



COSCO SHIPPING INTERNATIONAL (SINGAPORE) CO., LTD.

(Company Registration Number: 196100159G)

(Incorporated in the Republic of Singapore)

PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE

1. INTRODUCTION

1.1 The board (the “**Board**” or “**Directors**”) of COSCO SHIPPING International (Singapore) Co., Ltd. (the “**Company**”) wishes to announce that the Company is proposing to undertake a renounceable non-underwritten rights issue (the “**Rights Issue**”) to raise gross proceeds of approximately S\$273.2 million.

1.2 The principal terms of the Rights Issue are summarised below:

Issue Price : S\$0.122 per Rights Share

Number of new shares to be issued : Up to 2,239,244,954 new ordinary shares in the capital of the Company to be issued pursuant to the Rights Issue (the “**Rights Shares**”)

Discount : The Issue Price represents a discount of approximately:

(i) 9.6% to the last transacted price of the shares in the Company (the “**Shares**”) on the Main Board of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) of S\$0.135 per Share on 15 August 2024, being the last trading day on which trades were done on the Shares prior to this announcement (the “**Last Trading Day**”); and

(ii) 5.4% to the theoretical ex-rights price of S\$0.129 per Share.

The Issue Price and discounts have been determined after taking into account various factors including precedent transactions and the transaction size.

Allotment Ratio : One (1) Rights Share for every one (1) existing Share held by Entitled Shareholders (as defined below) as at a time and date to be determined by the Directors at and on which the register of members and share transfer books of the Company will be closed to determine the provisional allotments of Rights Shares of Entitled Shareholders under the Rights Issue (the “**Record Date**”).

Use of Proceeds : Please refer to paragraph 3.2 below.

Rationale of the Issue : Please refer to paragraph 2 below.

1.3 The Company has appointed China Construction Bank Corporation Singapore Branch (“**CCBSB**”) as the Manager for the Rights Issue.

- 1.4 As at the date of this announcement, China COSCO SHIPPING Corporation Limited (“**China COSCO SHIPPING**”), through its wholly-owned subsidiary, China Ocean Shipping Company Limited (“**COSCO Group**”), has an interest in 1,194,565,488 Shares representing approximately 53.35% of the existing issued share capital of the Company (the “**Relevant Shares**”). To demonstrate their commitment and vote of confidence in the Company and the Rights Issue, COSCO Group has agreed to furnish the Irrevocable Undertaking (as defined in paragraph 4.2 below) to the Company pursuant to which COSCO Group will irrevocably undertake to the Company, *inter alia*, to (i) vote in favour of the resolution to approve the Rights Issue and the issue of the Rights Shares (the “**Proposed Resolution**”), (ii) subscribe for or procure the subscription of its *pro rata* entitlement to the Rights Shares in relation to the Relevant Shares, and (iii) subscribe for or procure the subscription of up to 1,044,679,466 excess Rights Shares (which means the Rights Shares represented by provisional allotments of Rights Shares not accepted (whether by the persons to which the Rights Shares are provisionally allotted or by the purchasers of “nil-paid” rights), taken up or allotted for any reason. No commission or fee will be paid to COSCO Group in connection with the Irrevocable Undertaking to be provided by it.
- 1.5 In order for COSCO Group to subscribe for the Rights Shares, it has to comply with the filing requirements with the National Development and Reform Commission and the Ministry of Commerce of the People’s Republic of China (collectively the “**Filings**”), which are required for COSCO Group to increase its overseas investment in the Company through subscribing for the Rights Shares. Based on People’s Republic of China legal advice, the Filings are not considered to be applications or approvals but are procedural processes which will take approximately 2 to 3 months to complete. The Company will disclose via SGXNet the completion of the Filings with the National Development and Reform Commission and the Ministry of Commerce, as well as the receipt of the Irrevocable Undertaking from COSCO Group prior to the commencement of the subscription period for the Rights Issue.
- 1.6 The Rights Issue is subject to, *inter alia*, the Filings being completed, the Irrevocable Undertaking being provided by COSCO Group to the Company, the approval of the Shareholders at an extraordinary general meeting (the “**EGM**”) to be convened by the Company and the receipt of applicable approvals from Singapore Exchange Securities Trading Limited (“**SGX-ST**”).
- 1.7 In view of the Irrevocable Undertaking to be provided by COSCO Group, the Company will have the certainty of raising the full S\$273.2 million contemplated from the Rights Issue and has decided to proceed with the Rights Issue on a non-underwritten basis. Accordingly, the Rights Issue is conditional upon the receipt of the Irrevocable Undertaking from COSCO Group.

