APPENDIX

APPENDIX DATED 10 NOVEMBER 2026

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

If you are in any doubt about its contents or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Unless otherwise defined, capitalised terms used on this cover shall have the same meaning as ascribed to them in the section titled "DEFINITIONS" of this Appendix.

This Appendix is issued by Southern Alliance Mining Ltd. (the "**Company**") together with the 2026 Annual Report. The purpose of the Appendix is to provide Shareholders with the rationale for and information relating to, and to seek Shareholders' approval for the Proposed Renewal of Share Purchase Mandate and the Proposed Renewal of IPT General Mandate (as defined in this Appendix) to be tabled at the 2026 AGM. The AGM will be convened in a wholly physical format. Printed copies of the Notice of AGM and Proxy Form will be sent to the member via post. Printed copies of the Annual Report FY2026 and this Appendix will not be sent to members of the Company unless requested by the shareholder pursuant to a submitted request. Shareholders who wish to receive a printed copy of the AR FY2026 and Appendix are required to complete the Request Form and to return it to the Company by post or by email by 19 November 2026. The Notice of AGM and the accompanying proxy form are enclosed with the 2026 Annual Report which can be found on (i) the SGX-ST's website at the URL https://www.sgx.com/securities/company-announcements; and (ii) our Company's corporate website at the URL www.southernalliancemining.com.

If you have sold or transferred all your Shares, you should immediately forward this Appendix, the Notice of AGM and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or agent through whom the sale or the transfer was effected for onward transmission to the purchaser or the transferee.

*This Appendix has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this Appendix, including the correctness of any of the statements or opinions made or reports contained in this Appendix. The Sponsor has also not drawn on any specific technical expertise in its review of this Appendix.*

The contact person for the Sponsor is Ms Ng Shi Qing, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.

SOUTHERN ALLIANCE MINING LTD.
(Company Registration Number. 201931423D)
(Incorporated in the Republic of Singapore)

APPENDIX

IN RELATION TO

(I) PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE; AND

(II) PROPOSED RENEWAL OF THE IPT GENERAL MANDATE.

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DEFINITIONS

For the purpose of this Appendix, the following definitions apply throughout unless the context otherwise requires or otherwise stated:

"ACRA"	:	Accounting and Corporate Regulatory Authority
"2026 Annual Report"	:	The annual report of the Company for the financial year ended 31 July 2026
"2025 AGM"	:	The annual general meeting of the Company that was held at Room 3-2, ISCA House, 60 Cecil Street, Singapore 049709 on 24 November 2025 at 10.00 a.m., the notice of which is set out on pages 168 to 173 of the 2025 Annual Report
"2026 AGM"	:	The annual general meeting of the Company to be convened and held at Room 3-2, ISCA House, 60 Cecil Street, Singapore 049709 on 26 November 2026 at 10.00 a.m., the notice of which is set out on pages 190 to 196 of the 2026 Annual Report
"AGM"	:	The annual general meeting of the Company
"Appendix"	:	This appendix dated 10 November 2026 in relation to the Proposed Renewal of the Share Purchase Mandate and the Proposed Renewal of IPT General Mandate
"Annual Agreement"	:	Has the meaning ascribed to it in Section 3.8(a) of this Appendix
"Aras Kuasa"	:	Aras Kuasa Sdn. Bhd.
"associated company"	:	In relation to a corporation, means: (a) any corporation in which the corporation or its subsidiary has, or the corporation and its subsidiary together have, a direct interest in voting shares of not less than 20.0% but not more than 50.0% of the total votes attached to all the voting shares in the corporation; or (b) any corporation, other than a subsidiary of the corporation or a corporation which is an associated company by virtue of paragraph (a), the policies of which the corporation or its subsidiary, or the corporation together with its subsidiary, is or are able to control or influence materially
"Audit Committee"	:	The audit committee of the Company for the time being or from time to time, as the case may be
"Average Closing Price"	:	The average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the share were recorded, before the day on which the purchase are made 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 Catalist Rules, for any corporate action that occurs during the relevant five-day period and the day on which the purchases are made

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"Board" *or* ***"Board of Directors"***	:	The board of directors of the Company for the time being or from time to time, as the case may be
"Catalist"	:	The Catalist board of the SGX-ST
"Catalist Rules"	:	The SGX-ST Listing Manual Section B: Rules of Catalist, as may be amended, modified or supplemented from time to time
"CDP"	:	The Central Depository (Pte) Limited
"Managing Director" *or* ***"MD"***	:	The Managing Director of the Company for the time being
"Chief Operating Officer" *or* ***"COO"***	:	The Chief Operating Officer of the Company for the time being
"Companies Act"	:	The Companies Act 1967 of Singapore, as may be amended, modified or supplemented from time to time
"Company"	:	Southern Alliance Mining Ltd.
"Constitution"	:	The constitution of the Company, as may be amended, modified or supplemented from time to time
"Date of Listing"	:	The admission of the Company to Catalist on 26 June 2020
"Directors"	:	The directors of the Company as at the Latest Practicable Date
"EPS"	:	Earnings per Share
"FY2026"	:	Financial year ended 31 July 2026
"Group"	:	The Company and its subsidiaries, collectively
"HChem Marketing"	:	HChem Marketing (M) Sdn. Bhd.
"Interested Person"	:	(a) a Director, Chief Executive Officer, or Controlling Shareholder; or (b) an associate of any such Director, Chief Executive Officer, or Controlling Shareholder
"Interested Person Transaction"	:	A transaction between an entity at risk and an Interested Person

