration other than in cash or, in the case of a Market Purchase, for settlement otherwise than in accordance with the trading rules of the SGX-ST.

LETTER TO SHAREHOLDERS

It is an offence for a Director or an officer of the Company to approve or authorize the purchase or acquisition of Shares, knowing that the Company is not solvent. For this purpose, pursuant to Section 76F(4) of the Companies Act, a company is solvent if at the date of the payment referred to in Section 76F(1) of the Companies Act:-

- (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 12 months immediately after the date of the payment, the company will be able to pay its debts in full within the period of 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 in the normal course of business during the period of twelve (12) months immediately following the date of 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 or release, become less than the value of its liabilities (including contingent liabilities).

The Companies Act currently permits the Company to purchase or acquire its Shares out of capital, as well as from its distributable profits, so long as the Company is solvent (as defined in Section 76F(4) of the Companies Act).

The Company intends to use internal sources of funds or external borrowings or a combination of both to finance purchases or acquisitions of its Shares pursuant to the Share Buyback Mandate. The amount of funding required for the Company to purchase or acquire its Shares and the financial impact on the Company and the Group arising from such purchases or acquisitions of Shares will depend on, inter alia, the aggregate number of Shares purchased or acquired, the consideration paid at the relevant time, and the amount (if any) borrowed by the Company to fund the purchases or acquisitions. However, in considering the option of external financing, the Board will consider particularly the prevailing gearing level of the Group and the cost of such external financing. The Board will only make purchases or acquisitions of Shares pursuant to the Share Buyback Mandate in circumstances which they believe will not result in any material adverse effect to the financial position of the Company or the Group.

2.8 Financial Effects

The financial effects on the Company and the Group arising from purchases or acquisitions of Shares which may be made pursuant to the Share Buyback Mandate will depend on, inter alia, the number of Shares purchased or otherwise acquired, whether purchase or acquisition is made out of capital or profits, the purchase price 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 otherwise acquired are cancelled or held as treasury shares.

2.8.1 Key Assumptions

The financial effects set out in Paragraph 2.8 of this Appendix have been prepared based on the latest audited financial statements of the Company for the most recently completed financial year, being the financial year ended 31 December 2023, and on the following key assumptions:-

- (a) Purchase or Acquisition out of Capital and/or Profits

Pursuant to the Companies Act, any payment made by the Company in consideration of the purchase or acquisition of Shares by the Company may be made out of the Company's capital or profits, so long as the Company is solvent.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration (including brokerage, stamp duties, applicable goods and services tax and other related expenses) will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

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Where the consideration (including brokerage, stamp duties, applicable goods and services tax and other related expenses) paid by the Company for the purchase or acquisition of Shares is made out of capital, this will not reduce the amount available for the distribution of cash dividends by the Company. In determining whether the Company is solvent, the Directors must have regard to the most recently audited financial statements, other relevant circumstances, and may rely on valuations of assets or estimates of liabilities. In determining the value of the contingent liabilities, the Directors may take into account the likelihood of the contingency occurring, as well as any counter-claims by the Company.

(b) Number of Shares Purchased or Acquired

As at the Latest Practicable Date, the total number of issued and paid-up Shares (excluding 5,412,700 treasury shares and subsidiary holdings) of the Company is 142,062,084. Assuming no further Shares are issued on or prior to the 2024 AGM, not more than 14,206,208 Shares (representing 10% of the 142,062,084 Shares in issue excluding 5,412,700 treasury shares and subsidiary holdings) as at that date may be purchased or acquired by the Company pursuant to the Share Buyback Mandate ("**Maximum Buyback Shares**").

(c) Aggregate Consideration Paid for Maximum Buyback Shares

Assuming that the Company purchases or acquires or made an offer to purchase the Maximum Buyback Shares, the maximum amount of funds (excluding related expenses of the purchase or acquisition) required for the purchase or acquisition of 14,206,208 Shares:

- (i) in the case of Market Purchases by the Company under the Maximum Price of S\$0.315 per Share (being the price equivalent to 5% above the Average Closing Price of the Shares over the last five Market Days on the SGX-ST preceding the Latest Practicable Date on which transactions in the Shares were recorded) is approximately S\$4.5 million (approximately MYR15.7 million (based on exchange rate of S\$1:MYR3.5093) as at the Latest Practicable Date).
- (ii) in the case of Off-Market Purchases by the Company under the Maximum Price of S\$0.360 per Share (being the price equivalent to 20% above the Average Closing Price of the Shares over the last five Market Days on the SGX-ST preceding the Latest Practicable Date on which transactions in the Shares were recorded) is approximately S\$5.1 million (approximately MYR17.9 million (based on exchange rate of S\$1:MYR3.5093) as at the Latest Practicable Date).

