

This is an appendix to the Notice dated 4 April 2024 convening the Annual General Meeting of Venture Corporation Limited. See Explanatory Notes to Resolutions 9 and 10.

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



VENTURE CORPORATION LIMITED

(Incorporated in the Republic of Singapore)
Company Registration Number: 198402886H

LETTER TO SHAREHOLDERS

IN RELATION TO

(1) THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

(2) THE PROPOSED ADOPTION OF THE VENTURE CORPORATION

EXECUTIVES' SHARE OPTION SCHEME 2025

Directors:

Wong Ngit Liong (Executive Chairman)
Tan Seok Hoong @Mrs Audrey Liow (Lead Independent Director)
Kuok Oon Kwong (Independent Non-Executive Director)
Wong Yew Meng (Non-Independent Non-Executive Director)
Han Thong Kwang (Independent Non-Executive Director)
Yeo Siew Eng (Independent Non-Executive Director)
Chua Kee Lock (Independent Non-Executive Director)

Registered Office:

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Singapore 569873

4 April 2024

To: The Shareholders of Venture Corporation Limited

Dear Sir/Madam

1. INTRODUCTION

1.1 Background. We refer to:

- (a) Ordinary Resolution 9 relating to the proposed renewal of the Share Purchase Mandate; and
- (b) Ordinary Resolution 10 relating to the proposed adoption of the 2025 Scheme to be known as the "Venture Corporation Executives' Share Option Scheme 2025",

under the "Special Business" section of the notice dated 4 April 2024 convening the AGM.

1.2 Letter to Shareholders

The purpose of this Letter is to provide Shareholders with information relating to, and to seek Shareholders' approval for, Ordinary Resolutions 9 and 10 which will be tabled at the forthcoming AGM.

1.3 SGX-ST

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

1.4 Advice to Shareholders

Shareholders who are in any doubt as to the course of action they should take should consult their stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

1.5 Definitions

The capitalised terms used in this Letter shall have the meanings as defined in the Annexure to this Letter.

2. THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

2.1 Introduction

Shareholders had approved the renewal of the Share Purchase Mandate at the 2023 AGM. The authority and limitations of the Share Purchase Mandate were set out in the 2023 Letter to Shareholders and Ordinary Resolution 8 set out in the notice of the 2023 AGM.

The Share Purchase Mandate was expressed to take effect on the date of the passing of Ordinary Resolution 8 at the 2023 AGM, and will expire on the date of the forthcoming AGM to be held on 26 April 2024, unless renewed at such meeting or unless it is varied or revoked by the Company in general meeting (if such variation or revocation is made prior to the forthcoming AGM). Accordingly, Shareholders' approval is being sought for the renewal of the Share Purchase Mandate at the forthcoming AGM.

As at the Latest Practicable Date, the Company had purchased or acquired by way of Market Purchases (as set out in paragraph 2.3.3(a) below) an aggregate of 867,100 Shares pursuant to the Share Purchase Mandate approved by Shareholders at the 2023 AGM. The highest and lowest prices paid were S\$14.07 and S\$11.71 per Share respectively and the total consideration paid for all purchases was S\$11,167,359.38 excluding commission, brokerage and goods and services tax.

As at the Latest Practicable Date, 1,494,000 Shares that were purchased or acquired by the Company are held as Treasury Shares.

2.2 Rationale for the Share Purchase Mandate

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

- (a) in managing its business, the Group always strives to increase shareholder value by improving, *inter alia*, the ROE of the Group. A share purchase can enhance ROE;
- (b) the Share Purchase Mandate will give the Company the flexibility to, subject to market conditions, undertake purchases or acquisitions of its Shares at any time during the period when the Share Purchase Mandate is in force; and

- (c) in line with international practice, the Share Purchase Mandate will give the Company greater flexibility over management of capital and maximising returns to Shareholders. In particular, the Share Purchase Mandate will facilitate the return of funds, which are in excess of the Company's financial and investment needs, to Shareholders in an expedient and cost-efficient manner.

It should be noted that the purchase or acquisition of Shares pursuant to the Share Purchase Mandate will only be undertaken if it benefits the Company and Shareholders. No purchase or acquisition of Shares will be made in circumstances which would have (or may have) a material adverse effect on the financial position of the Company and the Group and/or affect the listing status of the Company on the SGX-ST.

While the Share Purchase Mandate would authorise a purchase or acquisition of Shares up to the said 5% limit described in paragraph 2.3.1 below, Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Purchase Mandate may not be carried out to the full 5% limit as authorised, and no purchases or acquisitions of Shares will be made in circumstances which would have (or may have) a material adverse effect on the financial position of the Group as a whole.

2.3 Authority and Limits of the Share Purchase Mandate

The authority and limitations placed on the Share Purchase Mandate, if renewed at the AGM, are the same as previously approved by Shareholders at the 2023 AGM, and are summarised below.

2.3.1 Maximum Number of Shares

The total number of Shares which may be purchased or acquired by the Company pursuant to the Share Purchase Mandate is limited to that number of Shares representing not more than 5% of the total number of issued Shares as at the date of the AGM at which the renewal of the Share Purchase Mandate is approved. Any subsidiary holdings and Shares which are held as Treasury Shares will be disregarded for purposes of computing the 5% limit.

Purely for illustrative purposes, on the basis of 290,143,477 Shares in issue as at the Latest Practicable Date (being 291,637,477 Shares in issue and disregarding 1,494,000 Treasury Shares), and assuming no further Shares are issued or repurchased and held as Treasury Shares, and that there are no subsidiary holdings, on or prior to the AGM, the purchase by the Company of up to the maximum limit of 5% of the total number of its issued Shares (excluding 1,494,000 Treasury Shares) will result in the purchase or acquisition of 14,507,173 Shares. As at the Latest Practicable Date, there are no subsidiary holdings.

2.3.2 Duration of Authority

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the date of the AGM at which the Share Purchase Mandate is approved, up to:

- (a) the date on which the next annual general meeting of the Company is held or required by law to be held;
- (b) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Company in general meeting; or

- (c) the date on which purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated,

whichever is the earliest.

2.3.3 Manner of Purchase or Acquisition of Shares

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

- (a) on-market purchases (“**Market Purchases**”), transacted on the SGX-ST through the SGX-ST’s trading system, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (b) off-market purchases (“**Off-Market Purchases**”) effected pursuant to an equal access scheme as defined in Section 76C of the Companies Act.

The Directors may impose such terms and conditions, which are not inconsistent with the Share Purchase Mandate, the Listing Manual and the Companies Act, as they consider to be fit and in the interests of the Company, in connection with or in relation to any equal access scheme or schemes.

An Off-Market Purchase must, however, satisfy all of the following conditions:

- (i) offers for the purchase or acquisition of Shares are to be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (ii) all of those persons have a reasonable opportunity to accept the offers made; and
- (iii) the terms of all the offers shall be the same, except that there must be disregarded: (1) differences in consideration attributable to the fact that offers relate to Shares with different accrued dividend entitlements; (2) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid; and (3) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

Under the Listing Manual, if the Company wishes to make an Off-Market Purchase in accordance with an equal access scheme, it must issue an offer document containing at least the following information:

- (1) terms and conditions of the offer;
- (2) period and procedures for acceptances; and
- (3) information required under Rules 883(2), (3), (4), (5) and (6) of the Listing Manual.

2.3.4 Purchase Price

The purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) to be paid for a Share will be determined by the Directors (or a committee as authorised by the Directors).