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"IPT General Mandate"	:	The general mandate obtained from the Shareholders pursuant to Chapter 9 of the Catalist Rules, authorising the Group, in its ordinary course of business, to enter into the transactions specified in paragraph 3.6 of this Appendix with any Mandated Interested Persons which are necessary for its day-to-day operations, provided that all such transactions are carried out on normal commercial terms and are not prejudicial to the interests of our Company and its minority Shareholders, subject to the guidelines and review procedures for such transactions
"IRB"	:	The Malaysian Inland Revenue Board
"IRB Guidelines"	:	The Malaysian Transfer Pricing Guidelines 2012 including updated Guidelines issued by IRB in July 2017
"Latest Practicable Date"	:	27 October 2026, being the latest practicable date prior to the date of this Appendix
"LPS"	:	Loss per Share
"Malaysian Transfer Pricing Rules"	:	Refers to the Gazette Order P.U.(A) 132 Income Tax (Transfer Pricing) Rules 2012
"Mandated Interested Person"	:	Any person as defined in paragraph 3.5 of this Appendix
"Mandated Interested Person Transaction"	:	Any transaction as defined in paragraph 3.6 of this Appendix
"Market Day"	:	A day on which the SGX-ST is open for trading in securities
"Market Purchase"	:	Has the meaning ascribed to it in Section 2.3.3(a) of this Appendix
"MAS"	:	The Monetary Authority of Singapore
"Maximum Number of Shares"	:	Has the meaning ascribed to it in Section 2.3.1 of this Appendix
"Maximum Price"	:	Has the meaning ascribed to it in Section 2.3.4 of this Appendix
"Multiline Trading"	:	Multiline Trading Sdn. Bhd.
"Notice of AGM"	:	The notice of the 2026 AGM
"NTA"	:	Net tangible assets
"Offer Document"	:	The offer document dated 16 June 2020 issued by the Company (registered by the SGX-ST, acting as an agent on behalf of the Monetary Authority of Singapore on 16 June 2020) in respect of the Listing

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"Off-Market Purchase"	:	Has the meaning ascribed to it in Section 2.3.3(b) of this Appendix
"Proposed Renewal of the Share Purchase Mandate"	:	Has the meaning ascribed it Section 2.3 of the Appendix
"Proposed Renewal of IPT General Mandate"	:	Has the meaning ascribed to it in Section 3.1 of this Appendix
"SGX-ST"	:	Singapore Exchange Securities Trading Limited
"SFA"	:	The Securities and Futures Act 2001 of Singapore, as may be amended, modified or supplemented from time to time
"Share Purchase(s)"	:	The purchase or acquisition by the Company of its own Shares pursuant to the Share Purchase Mandate
"Share Purchase Mandate"	:	The general mandate to enable the Company to purchase or otherwise acquire its issued Shares
"Shared Services"	:	The information technology services that Aras Kuasa provides to the Group
"Shared Services Agreement"	:	Has the meaning ascribed to it in Section 3.8(c)(i) of this Appendix
"Shared Services Cost"	:	Has the meaning ascribed to it in Section 3.8(c)(i) of this Appendix
"Shareholders"	:	Registered holders of Shares except that where the registered holder is CDP, the term "Shareholders" shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register and whose Securities Accounts maintained with CDP are credited with the Shares
"Shares"	:	Ordinary shares in the capital of the Company
"SIC"	:	The Securities Industry Council of Singapore
"Similar Transactions"	:	Has the meaning ascribed in Section 3.8(b)(i) of this Appendix
"Sponsor"	:	PrimePartners Corporate Finance Pte. Ltd.
"Substantial Shareholder"	:	A person who has an interest or interests in one (1) or more voting shares in the Company, and the total votes attached to that share, or those shares, is not less than 5% of the total votes attached to all the voting shares in the Company
"Take-Over Code"	:	The Singapore Code on Take-Overs and Mergers

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Currencies and Units

"S$" *and* ***"cents"***	:	Singapore dollars and cents respectively, the lawful currency of the Republic of Singapore
"RM" *and* ***"sen"***	:	Malaysian ringgit and sen respectively, the lawful currency of Malaysia
"%" *or* ***"per cent."***	:	Per centum or percentage

The terms "**Depositor**", "**Depository**", "**Depository Agent**" and "**Depository Register**" shall have the meanings ascribed to them, respectively, in Section 81SF of the SFA.

The term "**subsidiary**" shall have the meaning ascribed to it in Section 5 of the Companies Act.

The term "**treasury shares**" shall have the meaning ascribed to it in Section 76H of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, include corporations and limited liability partnerships.

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof and not otherwise defined in this Appendix, shall have the same meaning assigned to it under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof, as the case may be.

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

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

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LETTER TO SHAREHOLDERS

SOUTHERN ALLIANCE MINING LTD.

(Company Registration Number: 201931423D)
(Incorporated in the Republic of Singapore)

Board of Directors:
Dato' Gainneos Jacob Goldie (Independent Non-Executive Chairman)
Dato' Sri Pek Kok Sam (Managing Director)
Dato' Teh Teck Tee (Non-Executive Non-Independent Director)
Mr Lim Wei Hung (Executive Director and Chief Operating Officer)
Mr Chin Chee Choon (Independent Director)
Mr Sim Chin Hoe (Independent Director)

Registered Office:
36 Robinson Road
#20-01 City House
Singapore 068877

10 November 2026

To: The Shareholders of Southern Alliance Mining Ltd.

Dear Sir/Madam

1. INTRODUCTION

1.1. We refer to the Notice of AGM which is set out on pages 190 to 196 of the 2026 Annual Report and published on (i) the SGX-ST's website at URL https://www.sgx.com/securities/company-announcements; and (ii) the Company's corporate website at URL www.southernalliancemining.com. The Directors intend to seek Shareholders' approval at the 2026 AGM for the following matters:

(i) the Proposed Renewal of the Share Purchase Mandate; and

(ii) the Proposed Renewal of the IPT General Mandate.