2.8.2 Illustrative Financial Effects

The financial effects of the purchases and acquisitions of Shares as set out below are purely for illustrative purposes only and do not reflect the actual financial performance or position of the Group. In particular, it is important to note that the financial analysis set out below are based on the audited consolidated financial statements for FY2023 and are not necessarily representative of future financial performance of the Group.

On the basis of the key assumptions set out in Paragraph 2.8.1 above and assuming the following:-

- (a) the purchase or acquisition of Shares is financed solely by internal source of funds;
- (b) transaction costs are disregarded; and
- (c) the Company had purchased or acquired Maximum Buyback Shares (representing 10% of its issued Shares (excluding treasury shares and subsidiary holdings) at the Latest Practicable Date),

the financial effects of the purchase or acquisition of 14,206,208 Shares by the Company pursuant to the Share Buyback Mandate on the audited financial statements of the Company and the Group for FY2023 are set out below.

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(a) Market Purchases of 10% issued Shares made entirely out of capital

	GROUP			COMPANY		
	Before Share Buyback	After Market Purchase	Purchased Shares Cancelled	Before Share Buyback	After Market Purchase	Purchased Shares held as Treasury Shares
As at 31 December 2023						
(MYR'000)						
Issued capital and reserves	25,727	10,023	25,727	84,977	69,273	84,977
Treasury shares	(857)	(857)	(16,561)	(857)	(857)	(16,561)
NTA attributable to Shareholders ⁽¹⁾	111,595	95,891	95,891	82,089	66,385	66,385
Current assets	76,183	60,479	60,479	26,714	11,010	11,010
Current liabilities	13,097	13,097	13,097	510	510	510
Working capital	63,086	47,382	47,382	26,204	10,500	10,500
Total borrowings ⁽²⁾	12,694	12,694	12,694	-	-	-
Cash and cash equivalents	62,450	46,746	46,746	867	(14,837)	(14,837)
Net profit/ (loss) attributable to Shareholders	21,561	21,561	21,561	7,527	7,527	7,527
('000)						
Treasury shares	956	956	15,163	956	956	15,163
Total outstanding number of Shares	146,518	132,312	132,312	146,518	132,312	132,312
Weighted average number of Shares	147,377	133,170	133,170	147,377	133,170	133,170
Financial Ratios						
NTA per Share ⁽³⁾ (cents)	76.16	72.47	72.47	56.03	50.17	50.17
Gearing ratio ⁽⁴⁾ (times)	0.11	0.13	0.13	-	-	-
Current ratio (times)	5.82	4.62	4.62	52.38	21.59	21.59
EPS ⁽⁵⁾ (cents)	14.63	16.19	16.19	0.05	0.06	0.06

Notes:

- (1) NTA as disclosed above excludes non-controlling interests and intangible assets.
- (2) Total borrowings pertain to lease liabilities and bank borrowings.
- (3) NTA per Share equals to NTA attributable to Shareholders divided by the number of Shares outstanding as at 31 December 2023.
- (4) Gearing ratio represents total borrowing divided by total equity.
- (5) EPS is calculated based on net profit attributable to Shareholders and aggregated weighted average number of issued and paid-up Shares (excluding treasury shares).

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(b) Off-Market Purchases of 10% of issued Shares made entirely out of capital

	GROUP			COMPANY		
	Before Share Buyback	After Market Purchase	Purchased Shares Cancelled	Before Share Buyback	After Market Purchase	Purchased Shares held as Treasury Shares
As at 31 December 2023						
(MYR'000)						
Issued capital and reserves	25,727	78,780	25,727	84,977	67,030	84,977
Treasury shares	(857)	(857)	(18,804)	(857)	(857)	(18,804)
NTA attributable to Shareholders ⁽¹⁾	111,595	93,648	93,648	82,089	64,142	64,142
Current assets	76,183	58,236	58,236	26,714	8,767	8,767
Current liabilities	13,097	13,097	13,097	510	510	510
Working capital	63,086	45,139	45,139	26,204	8,257	8,257
Total borrowings ⁽²⁾	12,694	12,694	12,694	-	-	-
Cash and cash equivalents	62,450	44,503	44,503	867	(17,080)	(17,080)
Net profit/ (loss) attributable to Shareholders	21,561	21,561	21,561	7,527	7,527	7,527
('000)						
Treasury shares	956	956	15,163	956	956	15,163
Total outstanding number of Shares	146,518	132,312	132,312	146,518	132,312	132,312
Weighted average number of Shares	147,377	133,170	133,170	147,377	133,170	133,170
Financial Ratios						
NTA per Share ⁽³⁾ (cents)	76.16	70.78	70.78	56.03	48.48	48.48
Gearing ratio ⁽⁴⁾ (times)	0.11	0.14	0.14	-	-	-
Current ratio (times)	5.82	4.45	4.45	52.38	17.19	17.19
EPS ⁽⁵⁾ (cents)	14.63	16.19	16.19	0.05	0.06	0.06