2. **RATIONALE FOR THE RIGHTS ISSUE**

The Company is undertaking the Rights Issue to finance its business expansion plan and also to strengthen its current financial position.

2.1 Business expansion plan

The Company’s vision for growth is to become the best integrated logistics services company in the South and Southeast Asia region. Through the business platform of its wholly-owned subsidiary, Cogent Holdings Pte. Ltd. (“**Cogent**”), the Company is evaluating potential acquisition and investment opportunities. In addition to the existing logistics network in Singapore and Malaysia, the Company is studying the construction or acquisition of additional logistics infrastructure such as warehouses, trailer fleets and depots in Singapore, Malaysia, Thailand and other parts of Southeast Asia to lay a better foundation for the Company’s future growth.

In recent years, with the development of the digital economy and the emergence of new modes of e-commerce, the traditional supply chain is gradually transforming into digital supply chain. The Company aims to provide customers with more diversified supply chain products and solutions, and enhance the Company's salient role in logistics infrastructure resources and operation management in the Southeast Asia region, opening up a broader ambit for the Company's future business development. The Company is confident and will continue to promote its digital supply chain strategies in Singapore and Southeast Asia.

The development of Jurong Island Logistics Hub ("JILH") Phase II will continue to enhance the Company's logistics business capability which will enable the Company to better provide integrated logistics services and digital supply chain solutions.

2.2 Strengthen financial position

The Rights Issue enables the Company to strengthen its equity base and leverage ratio. This will provide the Company with greater flexibility to manage its financing needs and reduce the cost of borrowing. Subject to its expansion requirement, the Company may also from time to time, in the interim of the proceeds from the Rights Issue being deployed into the various acquisitions and/or investment opportunities, use the proceeds from the Rights Issue to reduce its level of borrowing, to better manage its cost of borrowing.

Accordingly, the Rights Issue will enable the Company to increase its capabilities in the allocation of logistics resources as well as delivery capabilities in supply chain services with a view to increasing business revenues, enhancing cash flow, optimizing debt capital structure, decreasing financing costs and leverage ratio. These will enhance the Group's competitiveness and will put the Group in a better position to pursue its future plans, thereby enhancing shareholder returns.

3. **THE RIGHTS ISSUE**

3.1 Size of Rights Issue

As at the date of this announcement:

- 3.1.1 the issued share capital of the Company comprises 2,239,244,954 Shares (the "**Existing Share Capital**");
- 3.1.2 the Company does not have any treasury shares; and
- 3.1.3 there is no outstanding share options exercisable into Shares under the COSCO SHIPPING Group Executives Share Option Scheme 2020.

Therefore, as at the Record Date, assuming that there is no change in the Existing Share Capital and the number of Shares in issue is 2,239,244,954, on the basis that the Rights Issue is one (1) Rights Share for every one (1) existing Share held by Shareholders, the Company will allot and issue 2,239,244,954 Rights Shares under the Rights Issue.

3.2 Use of Proceeds

- 3.2.1 The estimated amount of the gross proceeds from the Rights Issue is approximately S\$273.2 million. The estimated net proceeds from the Rights Issue (after deducting estimated expenses of approximately S\$1.0 million to be incurred in connection with the Rights Issue) is expected to be approximately S\$272.2 million.

3.2.2 The Company intends to utilize the entire net proceeds from the Rights Issue of S\$272.2 million as follows:

- (a) approximately S\$142.2 million to partially fund the construction or acquisition of logistics infrastructure and investment opportunities including the development of JILH Phase II; and
- (b) approximately S\$130.0 million to repay bank borrowings.