1.2. The purpose of this Appendix is to provide Shareholders with information relating to and the reasons for the Proposed Renewal of the Share Purchase Mandate and the Proposed Renewal of the IPT General Mandate.

1.3. Shareholders should read this Appendix carefully and consider the recommendation of the Directors in paragraph 5 of this Appendix.

2. PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

2.1. Background

Shareholders had approved the Share Purchase Mandate at the 2025 AGM to enable the Company to buy-back or otherwise acquire issued Shares. The Share Purchase Mandate was subsequently renewed at the annual general meeting of the Company held on 24 November 2025 and will expire on the date of the forthcoming AGM to be held on 26 November 2026 at 10.00 a.m. Accordingly, the Directors propose to seek the approval of Shareholders for the Proposed Renewal of the Share Purchase Mandate.

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2.2. Rationale for the Share Purchase Mandate

The Company proposes to renew the Share Purchase Mandate as:

(a) in line with international practice, the Share Purchase Mandate will provide the Company with greater flexibility in managing its capital and maximising return to its Shareholders. To the extent that the Company has capital and surplus funds which are in excess of its financial needs, taking into account its growth and expansion plans, the Share Purchase Mandate will facilitate the return of excess cash and surplus funds to Shareholders in an expedient, effective and cost-efficient manner;

(b) in managing its business, the Group strives to increase Shareholders' value by improving, inter alia, the return on equity and a Share Purchase is one way by which the return on equity may be enhanced;

(c) Share Purchases may help mitigate short-term market volatility in the Company's share price, offset the effects of short-term speculation and bolster Shareholders' confidence;

(d) insofar as it is permitted by law, the Share Purchase Mandate will permit the Directors to undertake Share Purchases which will enable the Directors to utilise the Shares which are purchased or acquired and held as treasury shares to satisfy the Company's obligation to furnish Shares to participants under the Southern Alliance Mining Performance Share Plan, thus giving the Company greater flexibility to select the method of providing Shares to its employees which would be most beneficial to the Company and its Shareholders;

(e) all things being equal, purchases or acquisitions of Shares pursuant to the Share Purchase Mandate will result in a lower number of issued Shares being used for the purpose of computing EPS, if the purchased Shares are subsequently cancelled or during the period such Shares are held as treasury shares. Therefore, Share Purchases under the Share Purchase Mandate will improve the Company's EPS, which in turn is expected to have a positive impact on the fundamental value of the Shares;

(f) Shares purchased under the Share Purchase Mandate will enable the Directors to utilise the Shares which are purchased or acquired and held as treasury shares to be sold for cash or transferred as consideration for the acquisition of shares in or assets of another company or assets of a person, which may be less dilutive than if new Shares were issued for this purpose; and

(g) the Share Purchase Mandate will provide the Company the flexibility to undertake share repurchases at any time, subject to market conditions, during the period when the Share Purchase Mandate is in force.

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2.3. Authority and Limits of the Share Purchase Mandate

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the Share Purchase Mandate, if renewed at the forthcoming AGM ("***Proposed Renewal of the Share Purchase Mandate***"), are summarised below:

2.3.1. Maximum Number of Shares

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company. The total number of Shares which may be purchased or acquired by the Company pursuant to the Share Purchase Mandate shall not exceed 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company as at the date of the AGM on which the resolution authorising the proposed renewal of the Share Purchase Mandate is passed. Treasury shares and subsidiary holdings will be disregarded for purposes of computing the 10% limit.

Purely for illustration purposes, on the basis of 636,741,380 Shares in issue (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date and assuming no further Shares are issued on or prior to the forthcoming AGM, not more than 63,674,138 Shares, representing 10% of 636,741,380 Shares which may be purchased by the Company pursuant to the Share Purchase Mandate.

While the Share Purchase Mandate would authorize a purchase or acquisition of Shares up to the 10% limit, shareholders should note that share purchase will only be undertaken if it can benefit the Company and Shareholders. Shareholders should note that Share Purchases may not be carried out to the full limit as authorized. No Share Purchases will be made in circumstances which would have or may have a material adverse effect on the liquidity and capital adequacy position and listing status of the Company and/or the Group as a whole.

Therefore in such a case and in order not to adversely affect the listing status of the Shares on the SGX-ST, the Company will not be permitted to undertake purchases or acquisitions of its Shares to the full 10% limit pursuant to the Share Buy-Back Mandate if it will result in the number of Shares held by public Shareholders falling below 10% of the remaining issued Shares of the Company. Accordingly, as at the Latest Practicable Date, the Company is restricted to purchases or acquisitions of up to 27,078,180 Shares which would result in the number of Shares in the hands of the public to be reduced to 60,966,320 Shares, representing 10% of the issued Shares of the Company (excluding treasury shares and 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 forthcoming AGM at which the renewal of the Share Purchase Mandate is approved, up to the earliest of:

(a) the date on which the next AGM is held or required by law to be held;

(b) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or

(c) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by Shareholders in general meeting.

The Share Purchase Mandate may be renewed at each AGM or other general meetings of the Company.

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2.3.3. Manner of Purchases or Acquisitions of Shares

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

(a) on-market share purchase(s) ("**Market Purchase**"), transacted on the SGX-ST, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or

(b) off-market share purchase(s) ("**Off-Market Purchase**") effected pursuant to an equal access scheme in accordance with Section 76C of the Companies Act and the Catalist Rules.