The price to be paid for the Shares must not exceed:

- (a) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- (b) in the case of an Off-Market Purchase, 110% of the Average Closing Price of the Shares,

in either case, excluding related expenses of the purchase or acquisition. For the above purposes:

“Average Closing Price” means the average of the Closing Market Prices (as defined herein) of the Shares for the five (5) consecutive Market Days on which the Shares were transacted on the SGX-ST immediately preceding the date of the Market Purchase by the Company, or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted in accordance with the Listing Manual for any corporate action during the relevant five-day period and the day on which the purchases are made or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

“Closing Market Prices” means the last dealt price for a Share transacted through the SGX-ST’s trading system as shown in any publication of the SGX-ST or other sources; and

“date of the making of the offer” means the date on which the Company makes an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

2.4 Status of Purchased Shares

Shares purchased or acquired by the Company are deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Shares will expire on such cancellation), unless such Shares are held by the Company as Treasury Shares. The total number of issued Shares will be reduced by the number of Shares purchased or acquired by the Company, which are cancelled and are not held as Treasury Shares.

2.5 Treasury Shares

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as Treasury Shares. Some of the provisions on Treasury Shares under the Companies Act are summarised below.

2.5.1 Maximum Holdings

The number of Shares held as Treasury Shares must not at any time exceed 10% of the total number of issued Shares.

2.5.2 Voting and Other Rights

The Company must not exercise any right in respect of Treasury Shares. In particular, the Company must not exercise any right to attend or vote at meetings and, for the purposes of the Companies Act, the Company is to be treated as having no right to vote and the Treasury Shares are to be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of Treasury Shares. However, the allotment of Shares as fully paid bonus Shares in respect of Treasury Shares is allowed. A subdivision or consolidation of any Treasury Share into Treasury Shares of a greater or smaller amount is also allowed so long as the total value of the Treasury Shares after the subdivision or consolidation is the same as before.

2.5.3 Disposal and Cancellation

Where Shares are held as Treasury Shares, the Company may at any time, but subject always to the provisions of the Take-over Code:

- (a) sell the Treasury Shares for cash;
- (b) transfer the Treasury Shares for the purposes of, or pursuant to, an employees' share plan;
- (c) transfer the Treasury Shares as consideration for the acquisition of shares in or assets of another company, or assets of a person;
- (d) cancel the Treasury Shares or 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 of Singapore.

Under the Listing Manual, an immediate announcement must be made of any sale, transfer, cancellation and/or use of Treasury Shares. Such announcement must include details such as the date of the sale, transfer and cancellation and/or use of such Treasury Shares, the purpose of such sale, transfer, cancellation and/or use of such Treasury Shares, the number of Treasury Shares which have been sold, transferred, cancelled and/or used, the number of Treasury Shares before and after such sale, transfer, cancellation and/or use, the percentage of the number of Treasury Shares against the total number of issued Shares outstanding (of the same class as the Treasury Shares) which are listed on the SGX-ST before and after such sale, transfer, cancellation and/or use, and the value of the Treasury Shares if they are used for a sale or transfer, or cancelled.

2.6 Source of Funds

The Company may purchase or acquire its own Shares out of capital, as well as from its distributable profits. The Company may use internal sources of funds, external borrowings or a combination of internal resources and external borrowings to finance the purchase or acquisition of its Shares. The Directors do not propose to exercise the Share Purchase Mandate in such a manner and to such an extent that it would materially and adversely affect the working capital, financial flexibility or investment ability of the Group.

2.7 Financial Effects

The financial effects on the Group arising from purchases or acquisitions of Shares which may be made pursuant to the Share Purchase Mandate will depend on, *inter alia*, whether the Shares are purchased or acquired out of profits and/or capital of the Company, the number of Shares purchased or acquired and the price paid for such Shares, and whether the Shares purchased or acquired are held in treasury or cancelled. The financial effects on the Group, based on the audited financial statements of the Group for the financial year ended 31 December 2023, are based on the assumptions set out below.

2.7.1 Purchase or Acquisition out of Profits and/or Capital

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's profits and/or capital 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 will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

2.7.2 Number of Shares Acquired or Purchased

Based on the number of issued Shares as at the Latest Practicable Date (and disregarding Treasury Shares), and on the assumptions set out in paragraph 2.3.1 above, the purchase by the Company of up to the maximum limit of 5% of the total number of its issued Shares (excluding 1,494,000 Treasury Shares) will result in the purchase or acquisition of 14,507,173 Shares.

2.7.3 Maximum Price Paid for Shares Acquired or Purchased

In the case of the Market Purchases by the Company and assuming that the Company purchases or acquires 14,507,173 Shares at the Maximum Price of S\$14.77 for one (1) Share (being the price equivalent to 105% of the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 14,507,173 Shares is S\$214,270,945.21.

In the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 14,507,173 Shares at the Maximum Price of S\$15.47 for one (1) Share (being the price equivalent to 110% of the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 14,507,173 Shares is S\$224,425,966.31.

2.7.4 Illustrative Financial Effects

The financial effects on the Group arising from purchases or acquisitions of Shares which may be made pursuant to the proposed Share Purchase Mandate will depend on, *inter alia*, whether the purchase or acquisition is made out of profits and/or capital, the aggregate number of Shares purchased or acquired, the consideration paid at the relevant time and whether the Shares purchased or acquired are cancelled or held in treasury.

For illustrative purposes only and on the basis of the assumptions set out in paragraphs 2.7.2 and 2.7.3 above, the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate on the audited financial statements of the Group for the financial year ended 31 December 2023 are set out below.

	Before Share Purchase S\$'000	Group After Market Purchase S\$'000	After Off-Market Purchase S\$'000
As at 31 December 2023			
Shareholder's Equity	2,834,107	2,619,836	2,609,681
NTA	2,193,417	1,979,146	1,968,991
Current assets	2,605,228	2,390,957	2,380,802
Current liabilities	696,714	696,714	696,714
Cash and cash equivalents	1,056,303	842,032	831,877
No. of issued and paid-up Shares	290,430,577	275,923,404	275,923,404
Financial Ratios			
NTA per Share (S\$)	7.55	7.17	7.14
NAV per Share (S\$)	9.76	9.49	9.46
Current Ratio (times)	3.74	3.43	3.42
Basic EPS (cents)	92.8	97.9	97.9
Return on Equity (%)	9.5	9.9	9.9

Notes:

- (1) The disclosed financial effects remain the same regardless of whether:
 - (a) the purchase of Shares is effected out of capital or profits; or
 - (b) the purchased Shares are held in treasury or cancelled.
- (2) NTA equals total net assets less intangible assets and goodwill.
- (3) The Share price of S\$14.77 was used in computing the financial effects of a Market Purchase.
- (4) The Share price of S\$15.47 was used in computing the financial effects of an Off-Market Purchase.

Shareholders should note that the financial effects set out above are based on the audited financial statements of the Group for the financial year ended 31 December 2023 and are for illustrative purposes only. The results of the Group for the financial year ended 31 December 2023 may not be representative of future performance.

Although the Share Purchase Mandate would authorise the Company to purchase or acquire up to 5% of the total number of its issued Shares (excluding Treasury Shares and subsidiary holdings), the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 5% of the total number of its issued Shares (excluding Treasury Shares and subsidiary holdings). In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased in treasury.

The Company will take into account both financial and non-financial factors (for example, stock market conditions and the performance of the Shares) in assessing the relative impact of a Share purchase or acquisition before its execution.

2.8 Listing Status of the Shares

The Listing Manual 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 the public. As at the Latest Practicable Date, approximately 86.25% of the total number of issued Shares (excluding Treasury Shares) are held by public Shareholders. Assuming that the Company had purchased or acquired Shares from the public up to the full 5% limit pursuant to the proposed Share Purchase Mandate on the Latest Practicable Date and these Shares had been held as Treasury Shares, the percentage of issued Shares held by public Shareholders would be reduced to approximately 85.53% of the total number of issued Shares (excluding Treasury Shares).