3.2.3 JILH

The development of JILH is carried out by Cogent Jurong Island Pte. Ltd. (“CJI”), a wholly owned subsidiary of the Company. JILH, when fully developed, will be a multi-purpose logistics hub to support the manufacturing operations on Jurong Island. It will occupy up to 6 hectares of land with a total built up area of approximately 150,000 square meters. The development of JILH is in 2 phases.

The development of JILH Phase I was completed in April 2021, occupying 3.5 hectares of land with approximately 87,500 square meters of corresponding built-up area. A lease of the land was granted by JTC Corporation to CJI for a term of 30 years commencing from 1 April 2017 with the authorised use of the land during the lease term for full-fledged empty and laden containers and International Organization for Standardization (ISO) tank containers, warehousing for general cargo and dangerous goods, and transportation and logistics supporting services, and engineering works, maintenance and servicing of own fleet of prime movers and trailers.

In relation to the development of JILH Phase II, which comprises 2.5 hectares of land with approximately 62,500 square meters of corresponding built-up area, CJI has completed the feasibility study report and risk assessment report, and has now appointed the relevant consultants.

As stated in paragraph 3.2.2(a) above, a portion of the Rights Issue proceeds will be used to partially fund the development of JILH Phase II. The balance of the funds required for this purpose will be obtained from internal resources and/or external financing as and when required.

3.2.4 As at 30 June 2024, the bank borrowings of the Group amounted to S\$170.0 million. In 1H2024, the Group’s interest on borrowings amounted to approximately S\$5.9 million.

3.2.5 Pending the deployment of the proceeds from the Rights Issue, the proceeds may be deposited with banks and/or financial institutions as the Directors may deem appropriate in the interests of the Group.

3.2.6 The Company will make periodic announcements on the utilisation of the proceeds from the Rights Issue, as the funds from the Rights Issue are materially disbursed and provide a status report on the use of the proceeds from the Rights Issue in the Company’s annual report, in accordance with the rules of the Listing Manual.

4. **IRREVOCABLE UNDERTAKING**

4.1 As at the date of this announcement, China COSCO SHIPPING has an interest in 1,194,565,488 Shares through its wholly-owned subsidiary, COSCO Group, representing approximately 53.35% of the Existing Share Capital, being the Relevant Shares.

4.2 COSCO Group has agreed, subject to the completion of the Filings set out in paragraphs 1.5 and 1.6, to furnish to the Company an irrevocable undertaking (the “**Irrevocable Undertaking**”), pursuant to which it will irrevocably undertake to the Company to, *inter alia*:

4.2.1 subscribe and pay in full for, or procure the subscription and payment in full of, its *pro rata* entitlement under the Rights Issue in relation to the Relevant Shares (the “**Undertaken Pro Rata Rights Shares**”);

4.2.2 subscribe and pay in full for, or procure the subscription and payment in full of, up to 1,044,679,466 Excess Rights Shares (the “**Undertaken Excess Rights Shares**”); and

4.2.3 to the extent not prohibited under applicable laws and regulations (including the Listing Manual), to vote or procure the voting of all the Relevant Shares in favour of the Proposed Resolution.

Allocations of Excess Rights Shares to other Shareholders will rank in priority before allocations of the Undertaken Excess Rights Shares to COSCO Group.

4.3 The Irrevocable Undertaking will be subject to and conditional upon, *inter alia*:

4.3.1 the receipt of the in-principle approval from the SGX-ST for the listing of and quotation for, the Rights Shares on the SGX-ST having been obtained and if such approval is granted subject to conditions, such conditions being acceptable to COSCO Group and the Company both acting reasonably, and such approval not having been withdrawn or revoked on or prior to the completion of the Rights Issue;

4.3.2 the approval of the Shareholders having been obtained at the EGM for the Proposed Resolution and the issue of the Rights Shares; and

4.3.3 the lodgement of the Offer Information Statement, together with all other accompanying documents (if applicable) in connection with the Rights Issue with the Monetary Authority of Singapore (“**MAS**”).