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

An Off-Market Purchase pursuant to an equal access scheme must, however, satisfy all the following conditions:

(i) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;

(ii) all of the abovementioned persons shall be given a reasonable opportunity to accept the offers made; and

(iii) the terms of all the offers shall be the same, except that there shall be disregarded:

  (a) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;

  (b) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid (if applicable); and

  (c) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

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

(i) the terms and conditions of the offer;

(ii) the period and procedures for acceptances;

(iii) the reasons for the proposed Share Purchases;

(iv) the consequences, if any, of Share Purchases by the Company that will arise under the Take-over Code or other applicable take-over rules;

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(v) whether the Share Purchases, if made, could affect the listing of the Company's equity securities on the SGX-ST;

(vi) details of any Share Purchases made by the Company in the previous 12 months (whether by way of Market Purchase or Off-Market Purchase), setting out the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the Share Purchases, where relevant, and the total consideration paid for the Share Purchases; and

(vii) whether the Shares purchased or acquired by the Company will be cancelled or kept as treasury shares.

2.3.4. Maximum Purchase Price

The purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors. The purchase price to be paid for the Shares as determined by the Directors 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 pursuant to an equal access scheme, 120% of the Average Closing Price of the Shares,

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

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 diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares.

Any Shares purchased or acquired and cancelled by the Company will be automatically delisted by the SGX-ST, and (where applicable) all certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following the settlement of any such purchase or acquisition.

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 cannot at any time exceed 10% of the total number of issued Shares.

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2.5.2. Voting and other rights

The Company cannot exercise any right in respect of treasury shares and any purported exercise of such right is void. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution 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 shares into treasury shares of a 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 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 scheme;

(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

(e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

Under the Catalist Rules, the Company must immediately announce any sale, transfer, cancellation and/or use of treasury shares held by it stating the following:–

(a) date of the sale, transfer, cancellation and/or use;

(b) purpose of such sale, transfer, cancellation and/or use;

(c) number of treasury shares sold, transferred, cancelled and/or used;

(d) number of treasury shares before and after such sale, transfer, cancellation and/or use;

(e) percentage of the number of treasury shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and

(f) value of the treasury shares if they are used for a sale or transfer, or cancelled.

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2.6. Source of Funds

The Company intends to use internal sources of funds, external borrowings or a combination of internal resources and external borrowings to finance the purchases or acquisition of the Shares. The Directors do not propose to exercise the Share Purchase Mandate in such a manner and to such an extent that the liquidity and capital adequacy position and listing status of the Company and/or the Group would be materially affected.

2.7. Solvency Test

Under the Companies Act, any Share Purchases may only be made if the Company is solvent. It is an offence for a Director or manager of the Company to approve or authorise the Share Purchases, knowing that the Company is not solvent. For this purpose, a company is solvent if at the date of the payment referred to in Section 76F(4) of the Companies Act:

(a) there is no ground on which the company could be found to be unable to pay its debts;

(b) if–

(i) it is intended to commence winding up of the company within the period of 12 months immediately after the date of the payment, the company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up; or

(ii) it is not intended so to commence winding up, the company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment; and

(c) the value of the company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the proposed purchase, acquisition, variation or release (as the case may be), become less than the value of its liabilities (including contingent liabilities).

2.8. Financial Effects

The financial effects arising from a purchase or acquisition of Shares pursuant to the Share Purchase Mandate of the Group and the Company 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, the consideration paid for such Shares and whether the Shares purchased or acquired are held in treasury or cancelled. The financial effect on the audited financial statements of the Group and the Company will depend, *inter alia*, on the factors set out below:

2.8.1. 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 (excluding brokerage, commission, applicable goods and services tax and other related expenses) 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.

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2.8.2. Number of Shares Acquired or Purchased

Based on 636,741,380 issued Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date and assuming no further Shares are issued on or prior to the forthcoming AGM, the exercise in full of the Share Purchase Mandate as summarised in Section 2.3.1, on the Latest Practicable Date, will be restricted to the purchase or acquisition of up to 27,078,180 Shares.

2.8.3. Maximum Price Paid for Shares Acquired or Purchased

In the case of Market Purchases by the Company and assuming that the Company purchases or acquires 27,078,180 Shares at the Maximum Price of S$0.4421 per Share (being the price equivalent to 5% above the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on Catalist immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 27,078,180 Shares is S$11,971,263 (excluding brokerage, commission, applicable goods and services tax and other related expenses).

In the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 27,078,180 Shares at the Maximum Price of S$0.5052 per Share (being the price equivalent to 20% above the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on Catalist immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 27,078,180 Shares is S$13,679,897 (excluding brokerage, commission, applicable goods and services tax and other related expenses).

2.8.4. Illustrative Financial Effects

For illustrative purposes only, assuming that the Company had purchased the Maximum Number of Shares pursuant to the Share Purchase Mandate in a Market Purchase or Off-Market Purchase, the financial effects of: (a) the purchase of the Maximum Number of Shares by the Company at the Maximum Price pursuant to the Share Purchase Mandate by way of purchases made out of capital and profits and held as treasury shares; and (b) the purchase of the Maximum Number of Shares by the Company at the Maximum Price pursuant to the Share Purchase Mandate by way of purchases made out of capital and profits and cancelled, on the audited financial statements of the Group for FY2026 are set out below.

The financial effects are prepared on the following assumptions:

(a) the Company has 636,741,380 issued and paid-up Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date, and no additional Shares were issued on or prior to the 2026 AGM;

(b) while the Share Purchase Mandate would authorize a purchase or acquisition of Shares up to the 10% of the issued and paid-up Shares, the Company is restricted to market purchases of up to 27,078,180 Shares which would result in the number of Shares in the hands of the public to be reduced to 60,966,320 Shares, representing 10% of the issued Shares of the Company;

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(c) the purchase of the Maximum Number of Shares pursuant to the Share Purchase Mandate had taken place on 1 August 2025 for the purpose of computing the financial effects on the LPS of the Group;

(d) 50% of such purchase or acquisition of Shares is financed by the internal resources of the Group available as at 1 August 2025 and the balance via short term borrowing. The rationale for not fully utilising the internal funding is due to the need to provide sufficient internal resources to ensure smooth operations of the Group;

(e) part of the internal resources utilised for the purchase or acquisition of the Shares would be disbursed from the Company's subsidiaries to the Company;

(f) the consideration for the purchase or acquisition of the Shares (excluding brokerage, stamp duties, commission, applicable goods and services tax, clearance fees and other related expenses) is financed by internal sources of funds and external borrowings;

(g) transaction costs incurred for the purchase or acquisition of the Shares are assumed to be insignificant and have been disregarded; and

(h) based on the exchange rate of S$1.00: RM3.1908 as at the Latest Practicable Date, obtained from the website of the MAS.