Notes:

- (1) Total borrowings pertain to lease liabilities and bank borrowings.
- (2) NTA as disclosed above excludes non-controlling interests and intangible assets.
- (3) NTA per Share equals to NTA attributable to Shareholders divided by the number of Shares outstanding as at 31 December 2023.
- (4) Gearing ratio represents total borrowing divided by total equity.
- (5) EPS is calculated based on net profit attributable to Shareholders and aggregated weighted average number of issued and paid-up Shares (excluding treasury shares).

Shareholders should note that the financial effects illustrated above, based on the respective aforesaid assumptions, are for illustrative purposes only. In particular, it is important to note that the above analysis is based on the audited financial statements of the Company and the Group for FY2023, and is not necessarily representative of the future financial performance of the Company and the Group.

The actual impact will depend on the number and price of the Shares bought back. The Directors do not propose to exercise the Share Buyback Mandate to such an extent that it would have a material adverse effect to the financial position of the Company or the Group. The purchase of Shares will only be effected after assessing the relative impact of a share buyback taking into consideration both financial factors (such as cash surplus, debt position and working capital requirements) and non-financial factors (such as trading liquidity, share market conditions and performance of the Shares).

It should be noted that although the Share Buyback Mandate would authorize the Company to purchase or otherwise acquire up to 10% of the issued Shares, the Company may not necessarily purchase or acquire or be able to purchase or otherwise acquire the entire 10% of the issued Shares. In addition, the Company may cancel, or hold as treasury shares, all or part of the Shares purchased or otherwise acquired. The Company will take into account both financial and non-financial factors (for example, trading liquidity, stock market conditions and the performance of the Shares) in assessing the relative impact of a share purchase or acquisition before execution.

2.9 Take-over Implications Arising from Share Buybacks

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

2.9.1 Obligation to make a Take-over Offer

If, as a result of any purchase or acquisition by the Company of its Shares, the proportionate interest in the voting capital of the Company of a Shareholder and persons acting in concert with him/her increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code ("**Rule 14**") if such increase results in the 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.

2.9.2 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 Take-over Code presumes, *inter alia*, the following individuals and companies to be acting in concert with each other:-

- (a) a company with its parent company, subsidiaries, fellow subsidiaries, any associated companies of the foregoing companies, any company whose associated companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing for the purchase of voting rights;
- (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;

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- (e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and 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 them, 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 foregoing persons, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing persons and/or entities for the purchase of voting rights.

For this purpose, ownership or control of at least 20% but not more than 50% of the voting rights of a company will be regarded as the test of associated company status. The circumstances under which Shareholders, including Directors and persons acting in concert with them respectively, will incur an obligation to make a take-over offer under Rule 14 after a purchase or acquisition of Shares by the Company are set out in Appendix 2 of the Take-over Code.

2.9.3 Effect of Rule 14 and Appendix 2

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 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 such Directors and their concert parties hold 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 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 Take-over Code, a Shareholder not acting in concert with the Directors will not incur an obligation to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Buyback Mandate unless so required by the Companies Act.

The details of the shareholdings of the Directors and Substantial Shareholders of the Company as at the Latest Practicable Date are set out in Paragraph 3 below. Save as disclosed in Paragraph 3 below, the Directors and the Substantial Shareholders of the Company do not have any interest, whether direct or indirect, in the Shares.

The statements in this Appendix do not purport to be a comprehensive or exhaustive description of all implications that may arise under the Take-over Code. Shareholders who are in doubt as to whether an obligation to make a take-over offer under the Take-over Code would arise as a result of any purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate should consult the Securities Industry Council and/or their professional advisers and/or the relevant authorities at the earliest opportunity.