4.4 No commission or fee will be paid to COSCO Group in connection with the Irrevocable Undertaking to be provided by it.

4.5 In view of and conditional upon the Irrevocable Undertaking being provided by COSCO Group, the Company will have the certainty of raising the full S\$273.2 million contemplated from the Rights Issue and has decided to proceed with the Rights Issue on a non-underwritten basis.

4.6 The Company will disclose via SGXNet the completion of the Filings as well as the receipt of the Irrevocable Undertaking from COSCO Group prior to the commencement of the subscription period for the Rights Issue.

5. **MINIMUM AND MAXIMUM RESULTANT HOLDING AFTER THE RIGHTS ISSUE**

5.1 As stated above, as at the date of this announcement, China COSCO SHIPPING, through its wholly-owned subsidiary, COSCO Group, has an interest in the Relevant Shares.

5.2 COSCO Group’s Minimum Resultant Holding after the Rights Issue

Assuming that:

(1) there is no change in the number of Shares in which COSCO Group holds;

- (2) the number of Shares in issue as at the Record Date is 2,239,244,954;
- (3) all Rights Shares are subscribed for by the Shareholders and investors such that COSCO Group subscribes only for the Undertaken *Pro Rata* Rights Shares and is not required to subscribe for any Undertaken Excess Rights Shares pursuant to the Irrevocable Undertaking to be provided by it; and
- (4) 2,239,244,954 Rights Shares are allotted and issued,

COSCO Group would hold in aggregate 2,389,130,976 Shares, representing approximately 53.35% of the Shares in issue immediately following the Rights Issue (the “**Minimum Resultant Holding Scenario**”).

5.3 COSCO Group’s Maximum Resultant Holding after the Rights Issue

Assuming that:

- (1) there is no change in the number of Shares in which COSCO Group holds;
- (2) the number of Shares in issue as at the Record Date is 2,239,244,954;
- (3) there are no other shareholders subscribing for the Rights Shares, COSCO Group subscribes for the Undertaken *Pro Rata* Rights Shares and the maximum number of Undertaken Excess Rights Shares which it is required to subscribe for pursuant to the Irrevocable Undertaking to be provided by it; and
- (4) 2,239,244,954 Rights Shares are allotted and issued,

COSCO Group would hold in aggregate 3,433,810,442 Shares, representing approximately 76.67% of the Shares in issue immediately following the Rights Issue (the “**Maximum Resultant Holding Scenario**”).

5.4 Dilution effect

For illustrative purposes, the dilution effect to the shareholdings of the existing Shareholders after the issue of the Rights Shares is as set out below:

	Current Shareholding		After completion of the Rights Issue			
	No. of Shares	% ⁽¹⁾	No. of Shares under the Minimum Resultant Holding Scenario	% ⁽²⁾	No. of Shares under the Maximum Resultant Holding Scenario	% ⁽²⁾
COSCO Group	1,194,565,488	53.35	2,389,130,976	53.35	3,433,810,442	76.67
Other Shareholders	1,044,679,466	46.65	2,089,358,932	46.65	1,044,679,466	23.33
Total	2,239,244,954	100.00	4,478,489,908	100.00	4,478,489,908	100.00

Notes:

- (1) Based on a total of 2,239,244,954 Shares in issue as at the date of this announcement. The Company does not have any treasury shares as at the date of this announcement.
- (2) Based on a total of 4,478,489,908 Shares in issue immediately following completion of the Rights Issue, including 2,239,244,954 Rights Shares.

- 5.5 Under Rule 14.1 of the Take-over Code, where any person (defined to include any body corporate) who, together with persons acting in concert with that person, holds not less than 30% but not more than 50% of the voting rights of a company and such person, or any person acting in concert with him, acquires, in any period of six months, additional shares carrying more than one per cent. of the voting rights of the company, such person is required to make a mandatory general offer for all the shares in the company which the person and/or persons acting in concert do not already own or control.
- 5.6 As at the date of this announcement, the aggregate holdings of COSCO Group and its concert parties in the issued Shares exceed 50% of the total number of issued Shares. Accordingly, the fulfilment by COSCO Group of its obligations under the Irrevocable Undertaking to be provided by it would not incur a mandatory take-over obligation for the Shares under the Take-over Code by COSCO Group and its concert parties.

6. ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

The Company proposes to provisionally allot by way of rights to all Shareholders who are eligible to participate in the Rights Issue ("**Entitled Shareholders**"), which comprise Entitled Depositors and Entitled Scripholders (each as defined below).

Shareholders whose Shares are registered in the name of The Central Depository (Pte) Limited ("**CDP**") and whose securities accounts ("**Securities Accounts**") with CDP are credited with Shares as at 5.00 p.m. (Singapore time) on the Record Date ("**Depositors**") will be provisionally allotted entitlements to the Rights Shares on the basis of the number of Shares standing to the credit of their Securities Accounts with CDP as at the Record Date. "**Entitled Depositors**" are Depositors whose registered addresses with CDP are in Singapore as at the Record Date or who have, at least three market days prior to the Record Date, provided CDP with addresses in Singapore for the service of notices and documents.

Duly completed and stamped transfers (in respect of Shares not registered in the name of CDP) together with all relevant documents of title received up to 5.00 p.m. (Singapore time) on the Record Date by the Company's Share Registrar, Tricor Barbinder Share Registration Services at 9 Raffles Place #26-01 Republic Plaza Singapore 048619 will be registered to determine the provisional entitlements to Rights Shares of the transferee (a "**Scripholder**", which term shall include a person who is registered as a holder of Shares and whose share certificates are not deposited with CDP) under the Rights Issue. "**Entitled Scripholders**" are Scripholders whose registered addresses with the Company are in Singapore as at the Record Date or who have, at least three market days prior to the Record Date, provided the Company's Share Registrar with addresses in Singapore for the service of notices and documents.

For practical reasons and in order to avoid any violation of the securities legislation applicable in countries other than Singapore, the rights to the Rights Shares will **NOT** be offered to Shareholders with registered addresses outside Singapore as at the Record Date and who have not, at least three market days prior to the Record Date, provided CDP or the Company's Share Registrar, as the case may be, with addresses in Singapore for the service of notices and documents, subject to certain limited exceptions and/or unless otherwise reasonably determined by the Directors that the Rights Shares may be offered based on applicable securities legislation ("**Foreign Shareholders**"). Entitlements to provisional allotments of Rights Shares which would otherwise accrue to Foreign Shareholders will, if practicable, be sold "nil-paid" on the SGX-ST after dealings in the provisional allotments of Rights Shares commence, and the net proceeds arising therefrom will be dealt with in accordance with the terms set out in the offer information statement to be issued for the Rights Issue (the "**Offer Information Statement**").

Entitlements to subscribe for the Rights Shares will be renounceable and are expected to be tradeable on the Main Board of the SGX-ST over a period to be determined by the Directors in compliance with the rules of the SGX-ST Listing Manual. Entitled Shareholders will be at liberty to accept, decline, renounce or trade, in whole or in part, their provisional allotments of the Rights Shares and will be eligible to apply for Rights Shares in excess of their respective provisional allotments under the Rights Issue.

Entitlements which are not allotted or taken up for any reason will be aggregated and used to satisfy applications, if any, for Excess Rights Shares or otherwise disposed of or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company.

In the allotment of Excess Rights Shares, preference will be given to the rounding of odd lots. Directors, COSCO Group and substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board, will rank last in priority for the rounding of odd lots and allotment of Excess Rights Shares.

The terms and conditions of the Rights Issue are subject to such changes as the Directors may deem appropriate. The final terms and conditions of the Rights Issue will be contained in the Offer Information Statement to be despatched or, as the case may be, disseminated by the Company to Entitled Shareholders in due course.

7. **PRO FORMA FINANCIAL EFFECTS OF THE RIGHTS ISSUE**

For illustrative purposes only, the pro forma financial effects of the Rights Issue on the Group are set out in the Appendix to this announcement.

The pro forma financial effects are for illustrative purposes only and do not reflect the actual financial position of the Group after the Rights Issue.