The illustrations set out below are based on the audited financial statements of the Company and the Group for FY2026 and are purely for illustrative purposes only. Accordingly, such illustrations are not representative or otherwise indicative of future financial performance of the Company and/or the Group.

APPENDIX

A. Market/Off-Market Purchases made entirely out of profits and held as treasury shares

	GROUP			COMPANY		
		After Share Purchase			After Share Purchase	
As at 31 July 2026	Before Share Purchase RM'000	Shares assuming Market Purchase RM'000	Shares assuming Off-Market Purchase RM'000	Before Share Purchase RM'000	Shares assuming Market Purchase RM'000	Shares assuming Off-Market Purchase RM'000
Share capital	437,154	437,154	437,154	437,154	437,154	437,154
Shareholders' funds[1]	505,529	467,331	461,879	418,909	380,711	375,259
NTA[2]	505,529	467,331	461,879	418,909	380,711	375,259
Current assets	226,128	207,029	204,303	4,909	4,909	4,909
Current liabilities	40,326	59,425	62,151	3,823	42,021	47,473
Working capital	185,802	147,604	142,152	1,086	-37,112	-42,564
Total borrowings	8,022	27,121	29,847	–	–	–
Cash and cash equivalents	127,648	108,549	105,823	2,691	2,691	2,691
Loss after tax and minority interest	-23,265	-23,265	-23,265	-3,640	-3,640	-3,640
Number of Shares (excluding treasury shares) ('000)	636,741	609,663	609,663	636,741	609,663	609,663
Number of treasury shares ('000)	241	27,319	27,319	241	27,319	27,319
Financial Ratios						
NTA per Share (sen)[3]	79.39	76.65	75.76	65.79	62.45	61.55
Weighted average number of Shares ('000)	619,308	592,230	592,230	619,308	592,230	592,230
Gearing ratio (times)[4]	0.02	0.06	0.06	–	–	–
Current ratio (times)[5]	5.61	3.48	3.29	1.28	0.12	0.10
LPS (sen)	-3.76	-3.93	-3.93	-0.59	-0.61	-0.61

Notes:

1. Shareholders' funds exclude minority interests.
2. NTA refers to net assets less intangible assets and minority interests.
3. NTA per Share is computed based on the NTA (i.e., net assets less intangible assets and minority interests) divided by the number of Shares issued.
4. Gearing ratio equals to total borrowings divided by shareholders' funds.
5. Current ratio equals to current assets divided by current liabilities.

APPENDIX

B. Market/Off-Market Purchases made entirely out of capital and cancelled

	GROUP			COMPANY		
		After Share Purchase			After Share Purchase	
As at 31 July 2026	Before Share Purchase RM'000	Shares assuming Market Purchase RM'000	Shares assuming Off-Market Purchase RM'000	Before Share Purchase RM'000	Shares assuming Market Purchase RM'000	Shares assuming Off-Market Purchase RM'000
Share capital	437,154	398,956	393,504	437,154	398,956	393,504
Shareholders' funds[1]	505,529	467,331	461,879	418,909	380,711	375,259
NTA[2]	505,529	467,331	461,879	418,909	380,711	375,259
Current assets	226,128	207,029	204,303	4,909	4,909	4,909
Current liabilities	40,326	59,425	62,151	3,823	42,021	47,473
Working capital	185,802	147,604	142,152	1,086	-37,112	-42,564
Total borrowings	8,022	27,121	29,847	–	–	–
Cash and cash equivalents	127,648	108,549	105,823	2,691	2,691	2,691
Loss after tax and minority interest	-23,265	-23,265	-23,265	-3,640	-3,640	-3,640
Number of Shares (excluding treasury shares) ('000)	636,741	609,663	609,663	636,741	609,663	609,663
Number of treasury shares ('000)	241	241	241	241	241	241
Financial Ratios						
NTA per Share (sen)[3]	79.39	76.65	75.76	65.79	62.45	61.55
Weighted average number of Shares ('000)	619,308	592,230	592,230	619,308	592,230	592,230
Gearing ratio (times)[4]	0.02	0.06	0.06	–	–	–
Current ratio (times)[5]	5.61	3.48	3.29	1.28	0.12	0.10
LPS (sen)	-3.76	-3.93	-3.93	-0.59	-0.61	-0.61

Notes:

1. Shareholders' funds exclude minority interests.
2. NTA refers to net assets less intangible assets and minority interests.
3. NTA per Share is computed based on the NTA (i.e., net assets less intangible assets and minority interests) divided by the number of Shares issued.
4. Gearing ratio equals to total borrowings divided by shareholders' funds.
5. Current ratio equals to current assets divided by current liabilities.

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Shareholders should note that the financial effects, based on the respective aforementioned assumptions, are for illustrative purposes only. In particular, it is important to note that it is not possible for the Company to realistically calculate or quantify the impact of purchases or acquisitions that may be made pursuant to the Share Purchase Mandate on the NTA per Share and LPS as the resultant effect would depend on the factors such as the aggregate number of Shares purchased, the purchase price paid at the relevant time, and the amount (if any) borrowed by the Company to fund the purchases or acquisitions. The above analysis is based on historical numbers as at 31 July 2026, and is not necessarily representative of future financial performance.