Accordingly, the Company is of the view that there is a sufficient number of Shares in issue held by public Shareholders which would permit the Company to undertake purchases or acquisitions of its Shares through Market Purchases up to the full 5% limit pursuant to the proposed Share Purchase Mandate without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or affect orderly trading.

2.9 Take-over Implications

Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note. 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 increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. Consequently, a Shareholder or a group of Shareholders acting in concert with a Director could obtain or consolidate effective control of the Company and become obliged to make an offer 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), cooperate, through the acquisition by any of them of shares in a company to obtain or consolidate effective control of that company.

Unless the contrary is established, the Take-over Code presumes, *inter alia*, the following individuals and companies to be persons acting in concert with each other:

- (a) the following companies:
 - (i) a company;
 - (ii) the parent company of (i);
 - (iii) the subsidiaries of (i);
 - (iv) the fellow subsidiaries of (i);
 - (v) the associated companies of any of (i), (ii), (iii) or (iv);
 - (vi) companies whose associated companies include any of (i), (ii), (iii), (iv) or (v);
 - (vii) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights; and
- (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).

The circumstances under which the shareholders (including the directors) and persons acting in concert with them respectively will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code, after a 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, the 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 Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or in the event that such Directors and their concert parties hold between 30% and 50% of the Company's voting rights, if the voting rights of such Directors and their concert parties would increase by more than 1% in any period of six (6) months. In calculating the percentages of voting rights of such Directors and their concert parties, Treasury Shares shall be excluded.

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 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 (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Purchase Mandate.

Based on Substantial Shareholder notifications received by the Company under Division 1, Part 7 of the SFA as at the Latest Practicable Date as set out in paragraph 4.2 below, the Substantial Shareholders would not become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code as a result of the purchase by the Company of the maximum limit of 5% of the total number of its issued Shares as at the Latest Practicable Date.

The Directors are not aware of any other Substantial Shareholder or Director who may become obligated to make a mandatory offer in the event that the Company purchases the maximum number of Shares under the Share Purchase Mandate.

Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Take-over Code as a result of any purchase or acquisition of Shares by the Company should consult the SIC and/or their professional advisers at the earliest opportunity.

2.10 Reporting Requirements

Within thirty (30) days of the passing of the Shareholders' resolution to approve the Share Purchase Mandate, the Company shall lodge a copy of such resolution with the Accounting and Corporate Regulatory Authority of Singapore ("ACRA").

Within thirty (30) days of a purchase of Shares on the SGX-ST or otherwise, the Company shall lodge with ACRA a notice of the purchase in the prescribed form, such notification including, the date of the purchase, the number of Shares purchased 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, the amount of consideration paid by the Company for the purchase, whether the Shares were purchased or acquired out of the profits or capital of the Company and such other particulars as may be required in the prescribed form.

The Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m. (a) in the case of a Market Purchase, on the Market Day following the day of purchase or acquisition of any of its shares, and (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer. Such announcement (which must be in the form of Appendix 8.3.1 of the Listing Manual) must include, *inter alia*, details of the date of the purchase, the total number of shares purchased, the number of shares cancelled, the number of shares held as treasury shares, the purchase price per share or the highest and lowest prices paid for such shares (as applicable), the total consideration (including stamp duties and clearing charges) paid or payable for the shares, the number of shares purchased as at the date of announcement (on a cumulative basis), the number of issued shares (excluding treasury shares and subsidiary holdings) and the number of treasury shares and subsidiary holdings held after the purchase.

2.11 No Purchases during Price Sensitive Developments

While the Listing Manual does not expressly prohibit any purchase or acquisition of shares by a listed company during any particular time or times, the Company will not undertake any purchase or acquisition of Shares pursuant to the proposed Share Purchase Mandate at any time after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information has been publicly announced.

In particular, the Company will not purchase or acquire any Shares through Market Purchases during the period commencing two weeks before the announcement of a performance update for the first and third quarters of the Company's financial year (if applicable) and the period of one (1) month before the announcement of the Company's half-year and full-year financial statements.

2.12 Tax Implications

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

3. THE PROPOSED ADOPTION OF THE VENTURE CORPORATION EXECUTIVES' SHARE OPTION SCHEME 2025

3.1 Venture Corporation Executives' Share Option Scheme

The Company has in place an executives' share option scheme known as the "Venture Corporation Executives' Share Option Scheme 2015" which was approved by the Shareholders of the Company at an extraordinary general meeting held on 25 April 2014 and which commenced on 1 January 2015. Subject to the rules of the 2015 Scheme, the maximum duration of the 2015 Scheme is for a period of ten (10) years commencing from 1 January 2015. Accordingly, the 2015 Scheme is due to expire on 31 December 2024.

The Company is proposing to adopt the 2025 Scheme, to be known as the "Venture Corporation Executives' Share Option Scheme 2025", to replace the 2015 Scheme at the AGM. The commencement date of the 2025 Scheme will be 1 January 2025. Information relating to the 2025 Scheme is set out herein.

The expiry of the 2015 Scheme and the adoption of the 2025 Scheme will not affect the rights of the holders of any Outstanding Options. Such Outstanding Options will, to the extent unexercised, continue to be exercisable in accordance with the rules of the 2015 Scheme.

The Outstanding Options will be exercisable, in whole or in part, during the exercise period applicable to that option and in accordance with the vesting schedule and the conditions (if any) applicable to that option. Such option may be exercised by the holder giving a notice in writing to the Company in accordance with the rules of the 2015 Scheme, accompanied by payment in cash for the aggregate exercise prices for the Shares for which that option is exercised. The exercise period and the exercise prices for each Share in respect of which an Outstanding Option is exercisable are set out in paragraph 3.5 below. The detailed rules of the 2015 Scheme can be found in the circular to Shareholders issued by the Company on 2 April 2014.

3.2 Existing RSP 2021

The Company also has in place a restricted share plan, known as the “Venture Corporation Restricted Share Plan 2021”, which was adopted at an annual general meeting of the Company held on 29 April 2021. The summary of the rules of the RSP 2021 was set out in paragraph 3.7 of the letter to Shareholders issued by the Company on 7 April 2021.

An Award under the RSP 2021 represents the right to receive fully paid Shares, their equivalent cash value or combinations thereof, free of charge. The Awards may be subject to vesting periods to encourage recipients selected by the Committee, in accordance with the rules of the RSP 2021, to continue serving the Group for a further period of time. The mode of settlement of the Awards to recipients may be by way of (a) an allotment and issue of New Shares; and/or (b) the delivery of existing Shares; and/or (c) subject to the prior approval of the Committee and at the Committee’s absolute discretion, payment of an equivalent cash value (after deduction of any applicable taxes and Central Provident Fund and/or other statutory contributions); and/or (d) a combination of (a), (b) and (c), in accordance with the rules of the RSP 2021.

3.3 Rationale for the 2025 Scheme

The Company proposes and seeks to implement the 2025 Scheme in order to achieve the following:

- (a) to encourage and foster Group Executives’ ownership, mindset and loyalty to the Group as well as align the interests of Group Executives with the interests of the Shareholders;
- (b) to motivate Group Executives to optimise their performance and maintain high levels of contribution to the Group’s performance and profitability; and
- (c) to attract and retain high performing Group Executives who can create value for the Group.

3.4 2025 Scheme as compared to the RSP 2021

Both the RSP 2021 and the 2025 Scheme will form an integral and important component of the Company’s incentive compensation plan. It is intended that the RSP 2021 and the 2025 Scheme will complement each other in the Company’s continuing efforts to reward, retain and motivate employees to achieve outstanding performance.