8. **WORKING CAPITAL STATEMENT**

The Directors are of the opinion that after taking into consideration the Group's present bank facilities and internal resources, the working capital available to the Group is sufficient to meet its present requirements. Notwithstanding the present sufficiency of working capital, the Directors are of the opinion that the Rights Issue will strengthen the financial position and capital base of the Group. The Rights Issue will also provide Shareholders with an opportunity to maintain their *pro rata* equity shareholding in the Company. For the reasons outlined in paragraph 2 above, the Directors believe the Rights Issue is in the interest of the Group.

9. **APPROVALS**

9.1 Listing Approval

The Rights Issue is subject to the approval in-principle from the SGX-ST for the listing of and quotation for the Rights Shares on the Main Board of the SGX-ST. An application will be made to the SGX-ST for permission to deal in and for the listing of and quotation for the Rights Shares on the Main Board of the SGX-ST.

9.2 Offer Information Statement

The Rights Issue is subject to the lodgment of the Offer Information Statement together with all other accompanying documents (if applicable), to be issued by the Company in connection with the Rights Issue, by the Company with the MAS.

9.3 Other Approvals

The Rights Issue will be subject to and conditional upon, *inter alia*, the satisfaction of the following conditions precedent:

- (i) the approval of the Shareholders for the Proposed Resolution having been obtained at the EGM and not having lapsed or been withdrawn or revoked; and
- (ii) all other necessary waivers, consents and approvals from, *inter alia*, the SGX-ST and other third parties in connection with the Rights Issue having been obtained.

Where appropriate, further details will be disclosed in subsequent announcements.

9.4 General

The terms and conditions of the Rights Issue are subject to such changes as the Directors may deem appropriate. Further details of the Rights Issue will be made available in the Offer Information Statement to be despatched or, as the case may be, disseminated to Entitled Shareholders, or will be disclosed in subsequent announcements in due course.

10. **NOTIFICATION UNDER SECTION 309B OF THE SECURITIES AND FUTURES ACT 2001**

The provisional allotments of Rights Shares and the Rights Shares are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in the MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

11. **CIRCULAR**

The circular to Shareholders in respect of the Rights Issue, together with a notice of the EGM to be convened, will be despatched or, as the case may be, disseminated in due course to the Shareholders to provide details on the Rights Issue.

12. **DIRECTORS' RESPONSIBILITY STATEMENT**

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

13. **CAUTIONARY STATEMENT**

Shareholders are advised to exercise caution when dealing with their Shares or other securities of the Company. Shareholders should consult their professional advisors if they have any doubt about the actions they should take.

For and On Behalf of the Board

Gu Jing Song
Chairman and President
16 August 2024

IMPORTANT NOTICE

This announcement is for information only and does not constitute or form part of any offer or invitation to sell or issue or subscribe for, or any solicitation of any offer to acquire, any Rights Shares or to take up any entitlements to Rights Shares in any jurisdiction in which such an offer or solicitation is unlawful. No person should acquire any Rights Shares except on the basis of the information contained in an offer information statement to be lodged by the Company with the MAS. This announcement should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of applicable securities laws or regulations. The issue, exercise or sale of Rights Shares and the acquisition or purchase of the Rights Shares are subject to specific legal or regulatory restrictions in certain jurisdictions. The Company assumes no responsibility in the event there is a violation by any person of such restrictions.

The distribution of this announcement into jurisdictions other than Singapore may be restricted by law. Persons into whose possession this announcement and such other documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this announcement.