It should also be noted that purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate would only be made in circumstances where it is considered to be in the best interest of the Company, and the purchases or acquisitions of Shares may not be carried out to the full 10% as mandated. Further, the Directors would emphasise that they do not propose to carry out Share Purchase to such an extent that would, or in circumstances that might, result in a material adverse effect on the financial position of the Company or the Group, or results in the Company being delisted from the SGX-ST. The Company will take into account both financial and non-financial factors (for example, share market conditions and the performance of the Shares) in assessing the relative impact of a Share Purchase before execution.

2.9. Tax Implications

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

2.10. Catalist Rules

The Catalist Rules specify 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 8D to the Catalist Rules) must include, *inter alia*, the 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, and 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 held after the purchase.

APPENDIX

The Catalist Rules do not expressly prohibit any purchase or acquisition of its own shares by a listed company during any particular time or times. However, as the Company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued Shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Purchase Mandate at any time after a price-sensitive development has occurred or has been the subject of a decision of the Directors until such time as the price-sensitive information has been publicly announced or disseminated in accordance with the requirements of the Catalist Rules.

In particular, the Company would not purchase or acquire any Share through Market Purchases during the period of one (1) month immediately preceding the announcement of the Company's half-year and full-year results of the financial year.

Rule 723 of the Catalist Rules requires a listed company to ensure that at least 10% of any class of its listed securities (excluding treasury shares, preference shares and convertible equity securities) must be held by public shareholders. As at the Latest Practicable Date, approximately 88,044,500 of the issued Shares are held by public shareholders, representing approximately 13.83% of the total number of issued Shares.

Assuming that the Company purchases its Shares through Market Purchases up to the full 10% limit pursuant to the Share Purchase Mandate from the public, the number of issued Shares held by public shareholders would be reduced to 24,370,362 Shares, representing approximately 4.25% of the remaining issued Shares of the Company. Therefore, in such a case and in order not to adversely affect the listing status of the Shares on the SGX-ST, the Company will not be permitted to undertake purchases or acquisitions of its Shares to the full 10% limit pursuant to the Share Buy-Back Mandate if it will result in the number of Shares held by public Shareholders falling below 10% of the remaining issued Shares of the Company. Accordingly, the Company is restricted to market purchases of up to 27,078,180 Shares which would result in the number of Shares in the hands of the public to be reduced to 60,966,320 Shares, representing 10% of the issued Shares of the Company (excluding treasury shares and subsidiary holdings). In undertaking any Share Purchase, the Directors will use their best efforts to ensure that, notwithstanding such Share Purchase, a sufficient float in the hands of the public will be maintained so that the Share Purchase will not adversely affect the listing status of the Shares on the SGX-ST, cause market illiquidity or adversely affect the orderly trading of the Shares.

2.11. 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.

2.11.1. Obligation to make a take-over offer

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

APPENDIX

2.11.2. Persons Acting in Concert

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

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

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

(b) a company with any of its directors, together with their close relatives, related trusts and any companies controlled by any of the directors, their close relatives and related trusts;

(c) a company with any of its pension funds and employee share schemes;

(d) a person with any investment company, unit trust or other fund in respect of the investment account which such person manages on a discretionary basis;

(e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser and all the funds which the adviser manages on a discretionary basis, where the shareholdings of the adviser and any of those funds in the client total 10% or more of the client's equity share capital;

(f) directors of a company, together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts, which is subject to an offer or where the directors have reason to believe a bona fide offer for their company may be imminent;

(g) partners; and

(h) an individual, his close relatives, his related trusts, any person who is accustomed to act according to his instructions, companies controlled by any of the foregoing persons and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing persons and/or entities for the purchase of voting rights.

For this purpose, ownership or control of at least 20% but not more than 50% of the voting rights of a company will be regarded as the test of associated company status.

The circumstances under which Shareholders, including Directors and persons acting in concert with them respectively, will incur an obligation to make a take-over offer under Rule 14 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.

APPENDIX

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

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its issued Shares, the voting rights of such Directors and the persons acting in concert with them would increase to 30% or more, or in the event that such Directors and the persons acting in concert with them hold between 30% and 50% of the Company's voting rights, if the voting rights of such Directors and the persons acting in concert with them would increase by more than 1% in any period of six months.

Under Appendix 2 of the Take-over Code, a Shareholder who is 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 in the Company would increase to 30% or more, or, if such Shareholders holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholders would increase by more than 1% in any period of six months. Such a Shareholder need not abstain from voting in respect of the Ordinary Resolution authorising the Share Purchase Mandate.

Shareholders are advised to consult their professional advisers and/or the SIC at the earliest opportunity as to whether an obligation to make a takeover offer would arise by reason of any Share Purchases by the Company.

2.11.4. Application of the Take-over Code

The interests of the Directors and Substantial Shareholders of the Company in the Shares as at the Latest Practicable Date are disclosed in Section 4 below. As at the Latest Practicable Date, as far as the Company is aware, none of the Directors or Substantial Shareholders of the Company would become obliged to make a takeover offer for the Company under Rule 14 of the Take-over Code as a result of the Share Purchases by the Company of the maximum limit of 10% of the total number of issued Shares as at the Latest Practicable Date. Shareholders are advised to consult their professional advisers and/or the SIC and/or the relevant authorities at the earliest opportunity as to whether an obligation to make a takeover offer would arise by reason of any Share Purchases by the Company pursuant to the Share Purchase Mandate.

2.12. Shares Purchases in the Previous 12 Months

The Company has not purchased or acquired any Shares during the twelve (12) month period immediately preceding the Latest Practicable Date.

2.13. Limits on Shareholdings

The Company does not have any limits on the shareholding of any Shareholder.