The RSP 2021, as stated in the letter to Shareholders dated 7 April 2021, contemplates the award of fully paid-up Shares to managers in senior or leadership positions in the Group as recognition for these Award recipients’ contributions and performance or upon these Award recipients having achieved performance and/or service conditions, or having made significant contributions to the performance, growth and profitability of the Group. In addition, outstanding employees and executive directors of the Company and selected subsidiaries who have contributed, directly or indirectly, to the growth of the Group, are also eligible to participate in the RSP 2021.

The proposed 2025 Scheme, as per the 2015 Scheme which it is intended to replace, will also be extended to the employees of the Group (including, for the avoidance of doubt, Group Executive Directors) with the aim, *inter alia*, of motivating these employees to optimise their performance standards and efficiency to maintain a high level of contribution to the Group. Under the 2025 Scheme, Options may be granted to employees subject to conditions specified by the Committee. The Options are exercisable in accordance with a vesting schedule and subject to the payment of the exercise price, as stated in paragraph 3.6.7 below.

The Company previously also had in place the Venture Corporation Executives' Share Option Scheme 2004 (the "**2004 Scheme**"), which was adopted by the Company on 30 April 2004 and expired on 30 April 2014, as well as the Venture Corporation Restricted Share Plan (the "**RSP 2011**") which was adopted by the Company on 28 April 2011 and expired on 27 April 2021. There are no outstanding options nor obligations to deliver on outstanding options under the 2004 Scheme. Certain Existing Awards granted to participants under the terms of the RSP 2011 are set out in paragraph 3.5 below.

Other than the RSP 2021 and the 2015 Scheme (which is proposed to be replaced by the 2025 Scheme), the Company does not have in place any other share plan or share scheme.

3.5 Outstanding Options and Existing Awards

As at the Latest Practicable Date:

- (a) there are 2,578,600 Outstanding Options granted to 572 participants under the 2015 Scheme to acquire up to an aggregate of 2,578,600 Shares, representing approximately 0.89% of the total number of issued Shares (excluding Treasury Shares);
- (b) an aggregate of 7,281,000 Shares, representing approximately 2.51% of the total number of issued Shares (excluding Treasury Shares), have been delivered upon exercise of options granted since the commencement of the 2015 Scheme;
- (c) no Outstanding Options have been granted to the Controlling Shareholders or Associates of such Controlling Shareholders;
- (d) there are Existing Awards granted to 24 participants under the RSP 2011 in respect of up to an aggregate of 354,000 Shares, representing approximately 0.12% of the total number of issued Shares (excluding Treasury Shares);
- (e) an aggregate of 870,000 Shares, representing approximately 0.30% of the total number of issued Shares (excluding Treasury Shares), have been delivered upon vesting of the awards granted under the RSP 2011 since the commencement of the RSP 2011;
- (f) there are Existing Awards granted to 27 participants under the RSP 2021 in respect of up to an aggregate of 263,500 Shares, representing approximately 0.09% of the total number of issued Shares (excluding Treasury Shares);
- (g) No Shares have been delivered upon vesting of the awards granted under the RSP 2021 since the commencement of the RSP 2021; and
- (h) no Existing Awards have been made to the Controlling Shareholders or Associates of such Controlling Shareholders.

Details of Outstanding Options granted to employees as at the Latest Practicable Date are as follows:

Date of grant	Exercise period	Exercise price (\$)	Number of Shares comprised in Outstanding Options	Number of Participants
19 June 2019	19 June 2020 to 18 June 2024	\$20.64 ^(a)	609,000	249
		\$18.99 ^(b)		
		\$16.51 ^(c)		
30 June 2020	30 June 2021 to 29 June 2025	\$20.18 ^(d)	622,500	271
		\$18.56 ^(e)		
		\$16.14 ^(f)		
30 June 2022	30 June 2025 to 29 June 2027	\$17.59 ^(g)	698,100	356
		\$16.75 ^(h)		
30 June 2023	30 June 2026 to 29 June 2028	\$15.71 ⁽ⁱ⁾	649,000	428
		\$14.96 ^(j)		

(a) If exercised between 19 June 2020 and 18 June 2021

(b) If exercised between 19 June 2021 and 18 June 2022

(c) If exercised between 19 June 2022 and 18 June 2024

(d) If exercised between 30 June 2021 and 29 June 2022

(e) If exercised between 30 June 2022 and 29 June 2023

(f) If exercised between 30 June 2023 and 29 June 2025

(g) If exercised between 30 June 2025 and 29 June 2026

(h) If exercised between 30 June 2026 and 29 June 2027

(i) If exercised between 30 June 2026 and 29 June 2027

(j) If exercised between 30 June 2027 and 29 June 2028

Details of Outstanding Options granted to Directors as at the Latest Practicable Date are as follows:

Name of Director	Date of grant	Number of Shares comprised in Outstanding Options	Number of Shares allotted pursuant to Options under the 2015 Scheme since the commencement of the 2015 Scheme
Wong Ngit Liong	19 June 2019	33,000	217,000
	30 June 2020	32,000	
	30 June 2022	28,000	
	30 June 2023	15,000	

Details of Existing Awards granted to employees under the RSP 2011 as at the Latest Practicable Date are as follows:

Date of Existing Awards	Number of Shares comprised in Existing Awards	Number of Existing Award recipients
20 June 2019	130,000	13
30 June 2020	100,000	13
19 January 2021	124,000	14

Details of Existing Awards granted to Directors under the RSP 2011 as at the Latest Practicable Date are as follows:

Name of Director	Date of grant of Existing Awards	Number of Shares comprised in Existing Awards	Number of Shares vested in respect of awards granted under the RSP 2011 since the commencement of the RSP 2011
Wong Ngit Liong	20 June 2019	20,000	180,000
	30 June 2020	16,000	
	19 January 2021	16,000	

Details of Existing Awards granted to employees under the RSP 2021 as at the Latest Practicable Date are as follows:

Date of Existing Awards	Number of Shares comprised in Existing Awards	Number of Existing Award recipients
30 June 2022	126,000	17
30 June 2023	137,500	24

Details of Existing Awards granted to Directors under the RSP 2021 as at the Latest Practicable Date are as follows:

Name of Director	Date of grant of Existing Awards	Number of Shares comprised in Existing Awards	Number of Shares vested in respect of awards granted under the RSP 2021 since the commencement of the RSP 2021
Wong Ngit Liong	30 June 2022	14,000	–
	30 June 2023	14,000	

Save as disclosed in this Letter, the Outstanding Options and Existing Awards as at the Latest Practicable Date are not subject to any material conditions other than as set out in the 2015 Scheme, the RSP 2011 and the RSP 2021 respectively.

3.6 Rules of the 2025 Scheme

A copy of the rules of the 2025 Scheme may be inspected at the registered office of the Company at 5006 Ang Mo Kio Avenue 5, #05-01/12 TECHplace II, Singapore 569873, during normal business hours from the date of this Letter up to and including the date of the AGM. A summary of the principal rules of the 2025 Scheme is set out below.

3.6.1 Eligibility of Participants

A Group Executive shall be eligible to participate in the 2025 Scheme at the absolute discretion of the Committee if he is:

- (a) a confirmed full-time employee of Exempt Staff level or above of the Company who has attained the age of twenty-one (21) years and has been in the full-time service of the Company for at least one (1) year on or prior to the Date of Grant; or
- (b) a confirmed full-time employee of Exempt Staff level or above of a subsidiary of the Company who has attained the age of twenty-one (21) years and has been in the full-time service of such subsidiary of the Company for at least one (1) year on or prior to the Date of Grant.

For the avoidance of doubt, Group Executive Directors are eligible to participate in the 2025 Scheme, whereas Non-Executive Directors shall not be eligible to participate in the 2025 Scheme.

