

LINCOTRADE & ASSOCIATES HOLDINGS LIMITED
(Company Registration No.: 200413128G)
(Incorporated in the Republic of Singapore)

**INCORPORATION OF SUBSIDIARY AND ENTRY INTO TERM SHEET FOR THE PROPOSED
JOINT VENTURE WITH INTERESTED PERSONS**

1. INTRODUCTION

The board of directors (the “**Board**” or the “**Directors**”) of Lincotrade & Associates Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that our wholly-owned subsidiary, Lincotrade Capital Pte. Ltd. (“**Lincotrade Capital**”) has incorporated a subsidiary in Singapore, with details set out below:

Name:	Linc-A Pte. Ltd. (“ Linc-A ”)
Place of incorporation:	Singapore
Date of incorporation:	21 April 2026
Issued and paid-up capital:	S\$10 comprising 10 ordinary shares (on incorporation)
Percentage of shareholdings held by Lincotrade Capital:	50% of the issued and paid-up capital
Principal activities:	Interior fitting-out of assets in the living sector

The remaining 50% shareholdings in Linc-A is held by the following parties:

Name of shareholders	Shareholdings
Clear Bright Sky Holdings Pte. Ltd. (“ CBS ”)	30.0%
Wee Henry	20.0%

CBS is 100% owned by Andre Soh Yu Xian, the son of Soh Loong Chow Jackie, the Executive Director and Chief Executive Officer and a controlling shareholder of the Company. CBS is an investment holdings company incorporated on 20 March 2026.

Wee Henry is a controlling shareholder of the Company.

Lincotrade Capital, CBS and Wee Henry, collectively, shall be referred to as “**JV Partners**”.

2. THE PROPOSED JOINT VENTURE

In connection with the incorporation of Linc-A, Lincotrade Capital has entered into a term sheet with CBS and Wee Henry on 21 April 2026 (“**Term Sheet**”) to form the joint venture via their shareholdings in Linc-A (“**Proposed Joint Venture**”) for the business of interior fitting-out of assets in the living sector, including but not limited to HDB, condominium projects, workers dormitories, co-living and student accommodation as the establishment of the Linc-A will draw on the merits of the Group’s existing expertise in the interior fitting-out industry.

The Term Sheet is subject to, *inter alia*, (i) a subsequent shareholders’ agreement (“**SHA**”) to be entered into between the JV Partners, and (ii) the adoption of a revised constitution in line with the SHA.

Based on the Term Sheet, the other than the initial issued and paid-up capital of S\$10, the JV Partners are expected to contribute to a subsequent increase in share capital for a total of S\$10,000 (in equal proportion as the shareholding structure of Linc-A). The risks and rewards between the JV Partners will be proportional to their respective shareholdings according to the shareholding structure.

As CBS and Wee Henry fall within the definition of “interested persons” under Chapter 9 of the Catalyst Rules, the Proposed Joint Venture would therefore constitute “interested person transaction” under Chapter 9 of the Catalyst Rules.

Pursuant to Rule 916(2) of the Catalist Rules, approval of shareholders of the Company is not required for an investment in a joint venture with an interested person if:

- (a) the risks and rewards are in proportion to the equity of each joint venture partner;
- (b) the issuer confirms by an announcement that its audit committee is of the view that the risks and rewards of the joint venture are in proportion to the equity of each joint venture partner and the terms of the joint venture are not prejudicial to the interests of the issuer and its minority shareholders; and
- (c) the interested person does not have an existing equity interest in the joint venture prior to the participation of the entity at risk in the joint venture.

Accordingly, the Proposed Joint Venture is subject to the Audit Committee of the Company providing the relevant confirmation under Rule 916(2) of the Catalist Rules after the review of the SHA.

3. GENERAL

The investment in Linc-A will be funded through internal resources and is not expected to have any material impact on the net tangible assets per share and earnings per share of the Group for the current financial year ending 30 June 2026.

Save as disclosed, none of the Directors or controlling shareholders of the Company, or their respective associates, has any interest, direct or indirect (other than through their shareholdings in the Company), in the Proposed Joint Venture.

The Company will make further announcements on the Proposed Joint Venture upon the execution of the SHA or where there are any material developments.

By Order of the Board

Soh Loong Chow Jackie
Executive Director and Chief Executive Officer
21 April 2026

This announcement has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited ("SGX-ST") and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms. Lee Khai Yinn (Telephone: (65) 6232 3210) at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.