APPENDIX

2.14. Reporting Requirements under the Companies Act

Within 30 days of the passing of the Shareholders' resolution to approve the Proposed Renewal of the Share Purchase Mandate, the Company shall lodge a copy of the resolution with ACRA. Within 30 days of a Share Purchase on Catalist or otherwise, the Company shall lodge with ACRA a notice of the purchase or acquisition in the prescribed form, such notification including, inter alia, the date of the purchase or acquisition, the number of Shares purchased or acquired by the Company, the number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued ordinary share capital before and after the Share Purchase, the amount of consideration paid by the Company for the Share Purchase, and whether the Shares were purchased or acquired out of the profits or the capital of the Company.

3. PROPOSED RENEWAL OF THE IPT GENERAL MANDATE

3.1. BACKGROUND

The IPT General Mandate was adopted by the Company's then Shareholders on 11 June 2020, and was effective from the Date of Listing pursuant to Rule 920(2) of Chapter 9 of the Catalist Rules by way of the Offer Document issued by the Company dated 16 June 2020 and was expressed to take effect until the earlier of the following: (a) the conclusion of our Company's first AGM following the Date of Listing; or (b) the first anniversary of the Date of Listing. At the 2025 AGM, the IPT General Mandate was renewed. As such, the IPT General Mandate will expire upon the conclusion of the forthcoming AGM. Pursuant to Rule 920 of the Catalist Rules, the Company will seek Shareholders' approval for the Proposed Renewal of the IPT General Mandate.

The Proposed Renewal of the IPT General Mandate will enable the Group, in its ordinary course of business, to enter into the Interested Person Transactions specified in paragraph 3.6 below with any Mandated Interested Persons, provided that such transactions are made on normal commercial terms, will not be prejudicial to the interests of the Company and its minority Shareholders, and are in accordance with the guidelines and review procedures for such transactions set out in paragraph 3.8 of this Appendix.

3.2. PARTICULARS OF THE IPT GENERAL MANDATE TO BE RENEWED

The categories of transactions, procedures, and entities at risk and Interested Persons to which the Proposed Renewal of IPT General Mandate will apply to are the same as that of the IPT General Mandate renewed at the 2025 AGM.

The renewed IPT General Mandate will take effect from the passing of the ordinary resolution relating thereto at the forthcoming AGM, and will (unless revoked or varied by our Company in a general meeting) continue in force until the conclusion of the next AGM. Approval from Shareholders will be sought for the renewal of the IPT General Mandate at the next AGM and each subsequent AGM, subject to satisfactory review by the Audit Committee of its continued relevance and application to the transactions with the Mandated Interested Persons, and its confirmation that the methods and review procedures for the transactions with the Mandated Interested Persons are sufficient to ensure that the transactions are carried out on normal commercial terms and will not be prejudicial to the interests of our Company and its minority Shareholders.

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3.3. CHAPTER 9 OF THE CATALIST RULES

Chapter 9 of the Catalist Rules governs transactions which a listed company or any of its subsidiaries or associated companies enters into or proposes to enter into with a party who is an Interested Person of the listed company. The objective of Chapter 9 (as stated in Rule 901 of the Catalist Rules) is to guard against the risk that the Interested Persons could influence a listed company, its subsidiaries or associated companies to enter into transactions with Interested Persons that may adversely affect the interests of the listed company or its shareholders.

Pursuant to Rule 905 of the Catalist Rules, a listed company must make an immediate announcement of any Interested Person Transaction of a value equal to, or more than 3.0% of the Group's latest audited NTA. If the aggregate value of all transactions entered into with the same Interested Person during the same financial year amounts to 3.0% or more of the Group's latest audited NTA, the listed company must make an immediate announcement of the latest transaction and all future transactions entered into with that same Interested Person during that financial year.

Pursuant to Rule 906 of the Catalist Rules, a listed company must obtain shareholder approval for any Interested Person Transaction of a value equal to, or more than:

(a) 5.0% of the Group's latest audited NTA; or

(b) 5.0% of the Group's latest audited NTA, when aggregated with other transactions entered into with the same Interested Person during the same financial year. However, a transaction which has been approved by shareholders, or is the subject of aggregation with another transaction that has been approved by shareholders, need not be included in any subsequent aggregation.

3.4. ENTITIES AT RISK CONTEMPLATED UNDER THE IPT GENERAL MANDATE

For the purposes of the IPT General Mandate, an "entity at risk" means:

(a) the Company;

(b) a subsidiary of the Company (excluding subsidiaries listed on the SGX-ST or an approved exchange); or

(c) an associated Company of our Company (other than an associated Company that is listed on the SGX-ST or an approved exchange) over which the Group, or the Group and its Interested Person(s), has or have control.

APPENDIX

3.5. NAMES OF MANDATED INTERESTED PERSONS CONTEMPLATED UNDER THE IPT GENERAL MANDATE

The IPT General Mandate will apply to the transactions that are carried out between the Group and the following persons (collectively, the "**Mandated Interested Persons**" and each a "**Mandated Interested Person**"):

(i) Aras Kuasa

The Managing Director, Dato' Sri Pek Kok Sam, the Non-Executive Non-Independent Director, Dato' Teh Teck Tee, the Substantial Shareholder and Dato' Lee Tek Mook @ Lee Teh Moh hold in aggregate 100.0% of the issued share capital of Aras Kuasa. Aras Kuasa is principally engaged in the exploration, mining, processing and sale of minerals such as bauxite and base metals in Malaysia. We have procured Shared Services from Aras Kuasa.

(ii) HChem Marketing

HChem Marketing is incorporated in Malaysia and is principally engaged in the business of dealing in engine lubricant and other related products. The Managing Director, Dato' Sri Pek Kok Sam and his wife, Ms. Xu Liyan, hold in aggregate 100.0% of the issued share capital of HChem Marketing. The Company may from time to time purchase lubricants from HChem Marketing for heavy equipment.