3.6.2 Controlling Shareholders and/or their Associates

Controlling Shareholders and/or their Associates who satisfy the relevant eligibility criteria under the rules of the 2025 Scheme will be eligible to participate in the 2025 Scheme.

Notwithstanding that they are Controlling Shareholder(s) or their Associates, the Company is of the opinion that they should be treated equally and remunerated for their services and contributions to the Group on the same basis as other Group Executives who are not Controlling Shareholders or their Associates. The objectives set out in paragraph 3.3 apply equally whether or not the Group Executives are Controlling Shareholders(s) or their Associates.

Controlling Shareholders and/or their Associates are eligible to participate in the 2015 Scheme so the participation by Controlling Shareholders and/or their Associates in the 2025 Scheme (which is to replace the 2015 Scheme) would not differ from the current position.

Rule 853 of the Listing Manual provides that participation in a scheme by Controlling Shareholders and their Associates must be approved by independent shareholders of the issuer. A separate resolution must be passed, approved by independent shareholders of the issuer. A separate resolution must be passed for each person and to approve the actual number and terms of options to be granted to that participant.

While the rules of the 2025 Scheme provide that, subject to satisfaction of the eligibility criteria, Controlling Shareholders and/or their Associates may be Participants in the 2025 Scheme, there is currently no Controlling Shareholder in the Company. Accordingly, no separate shareholder resolution is being sought for approval by independent shareholders of the Company in relation to the participation by, and the number and terms of, any Option proposed to be granted to any Controlling Shareholder and/or its Associate at the AGM. In the event that there is a Controlling Shareholder of the Company in the future, the Company will comply with Rule 853 of the Listing Manual in respect of the participation by, and the number and terms of, any Options proposed to be granted to such Controlling Shareholder and/or its Associate.

3.6.3 Option Entitlements

The selection of a Participant and the number of Shares comprised in Options to be offered to a Participant, shall be determined at the absolute discretion of the Committee, which shall take into account such criteria as it considers fit, including but not limited to, the Group Executive's rank, job performance, years of service, potential for future development and contribution to the success and development of the Group.

However:

- (a) the aggregate number of Shares which may be offered by way of grant of Options to Controlling Shareholders and their Associates under the 2025 Scheme shall not exceed 25% of the total number of Shares available under the 2025 Scheme; and
- (b) the number of Shares which may be offered by way of grant of Options to each Controlling Shareholder or his Associate under the 2025 Scheme shall not exceed 10% of the total number of Shares available under the 2025 Scheme.

3.6.4 Size and Duration

The aggregate number of New Shares which may be issued and existing Shares which may be transferred pursuant to Options granted under the 2025 Scheme on any date, when added to the aggregate number of New Shares issued and issuable and existing Shares delivered and deliverable in respect of:

- (a) all Awards granted under the RSP 2021 after 31 December 2024, being the date on which the 2015 Scheme expires;
- (b) all Options granted under the 2025 Scheme; and
- (c) all options or awards granted under any other share option schemes or share plans of the Company then in force (if any),

shall not exceed 5% of the total number of issued Shares (excluding Treasury Shares) on the day preceding the Date of Grant.

The 5% limit, which is in accordance with the rules set out in the Listing Manual, is lower than the 15% limit set out in the Listing Manual and also lower than the 10% limit under the 2015 Scheme. Based on the Company's experience with the 2015 Scheme, a 5% limit would be sufficient to satisfy the purposes of the 2025 Scheme.

In addition, the Company intends that in any financial year of the Company, the aggregate number of New Shares which may be issued and existing Shares which may be transferred pursuant to Options granted under the 2025 Scheme on any date, when added to the aggregate number of New Shares which may be issued and existing Shares which may be delivered (whether such existing Shares are acquired, pursuant to a share purchase mandate or (to the extent permitted by law) held as Treasury Shares, or otherwise) pursuant to Awards granted under the RSP 2021 in that financial year, shall not exceed 1.5% of the total number of issued Shares of the Company (excluding Treasury Shares), from time to time. Based on the Company's experience with the 2015 Scheme, a 1.5% limit in any financial year would be sufficient to satisfy the purposes of the 2025 Scheme.

In determining the number of New Shares available on any date for the grant of Options under the 2025 Scheme, Shares which are the subject of Options or Awards which have lapsed for any reason whatsoever may be the subject of further Options granted by the Committee under the 2025 Scheme.

The 2025 Scheme shall continue in force at the discretion of the Committee, subject to a maximum period of ten (10) years commencing on 1 January 2025, provided always that the 2025 Scheme may continue beyond the above stipulated period with the approval of Shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.

Notwithstanding the expiry or termination of the 2025 Scheme, any outstanding and unexercised Options held by Participants prior to such expiry or termination will continue to remain valid.

3.6.5 Grant of Options

Options may be granted at any time during the period when the 2025 Scheme is in force, except that no Options shall be granted during the period commencing (i) fourteen (14) days immediately preceding the date of announcement of the Company's financial results for each of the first three (3) quarters of the financial year and one (1) month before the announcement of the Company's full year financial statements (if the Company announces its quarterly financial statements, whether required by the SGX-ST or otherwise) or (ii) one (1) month immediately preceding the announcement of the Company's half-year and full-year financial results (if the Company does not announce its quarterly financial statements). In the event that an announcement on any matter of an exceptional nature involving unpublished price sensitive information is made, Options may only be granted on or after the 2nd Market Day after the date on which such announcement is released.

An Option may be granted subject to such conditions as may be determined by the Committee in its absolute discretion on the Date of Grant of that Option.

3.6.6 **Acceptance of Offer**

Options are personal to the persons to whom they are granted and may not be transferred, charged, assigned, pledged or otherwise disposed of, in whole or in part, except with the prior approval of the Committee. An individual who wishes to accept an offer for Options granted to him should do so, by completing, signing and returning the relevant acceptance form, within a stipulated period from the date of such offer, failing which the offer shall automatically lapse and become null, void and of no effect.

3.6.7 **Exercise Price**

Subject to adjustments under the 2025 Scheme, the exercise price for each Share in respect of which an Option granted to an eligible person who is not a Controlling Shareholder or an Associate of a Controlling Shareholder is exercisable shall be determined by the Committee, on the Date of Grant, to be a price equal to the average of the last dealt prices for the Shares on the SGX-ST over the five (5) consecutive Trading Days immediately preceding the Date of Grant, by reference to the daily official list or any other publication published by the SGX-ST (the “**Market Price**”), or such higher price as may be determined by the Committee in its absolute discretion and the Committee may, on the Date of Grant, grant Options with different exercise prices depending on the date of exercise of such Options (such variations, if any, to be determined by the Committee, on the Date of Grant, and notified to the Participant in the relevant letter of offer relating to the Option).

In the case of an Option that is proposed to be granted to a Controlling Shareholder or an Associate of a Controlling Shareholder, the Market Price for each Share shall be equal to the average of the last dealt prices for the Shares on the SGX-ST for the five (5) consecutive Trading Days immediately preceding the latest practicable date prior to the printing of any circular, letter or notice to the Shareholders despatched for the purposes of obtaining the approvals referred to in the rules of the 2025 Scheme, as determined by the Committee by reference to the daily official list or any other publication published by the SGX-ST.

3.6.8 **Exercise of Options**

An Option may be exercised after the 3rd anniversary of the Date of Grant, and in accordance with the vesting schedule and the conditions (if any) to be determined by the Committee on the Date of Grant of the respective Options.

An Option will be exercisable up to the date as specified in the letter of offer relating to that Option, to be determined by the Committee on the Date of Grant, which shall not in any event be on or after the 5th anniversary of such Date of Grant. The maximum exercisable period of five (5) years from the Date of Grant is consistent and in line with previous executive share option schemes adopted by the Company. The maximum exercisable period of options granted under the 2015 Scheme is similarly five (5) years.