APPENDIX

PRO FORMA FINANCIAL EFFECTS

1. The pro forma financial effects of the Rights Issue as presented herein:
 - (i) are for illustrative purposes only and do not purport to be indicative or a projection of the results and financial position of the Group immediately after the completion of the Rights Issue;
 - (ii) are based on the audited consolidated financial statements of the Group for FY2023 in calculating the pro forma financial effects as at 31 December 2023;
 - (iii) are based on the unaudited condensed interim financial statements of the Group for 1H2024 in calculating the pro forma financial effects as at 30 June 2024;
 - (iv) are based on the Existing Share Capital and assume, for illustrative purposes only, that on or prior to the Record Date, the Company will issue up to 2,239,244,954 Rights Shares under the Rights Issue;
 - (v) assume that the Rights Shares had been allotted and issued on 31 December 2023 and 30 June 2024 in calculating the pro forma financial effects on share capital, net tangible assets (“NTA”) and gearing as at 31 December 2023 and 30 June 2024 respectively;
 - (vi) assume that the Rights Shares had been allotted and issued on 1 January 2023 and 1 January 2024 in calculating the pro forma financial effects on earnings per Share (“EPS”) for FY2023 and 1H2024 respectively;
 - (vii) assume that the amount of net proceeds from the issue of the Rights Shares, after deducting estimated expenses of approximately S\$1.0 million incurred in connection with the Rights Issue, is approximately S\$272.2 million and further assumes that all of the expenses for the Rights Issue are capitalised; and
 - (viii) assume that the net proceeds of S\$130.0 million from the Rights Issue will be utilized for repayment of some of the bank borrowings on 1 January 2023 and 1 January 2024 in calculating the pro forma financial effects on EPS for FY2023 and 1H2024 respectively.

2. Share Capital

	Number of Shares	S\$' million
Issued share capital ⁽¹⁾ as at the Record Date	2,239,244,954	270.6
Add: Rights Shares to be allotted and issued	2,239,244,954	272.2
Issued share capital after the Rights Issue	4,478,489,908	542.8

Note :

1. The Company does not have any treasury shares.

3. NTA

	As at 31 December 2023	As at 30 June 2024
<u>NTA</u>		
NTA before the Rights Issue (S\$' million)	469.4	474.0
Net proceeds from the Rights Issue (S\$' million)	272.2	272.2
NTA after adjusting for the Rights Issue (S\$' million)	741.6	746.2
<u>NTA per Share</u>		
Number of Shares before the Rights Issue	2,239,244,954	2,239,244,954
NTA per Share before the Rights Issue (cents) ⁽¹⁾	21.0	21.2
Number of Shares after the Rights Issue	4,478,489,908	4,478,489,908
NTA per Share after the Rights Issue (cents) ⁽¹⁾	16.6	16.7

Note:

- (1) NTA per Share = (Equity attributable to owners – Intangible assets - Goodwill) / Number of Shares outstanding (excluding treasury shares).

4. Gearing

	As at 31 December 2023	As at 30 June 2024
<u>Before the Rights Issue</u>		
Total net borrowings (S\$' million)	195.1	196.3
Total equity (S\$' million)	491.0	493.9
Net gearing (net of cash) (times) ⁽¹⁾	0.40	0.40
<u>After the Rights Issue</u>		
Total net Cash (S\$' million)	77.1	75.9
Total equity (S\$' million)	763.2	766.1
Net gearing (net of cash) (times) ⁽¹⁾	Net Cash	Net Cash

Note:

- (1) Net Gearing = (Gross Borrowings – Cash) / Total equity.

5. EPS

	Full year ended 31 December 2023	Half year ended 30 June 2024
<u>Before the Rights Issue</u>		
Profit attributable to owners of the Company (S\$' million)	1.9	2.3
Weighted average number of Shares (million)	2,239.2	2,239.2
Basic earning per Share before Rights Issue (cents) ⁽²⁾	0.08	0.10
Diluted earning per Share before Rights Issue (cents) ⁽²⁾	0.08	0.10
<u>After the Rights Issue</u>		
Profit attributable to owners of the Company (S\$' million) ⁽¹⁾	10.3	6.7
Weighted average number of Shares (excluding treasury shares) (million)	4,478.5	4,478.5
Basic earning per Share after Rights Issue (cents) ⁽²⁾	0.23	0.15
Diluted earning per Share after Rights Issue (cents) ⁽²⁾	0.23	0.15

Notes:

- (1) Includes assumed interest income arising from bank deposit of S\$142.2 million, calculated on a post-tax basis.
- (2) EPS = Profit attributable to owners of the Company / weighted average number of Shares outstanding (excluding treasury shares).