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2.9.4 Loo Sok Ching and persons acting in concert

As at the Latest Practicable Date, Loo Sok Ching holds 39,339,900 Shares, representing approximately 27.69% of the issued Shares (excluding treasury shares and subsidiary holdings). Loo Sok Ching and the following parties are presumed to be parties acting in concert pursuant to the Take-over Code:

- (a) Wong Kim Fatt, who is the spouse of Loo Sok Ching, who holds approximately 21.30% of the issued Shares (excluding treasury shares and subsidiary holdings); and
- (b) Ban Kim Wah, who is the younger brother of Wong Kim Fatt (who is the spouse of Loo Sok Ching), who holds approximately 11.90% of the issued Shares (excluding treasury shares and subsidiary holdings),

(Loo Sok Ching, Wong Kim Fatt and Ban Kim Wah shall collectively be referred to as the “**Relevant Shareholders**”)

As at the Latest Practicable Date, the Relevant Shareholders own or control an aggregate of 86,504,184 Shares representing approximately 60.89% of the total voting rights of the Company.

Based on the Register of Substantial Shareholders of the Company as at the Latest Practicable Date as set out in Paragraph 3 of this Appendix, as the Relevant Shareholders collectively hold more than 50% of the issued share capital of the Company, Rule 14 of the Take-over Code will not be triggered as a result of the increase in their shareholding percentage arising from the Share Buyback.

The Directors are not aware of any other Shareholders of the Company who would become obliged to make a take-over offer under Rule 14 of the Take-over Code if the Company undertakes, as permitted by the Share Buyback Mandate, Share Purchases up to the maximum limit of 10% of its Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date.

2.10 Listing Status of Shares on the SGX-ST

Rule 723 of the Catalist Rules requires a listed company to ensure that at least 10% of the total number of issued shares (excluding treasury shares, preference shares and convertible equity securities) in a class that is listed is at all times held by public shareholders.

The expression “**public**” is defined under the Catalist Rules as persons other than (a) the directors, chief executive officer, substantial shareholders or controlling shareholders of a company and its subsidiaries and (b) the associates (as defined in the Catalist Rules) of the persons described in paragraph (a).

As at the Latest Practicable Date, there are 33,087,300 Shares in the hands of the public, representing 23.29% of the issued Shares of the Company (excluding treasury shares). Assuming that the Company purchases its Shares through Market Purchases up to the full 10% limit pursuant to the proposed renewed Share Buyback Mandate from the public on the Latest Practicable Date, the number of Shares in the hands of the public would be reduced to 18,881,092 Shares, representing 14.77% of the issued Shares of the Company (excluding treasury shares).

As such, the Company is able to undertake purchases or acquisitions of its Shares up to the full 10% limit pursuant to the proposed renewed Share Buyback Mandate without affecting the listing status of the Shares on the SGX-ST. In any case, the Company will ensure that the number of Shares it purchases or acquires subsequently, whether pursuant to the Share Buyback Mandate or otherwise, will not result in the number of Shares remaining in the hands of the public to fall below 10% of the total number of issued shares of the Company (excluding treasury shares, preference shares and convertible equity securities) or to such a level as to cause trading illiquidity or to affect orderly trading.

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2.11 Timing of 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 proposed renewed Share Buyback Mandate at any time after a price-sensitive matter or development of a price-sensitive nature has occurred or has been the subject of consideration and/or a decision of the Board until such price sensitive information has been publicly announced. In particular, in line with the best practices on securities dealings set out in Rule 1207(19)(c) of the Catalist Rules, the Company will not purchase or acquire any Shares through Market Purchases or Off-Market Purchases during the period of one month before the announcement of the Company’s half-year and full-year financial results (if the Company does not announce its quarterly financial statements) and the period of two weeks immediately preceding the announcement of the Company’s financial statements for each of the first three quarters of the financial year and one month before the announcement of the Company’s full year financial statements (if the Company announces its quarterly financial statements, whether required by SGX-ST or otherwise), as the case may be, and ending on the date of announcement of the relevant financial results.

2.12 Share Buybacks in the previous twelve (12) months

Information on the Share Buyback carried out by the Company during the 12-month period immediately preceding the Latest Practicable Date is set out below:

Date of Share Buyback	Type of transaction	Total number of Shares purchased	Price paid per Share (S\$)	Total consideration (S\$)
25 September 2023	Market Purchase	109,800	0.23592	26,043.90
17 November 2023	Market Purchase	100,000	0.2525	25,397.64
27 November 2023	Market Purchase	149,000	0.251678	37,719.10
28 November 2023	Market Purchase	332,000	0.255798	85,420.60
30 November 2023	Market Purchase	45,600	0.26	11,925.52
13 December 2023	Market Purchase	100,000	0.26445	26,599.62
26 December 2023	Market Purchase	120,000	0.26842	32,398.62
12 March 2024	Market Purchase	700,000	0.282999	198,720.13
13 March 2024	Market Purchase	386,300	0.285588	110,668.55
14 March 2024	Market Purchase	50,000	0.29	14,584.95
15 March 2024	Market Purchase	600,000	0.298679	179,769.06
18 March 2024	Market Purchase	420,000	0.3	126,395.02
19 March 2024	Market Purchase	700,000	0.3016	211,781.61
20 March 2024	Market Purchase	600,000	0.3	180,564.14
21 March 2024	Market Purchase	700,000	0.299485	210,296.48
25 March 2024	Market Purchase	300,000	0.296580	89,397.18

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3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of the Directors and Substantial Shareholders before and after the Share Buyback pursuant to the Share Buyback Mandate, assuming (i) the Company purchases and cancels the Maximum Buyback Shares and (ii) there is no change to the number of Shares (whether direct or deemed) held by each of the Directors and Substantial Shareholders as at the Latest Practicable Date, are set out below:-

	As at the Latest Practicable Date ⁽¹⁾						After the Share Buyback
	Direct Interest		Deemed Interest		Total Interest		Total Interest ⁽³⁾
	Number of Shares	%	Number of Shares	%	Number of Shares	%	%
Directors							
Loo Sok Ching ⁽²⁾	39,339,900	27.69	47,164,284	33.20	86,504,184	60.89	67.66
Lim Te Hua	15,888,522	11.18	-	-	15,888,522	11.18	12.43
Shankar Narasingam	6,582,078	4.63	-	-	6,582,078	4.63	5.15
Wong Chee Meng Lawrence	-	-	-	-	-	-	-
Kam Chai Hong	-	-	-	-	-	-	-
Siow Chin How	-	-	-	-	-	-	-
Wang Han Lin	-	-	-	-	-	-	-
Substantial Shareholders (other than Directors)							
Ban Kim Wah ⁽²⁾	16,901,988	11.90	69,602,196	48.99	86,504,184	60.89	67.66
Wong Kim Fatt ⁽²⁾	30,262,296	21.30	56,241,888	39.59	86,504,184	60.89	67.66

Notes:

- (1) Based on 142,062,084 Shares in issue (excluding 5,412,700 Shares held as treasury shares and subsidiary holdings) as at the Latest Practicable Date.
- (2) Wong Kim Fatt is the spouse of Loo Sok Ching and Ban Kim Wah is the younger brother of Wong Kim Fatt. Accordingly, pursuant to Section 7 of the Companies Act and Section 4 of the SFA, Loo Sok Ching, Wong Kim Fatt and Ban Kim Wah are deemed to have an interest in the Shares held by one another.
- (3) Assuming the Company purchases and cancels or acquires the Maximum Buyback Shares, being 14,206,208 Shares pursuant to the Share Buyback Mandate, the percentage after the Share Buyback is calculated based on 127,855,876 Shares.

4. TAX IMPLICATIONS

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

5. DIRECTORS' RECOMMENDATION

The Directors are of the opinion that the proposed renewal of the Share Buyback Mandate is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of Ordinary Resolution 8 relating to the proposed renewal of the Share Buyback Mandate (set out in the Notice of AGM) to be proposed at the AGM.

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6. ACTIONS TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the AGM and wish to appoint a proxy to attend, speak and vote on their behalf should complete, sign and return the attached proxy form in accordance with the instructions printed thereon and as soon as possible and, in any event, so as to arrive at the registered office of the Company located at 30 Cecil Street #19-08 Prudential Tower Singapore 049712 or via email to shareregistry@incorp.asia by 10:00 a.m. on 20 April 2024 (being seventy-two (72) hours before the time set for holding the AGM of the Company). The completion and return of a proxy form by a Shareholder does not preclude him/her from attending and voting in person at the AGM if he/she wishes to do so, in place of his/her proxy.

7. 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 Share Buyback 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 Appendix misleading.

Where information in the 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.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Subject to prevailing regulations, orders, advisories and guidelines relating to safe distancing which may be implemented by the relevant authorities from time to time, copies of the following documents are available for inspection at the registered office of the Company at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712, during normal business hours from the date of this Appendix up to and including the date of the AGM:

- (i) the Constitution of the Company; and
- (ii) the Annual Report of the Company for the financial year ended 31 December 2023.

Yours faithfully

For and on behalf of the Board of
5E Resources Limited

Loo Sok Ching
Chairperson and Executive Director

8 April 2024