An Option may be exercised, in whole or in part.

Subject to the Companies Act and the rules of the Listing Manual, the Company may deliver Shares to Participants upon the exercise of their Options by way of (a) an allotment and issuance of New Shares; and/or (b) the transfer of existing Shares, including any Treasury Shares.

In determining whether to issue New Shares or to deliver existing Shares to Participants upon exercise of their Options, the Company will take into account factors such as (but not limited to) the number of Shares to be delivered, the prevailing market price of the Shares and the cost to the Company of the various modes of settlement.

New Shares allotted and issued, and existing Shares procured by the Company for transfer shall, on the exercise of Options, be subject to all the provisions of the Constitution of the Company and rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Shares, the record date for which is on or after the relevant date on which the Option is exercised, and shall in all other respects rank *pari passu* with other existing Shares then in issue.

3.6.9 Vesting Rights to Exercise Options

Where an Option is outstanding and unexercised, special provisions relating to the lapse or earlier exercise of Options apply in certain circumstances, including the following:

- (a) in the event of misconduct, or wrongful act, or breach of fiduciary duties, or conduct causing serious detriment to the interests of the Company and/or any company within the Group, or non-compliance with or violation of any prevailing laws and regulations applicable to the Company or any company within the Group on the part of the Participant as determined by the Committee in its discretion;
- (b) the Participant ceasing to be in the employment of the Group for any reason whatsoever (other than as specified in paragraph (d) below);
- (c) the bankruptcy of a Participant, his entering into any composition with his creditors prior to the exercise of his Option or the happening of any other event which results in his being deprived of the legal or beneficial ownership of an Option;
- (d) the Participant ceasing to be in the employment of the Group by reason of:
 - (i) ill health, injury, accident or disability (in each case, evidenced to the satisfaction of the Committee);
 - (ii) redundancy;
 - (iii) retirement at or after the legal retirement age;
 - (iv) retirement before the legal retirement age with the consent of the Committee;
 - (v) the company by which the Participant is employed ceases to be a company within the Group or part of the undertaking of such company being transferred otherwise than to another company within the Group;
 - (vi) transfer to any corporation at the discretion of the Company; or
 - (vii) any other event approved by the Committee;

- (e) the death of the Participant;
- (f) a take-over offer (whether conditional or unconditional) being made for all or any part of the Shares, a scheme of arrangement or compromise between the Company and its Shareholders being sanctioned by the court under the Companies Act, an order for the compulsory winding-up of the Company is made or a resolution for a voluntary winding-up of the Company being made; or
- (g) any other event approved by the Committee.

Upon the occurrence of any of the events specified in paragraphs (a) and (b) above, an outstanding and unexercised Option then held by a Participant shall, save as otherwise provided in the rules of the 2025 Scheme, immediately lapse without any claim whatsoever against the Company and/or its Directors.

Upon the occurrence of any of the events specified in paragraphs (c), (d), (e) and (g) above, an outstanding and unexercised Option then held by a Participant shall lapse, without any claim whatsoever against the Company and/or its Directors, unless otherwise determined by the Committee in its absolute discretion. In exercising such discretion, the Committee shall determine the number of Shares comprised in that Option which may be exercised and the period during which such Option shall be exercisable (such Option may also be exercised notwithstanding that the date of exercise is before the first day of the exercise period relating thereto), or allow the Participant to exercise any outstanding and unexercised Option in accordance with the original vesting schedule applicable thereto.

Upon the occurrence of any of the events specified in paragraph (f) above, an Option then held by a Participant may be exercised within certain fixed periods as specified in the rules of the 2025 Scheme, unless otherwise determined by the Committee in its absolute discretion.

3.7 Adjustment Events

3.7.1 Variation of Capital

If a variation in the issued ordinary share capital of the Company (whether by way of a capitalisation of profits or reserves, rights issue, capital reduction, subdivision, consolidation, distribution or otherwise) shall take place or if the Company shall make a declaration of a dividend (whether interim or final and whether in cash or in specie), then the Committee may determine whether:

- (a) the exercise price for the Shares, class and/or number of Shares comprised in an Option to the extent outstanding and unexercised; and/or
- (b) the class and/or number of Shares over which future Options may be granted under the 2025 Scheme,

shall be adjusted and, if so, the manner in which such adjustment shall be made. Any adjustment shall, unless otherwise determined by the Committee, give a Participant the same proportion of the equity capital as that to which he was previously entitled and shall be made in such a way that a Participant will not receive a benefit that a Shareholder does not receive.

The issue of securities as consideration for an acquisition or a private placement of securities, the exercise of any options or conversion of any loan stock or any other securities convertible into Shares or subscription rights of any warrants, or the cancellation of issued Shares purchased or acquired by the Company by way of a market purchase of such Shares undertaken by the Company on the SGX-ST during the period when a share purchase mandate granted by Shareholders of the Company (including any renewal of such mandate) is in force, shall not normally be regarded as a circumstance requiring adjustment, unless the Committee considers an adjustment to be appropriate.

Any adjustment (except in relation to a capitalisation issue) must be confirmed in writing by the Auditors (acting only as experts and not as arbitrators) to be in their opinion, fair and reasonable.

3.7.2 Modifications to the 2025 Scheme

The 2025 Scheme may be modified and/or altered from time to time by a resolution of the Committee, except that:

- (a) no modification or alteration shall alter adversely the rights attaching to any Option granted prior to such modification or alteration except with the consent in writing of such number of Participants who, if they exercised their Options in full, would thereby become entitled to not less than three-quarters in number of all the Shares which would be acquired upon exercise in full of all outstanding and unexercised Options;
- (b) any modification or alteration which would be to the advantage of Participants under the 2025 Scheme shall be subject to the prior approval of the Company's Shareholders in general meeting; and
- (c) no modification or alteration shall be made without the prior approval of such regulatory authorities as may be necessary and any modifications or alterations shall be in compliance with the applicable rules of the SGX-ST.

3.8 Disclosures in Annual Reports

For so long as the 2025 Scheme continues in operation, the Company will make the following disclosures (or include the appropriate negative statements) in its annual report as from time to time required by the Listing Manual including the following (where applicable):

- (a) the names of the members of the Committee administering the 2025 Scheme;
- (b) in respect of the following Participants of the 2025 Scheme:
 - (i) Participants who are Directors;
 - (ii) Participants who are Controlling Shareholders and their Associates; and

- (iii) Participants (other than those in paragraphs (b)(i) and (b)(ii) above) who receive 5% or more of the total number of Options available under the 2025 Scheme,

the following information:

Name of participant	Options granted during financial year under review (including terms)	Aggregate Options granted since commencement of 2025 Scheme to end of financial year under review	Aggregate Options exercised since commencement of 2025 Scheme to end of financial year under review	Aggregate Options outstanding as at end of financial year under review
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3.9 Role and Composition of the Committee

The 2025 Scheme will be administered by the Remuneration Committee which currently comprises Ms Kuok Oon Kwong, Ms Tan Seok Hoong @Mrs Audrey Liow, Ms Yeo Siew Eng and Mr Wong Yew Meng. The Committee shall have such powers and duties as are conferred on it by the Board, provided that no member of the Committee shall participate in any deliberation or decision in respect of Options to be granted to or held by him or her.

3.10 Financial Effects of the 2025 Scheme

3.10.1 Share Capital

The 2025 Scheme will result in an increase in the issued Shares of the Company to the extent that New Shares are allotted and issued upon the exercise of the Options, subject to the limitation on the size of the 2025 Scheme as set out in paragraph 3.6.4. This number of New Shares issued will in turn depend on, *inter alia*, the number of Shares comprised in the Options granted, the number of Options that are vested, and the prevailing Market Price of the Shares on the SGX-ST.

3.10.2 Net Tangible Assets

The proposed 2025 Scheme would likely result in a charge to the Company's profit and loss account over the period from the grant date to the vesting date of the Awards. The amount of the charge will be computed in accordance with prevailing accounting standards. When Options are exercised under the proposed 2025 Scheme, the NTA would be impacted by the exercise price for each Option.

3.10.3 EPS

While the 2025 Scheme will have a dilutive impact on the Company's consolidated EPS, the impact is not expected to be material in any given financial year.

The Company accounts for its share-based payments in accordance with Singapore Financial Reporting Standards FRS 102 *Share-based Payment*. Share options are measured at fair value at the Date of Grant using a trinomial model. The fair value is expensed to the profit or loss on a straight-line basis over the vesting period, based on the Company's estimate of the number of equity instruments that will eventually vest. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to

vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve.

As the 2025 Scheme has yet to be approved and adopted by Shareholders, the exact financial impact of the 2025 Scheme cannot be determined as no Options have been granted under the 2025 Scheme as at the Latest Practicable Date.

3.11 Approval In-Principle from the SGX-ST

The SGX-ST has granted approval in-principle for the listing and quotation of the New Shares to be allotted and issued pursuant to the 2025 Scheme, subject to independent Shareholders' approval being obtained for the 2025 Scheme and the Company's compliance with the SGX-ST's listing requirements and guidelines. The in-principle approval is not to be taken as an indication of the merits of the 2025 Scheme, the New Shares, the Company and/or its subsidiaries.

4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

4.1 Directors' Interests in Shares

The interests of the Directors in the Shares as at the Latest Practicable Date, as recorded in the Register of Directors' Shareholdings as maintained under the provisions of the Companies Act, are set out below:

Directors	Direct Interest		Deemed Interest		Number of Shares comprised in outstanding Options granted by the Company	Number of Shares comprised in outstanding Existing Awards granted by the Company
	Number of Shares	Percentage of the Company's issued Share capital (%) ⁽¹⁾	Number of Shares	Percentage of the Company's issued Share capital (%) ⁽¹⁾		
Wong Ngit Liong	20,695,219	7.13	–	–	108,000	80,000
Tan Seok Hoong @Mrs Audrey Liow	3,000	Negligible	–	–	–	–
Kuok Oon Kwong	–	–	–	–	–	–
Wong Yew Meng	–	–	–	–	–	–
Han Thong Kwang	–	–	–	–	–	–
Yeo Siew Eng	–	–	–	–	–	–
Chua Kee Lock	–	–	–	–	–	–

Note:

(1) Based on 290,143,477 Shares in issue as at the Latest Practicable Date (being 291,637,477 Shares in issue and disregarding 1,494,000 Treasury Shares).

Purely for illustrative purposes, on the basis of 290,143,477 Shares in issue as at the Latest Practicable Date (being 291,637,477 Shares in issue and disregarding 1,494,000 Treasury Shares), and assuming that the Company purchases or acquires Shares from the public up to the full 5% limit pursuant to the Share Purchase Mandate, the interests of the Directors are set out below.

Directors	Direct Interest		Deemed Interest	
	Number of Shares	Percentage of the Company's issued Share capital (%)	Number of Shares	Percentage of the Company's issued Share capital (%)
Wong Ngit Liong	20,695,219	7.51	–	–
Tan Seok Hoong @Mrs Audrey Liow	3,000	Negligible	–	–
Kuok Oon Kwong	–	–	–	–
Wong Yew Meng	–	–	–	–
Han Thong Kwang	–	–	–	–
Yeo Siew Eng	–	–	–	–
Chua Kee Lock	–	–	–	–

4.2 Substantial Shareholders' Interests in Shares

The interests of the Substantial Shareholders in the Shares, as at the Latest Practicable Date, as recorded in the Register of Substantial Shareholders maintained under the provisions of the SFA, and based on information received by the Company as at the Latest Practicable Date, are set out below:

Substantial Shareholders	Direct Interest		Deemed Interest ⁽²⁾	
	Number of Shares	Percentage of the Company's issued Share capital (%) ⁽¹⁾	Number of Shares	Percentage of the Company's issued Share capital (%) ⁽¹⁾
Ameriprise Financial, Inc. ⁽³⁾	–	–	18,979,236	6.54
Wong Ngit Liong	20,695,219	7.13	–	–

Notes:

- (1) Based on 290,143,477 Shares in issue as at the Latest Practicable Date (being 291,637,477 Shares in issue and disregarding 1,494,000 Treasury Shares).
- (2) Deemed interest refers to interests determined pursuant to Section 4 of the SFA.
- (3) Ameriprise Financial, Inc. is a Substantial Shareholder by virtue of its deemed interest in the Shares held by its various subsidiaries.

Purely for illustrative purposes, on the basis of 290,143,477 Shares in issue as at the Latest Practicable Date (being 291,637,477 Shares in issue and disregarding 1,494,000 Treasury Shares), and assuming that the Company purchases or acquires Shares from the public up to the full 5% limit pursuant to the Share Purchase Mandate, the interests of the Substantial Shareholders are set out below.

Substantial Shareholders	Direct Interest		Deemed Interest	
	Number of Shares	Percentage of the Company's issued Share capital (%)	Number of Shares	Percentage of the Company's issued Share capital (%)
Ameriprise Financial, Inc.	–	–	18,979,236	6.89
Wong Ngit Liong	20,695,219	7.51	–	–

Save as disclosed above, the Directors and the Substantial Shareholders do not have any interest, whether direct or indirect, in the Shares.

5. DIRECTORS' RECOMMENDATIONS

5.1 The Proposed Renewal of the Share Purchase Mandate

The Directors are of the opinion that the proposed renewal of the Share Purchase Mandate is in the interests of the Company. Accordingly, they recommend that Shareholders vote in favour of Ordinary Resolution 9 relating to the proposed renewal of the Share Purchase Mandate to be proposed at the AGM.

5.2 The Proposed Adoption of the 2025 Scheme

The Directors (other than Mr Wong Ngit Liong who is eligible to participate, and is therefore interested in the 2025 Scheme) are of the opinion that the adoption of the 2025 Scheme is in the interests of the Company. Accordingly, they recommend that Shareholders vote in favour of Ordinary Resolution 10 relating to the proposed adoption of the 2025 Scheme to be proposed at the AGM.

Save as disclosed above, none of the Directors or Substantial Shareholders of the Company have any interest, direct or indirect, in the 2025 Scheme.

6. ABSTENTION FROM VOTING

Any Shareholder who is eligible to participate in the 2025 Scheme (such as employees of the Company and its subsidiaries, Group Executive Directors and Controlling Shareholders and their Associates) must abstain from voting in the AGM in respect of their holdings of Shares (if any) on Resolution 10, being the Ordinary Resolution relating to the proposed adoption of the 2025 Scheme, and the Company will disregard any votes cast by such Shareholder in respect of his Shares on Resolution 10. Such Shareholder should also not accept any appointment to act as proxy, corporate representative or attorney to vote in respect of Resolution 10, unless the Shareholder appointing him indicates clearly in the proxy form(s) on how votes are to be cast in respect of such resolution.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Letter and confirm, after making all reasonable enquiries, that to the best of their knowledge and belief, this Letter constitutes full and true disclosure of all material facts about the proposed renewal of the Share Purchase Mandate and the proposed adoption of the 2025 Scheme and the Group in relation to the proposed renewal of the Share Purchase Mandate and the proposed adoption of the 2025 Scheme, and the Directors are not aware of any facts the omission of which would make any statement in this Letter misleading.

Where any information in this Letter 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 Letter 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 issued by the relevant authorities, copies of the following documents are available for inspection at the registered office of the Company at 5006 Ang Mo Kio Avenue 5, #05-01/12 TECHplace II, Singapore 569873, during normal business hours from the date hereof up to and including the date of the AGM:

- (a) the proposed rules of the 2025 Scheme; and
- (b) the Annual Report of the Company for the financial year ended 31 December 2023.

Yours faithfully
for and on behalf of the Board of Directors of
Venture Corporation Limited

Wong Ngit Liong
Executive Chairman

DEFINITIONS

In this Letter, the following definitions apply throughout unless otherwise stated:

- “2015 Scheme” or “Venture Corporation Executives’ Share Option Scheme 2015”** : The Venture Corporation Executives’ Share Option Scheme 2015 approved by the Shareholders of the Company at an extraordinary general meeting held on 25 April 2014 and commenced on 1 January 2015, as from time to time amended, modified or supplemented.
- “2025 Scheme” or “Venture Corporation Executives’ Share Option Scheme 2025”** : The Venture Corporation Executives’ Share Option Scheme 2025, as modified or altered from time to time.
- “2023 AGM”** : The annual general meeting of the Company held on 27 April 2023.
- “2023 Letter to Shareholders”** : The Company’s letter to Shareholders dated 5 April 2023.
- “AGM”** : The annual general meeting of the Company to be held on 26 April 2024 at 10.30 a.m.
- “Associate”** : Has the meaning given to it in the Listing Manual i.e.:
- (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 trust object; and
 - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and
 - (b) in relation to a substantial shareholder or a 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.
- “Auditors”** : The auditors of the Company for the time being.

“Award”	:	An award of Shares under the RSP 2021.
“Board”	:	The board of Directors as at the Latest Practicable Date.
“Committee”	:	A committee comprising Directors of the Remuneration Committee who are duly authorised and appointed by the Board to administer the RSP 2021 and the 2025 Scheme.
“Companies Act”	:	The Companies Act 1967 of Singapore as amended, modified or supplemented from time to time.
“Company” or “Venture”	:	Venture Corporation Limited.
“Constitution”	:	The Constitution of the Company, as amended, modified or supplemented from time to time.
“Controlling Shareholder”	:	A person who: <ul style="list-style-type: none"> (a) holds directly or indirectly 15% or more of the total voting rights 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, (or such other definition of “Controlling Shareholder” as may from time to time be adopted in the Listing Manual).
“Date of Grant”	:	In relation to an Option, the date on which the Option was granted pursuant to the terms of the 2025 Scheme.
“Depositor”	:	An account holder or a depository agent but does not include a sub-account holder.
“Depository”	:	The Central Depository (Pte) Limited or any other corporation approved by the Monetary Authority of Singapore as a depository company or corporation for the purposes of the Securities and Futures Act 2011 of Singapore, which operates the Central Depository System for the holding and transfer of book-entry securities.
“Depository Register”	:	A register maintained by the Depository in respect of book-entry securities.
“Directors”	:	The directors of the Company as at the Latest Practicable Date, including for the avoidance of doubt, any independent directors and alternate directors.
“EPS”	:	Earnings per Share.
“Exempt Staff”	:	An employee of the Group with the corporate rank ‘Exempt Staff’ as set out in the Company’s human resources policy.

“Existing Awards”	:	Awards that have not been settled and that have not lapsed under the terms of the Venture Restricted Share Plans.
“Group”	:	The Company and its subsidiaries.
“Group Executive”	:	Any employee of the Group (including any Group Executive Director) selected by the Committee to participate in the 2025 Scheme.
“Group Executive Director”	:	A director from time to time of the Company and/or any of its subsidiaries, as the case may be, who performs an executive function.
“Latest Practicable Date”	:	7 March 2024, being the latest practicable date prior to the release of this Letter.
“Letter”	:	This letter to Shareholders dated 4 April 2024 issued by the Company.
“Listing Manual”	:	The listing manual of the SGX-ST as amended, modified or supplemented from time to time.
“Market Day”	:	A day on which the SGX-ST is open for trading in securities.
“Maximum Price”	:	The maximum price to be paid for Shares as determined by the Directors under paragraph 2.7.3 of this Letter.
“NAV”	:	Net asset value.
“New Shares”	:	The new Shares which may be allotted and issued from time to time pursuant to the vesting of Awards granted under the RSP 2021 and/or the exercise of Options granted under the 2025 Scheme.
“NTA”	:	Net tangible assets.
“Option”	:	The right to acquire Shares granted or to be granted pursuant to the 2025 Scheme.
“Outstanding Options”	:	Outstanding and unexercised Options granted under the 2015 Scheme.
“Participant”	:	The person holding an Option.
“ROE”	:	Return on equity.
“RSP 2011”	:	The Venture Corporation Restricted Share Plan adopted by the Company on 28 April 2011 which expired on 27 April 2021.

“RSP 2021”	:	The Venture Corporation Restricted Share Plan adopted by the Company on 29 April 2021.
“SFA”	:	The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time.
“SGX-ST”	:	The Singapore Exchange Securities Trading Limited.
“Share Purchase Mandate”	:	The mandate to authorise the Directors to exercise all powers of the Company to purchase or otherwise acquire its issued Shares on the terms of such mandate.
“Shareholder”	:	Means: <ul style="list-style-type: none"> (a) where the Depository is named in the register of members of the Company as the holder of Shares, a Depositor in respect of the number of Shares standing to the credit of his name in the Depository Register; and (b) in any other case, a person whose name appears on the register of members maintained by the Company pursuant to Section 190 of the Companies Act and/or any other applicable law.
“Shares”	:	Ordinary shares in the capital of the Company.
“subsidiary”	:	A corporation is, subject to Section 5(3) of the Companies Act, deemed to be a subsidiary of another corporation, if: <ul style="list-style-type: none"> (a) that other corporation: <ul style="list-style-type: none"> (i) controls the composition of the board of directors of the first-mentioned corporation; or (ii) controls more than half of the voting power of the first-mentioned corporation; or (b) the first-mentioned corporation is a subsidiary of any corporation which is that other corporation’s subsidiary.
“subsidiary holdings”	:	Shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act 1967 of Singapore.
“Substantial Shareholder”	:	A person who has an interest in one or more voting Shares (excluding Treasury Shares) in the Company and the total votes attached to such Share(s) is not less than 5% of the total votes attached to all the voting Shares (excluding Treasury Shares) in the Company.
“SIC”	:	The Securities Industry Council.

“Take-over Code”	:	The Singapore Code on Take-overs and Mergers, as amended or modified from time to time.
“Trading Day”	:	A day on which the Shares are traded on the SGX-ST.
“Treasury Shares”	:	Shares purchased or otherwise acquired by the Company in circumstances in which Section 76H of the Companies Act applies and held by the Company in accordance with Sections 76H to 76K of the Companies Act.
“Venture Restricted Share Plan”	:	Either the RSP 2011 or RSP 2021, and collectively, the “Venture Restricted Share Plans” .
“S\$”, “\$” and “cents”	:	Singapore dollars and cents, respectively.
“%”	:	Percentage or per centum.

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders.

References to persons shall include corporations.

Any reference 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 or the Listing Manual or any modification thereof and used in this Letter shall, where applicable, have the meaning assigned to it under the Companies Act or the Listing Manual or such modification thereof, as the case may be.

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

Rajah & Tann Singapore LLP has been appointed as the legal adviser to the Company as to Singapore law in relation to the proposed renewal of the Share Purchase Mandate and the adoption of the 2025 Scheme.

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