(iii) Multiline Trading

Multiline Trading is incorporated in Malaysia and is principally engaged in the business of provision of transportation services. The Managing Director, Dato' Sri Pek Kok Sam, and his brother, Mr. Pek Kok Hua, hold in aggregate 100.0% of the issued share capital of Multiline Trading. Multiline Trading is principally engaged in the business of provision of hiring and transportation services. The Company engage Multiline Trading for, *inter alia*, the transportation of its iron ore products to ports or to our customers' premises. As Multiline Trading is also in the business of trading of spare parts and equipment for heavy machinery and vehicles, the Company may from time to time purchase such products from Multiline Trading.

The Company's finance department shall maintain a list of the Interested Persons and their associates (which will be updated immediately if there are any changes) to enable identification of the Interested Persons. The list of Interested Persons shall be reviewed on a quarterly basis by the COO and be subject to such verifications or declarations as required by the Audit Committee for such period as determined by them.

APPENDIX

3.6. CATEGORIES OF THE INTERESTED PERSON TRANSACTIONS CONTEMPLATED UNDER THE IPT GENERAL MANDATE

The IPT General Mandate will apply to the following transactions between the Group and the Mandated Interested Persons ("**Mandated Interested Person Transactions**"), including but not limited to:

(i) The procurement of hiring and transportation services by the Group from Multiline Trading;

(ii) The purchase of lubricants by the Group from HChem Marketing;

(iii) The procurement of spare parts and equipment by the Group from Multiline Trading; and

(iv) The procurement of Shared Services by the Group from Aras Kuasa pursuant to the Shared Services Agreement.

The Mandated Interested Person Transactions relate to the provision to, or obtaining from, Mandated Interested Persons of products and services in the ordinary course of business of the Group or which are necessary for the day-to-day operations, but not in respect of the purchase or sale of assets, undertakings or businesses. Transactions with the Mandated Interested Persons which do not fall within the ambit of the Mandated Interested Person Transactions will be subject to the relevant provisions of Chapter 9 of the Catalist Rules and/or other applicable provisions of the Catalist Rules.

3.7. RATIONALE FOR AND BENEFITS OF THE PROPOSED RENEWAL OF THE IPT GENERAL MANDATE

The IPT General Mandate (and its subsequent renewal thereafter on an annual basis) is intended to facilitate the Mandated Interested Person Transactions in the ordinary course of business of the Group as described in section 3.6 above, which the Directors envisage are likely to be transacted with some frequency and from time to time with the Interested Persons, provided that they are carried out on the Group's normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.

The IPT General Mandate will enhance the ability of companies in the Group to pursue business opportunities which are time-sensitive in nature, and will eliminate the need for the Company to announce, or to announce and convene separate general meetings on each occasion to seek Shareholders' approval for the entry by the relevant company in the Group into such transactions. This will substantially reduce the expenses associated with the convening of general meetings on an ad hoc basis, improve administrative efficacy considerably, and allow manpower resources and time to be channeled towards attaining other corporate objectives.

APPENDIX

3.8. GUIDELINES AND REVIEW PROCEDURES UNDER THE IPT GENERAL MANDATE

The Company has implemented the following internal controls system as well as methods and procedures, to ensure that Mandated Interested Person Transactions with the Mandated Interested Persons will be carried out on normal commercial terms, supported by independent valuation where appropriate, and are consistent with the Group's usual business policies and practices and are not prejudicial to the interests of our Company and our minority Shareholders.

In particular, the following methods and/or procedures have been implemented:

(a) Procurement of hiring and transportation services from Multiline Trading

(i) Given the frequency of such hiring and transportation services, the Group will negotiate for an annual transportation and hiring agreement with Multiline Trading ("**Annual Agreement**"). The Annual Agreement shall set out the basic terms of the services, in particular, the price per tonnage and travel distance for the transportation of our products and the price for each type of vehicle and the distance for transportation of our equipment. Prior to the entry into the Annual Agreement with Multiline Trading, we will compare the terms offered by or to Multiline Trading with the terms offered by or to other similar annual arrangement offered by a minimum of two (2) unrelated third parties.

(ii) For the procurement of hiring and transportation services by the Group from Multiline Trading, the Group will only enter into the Annual Agreement with Multiline Trading if the terms offered by Multiline Trading are comparable to those offered by a minimum of two (2) other unrelated third parties for the same or substantially similar type of services. In determining whether the price and terms offered by Multiline Trading are fair and reasonable, all pertinent factors, including but not limited to the availability of suitable vehicle and resources, response time, age of vehicles, credit terms and track record of the counterparty will be taken into consideration. All hiring and transportation services procured by the Group from Multiline Trading are to be carried out on terms which are no more favourable to Multiline Trading than the usual commercial terms extended from unrelated third parties or otherwise in accordance with applicable market norms.

(iii) In the event that it is impractical or impossible to obtain such comparable quotations, the COO or a senior executive of the Company designated by our Audit Committee (who must have no interest, direct or indirect in the transactions) will, subject to the approval thresholds set out below, determine whether the price and terms offered by Multiline Trading are fair and reasonable, taking into account factors including but not limited to contract specifications and requirements, delivery schedules, duration, credit terms, track record of the counterparty, experience and expertise of the counterparty, any preferential rates extended, usual or historical margins or cost and reliability of the counterparty.

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(b) Purchase of (i) lubricants; and (ii) spare parts and equipment from HChem Marketing and Multiline Trading respectively

(i) For purchases of (i) lubricants; and (ii) spare parts and equipment by the Group from HChem Marketing and Multiline Trading respectively, the relevant department which has the knowledge of the context of the transactions, shall obtain quotations (wherever possible or available) from a minimum of two (2) unrelated third party suppliers for the same or substantially similar quantities and/or qualities of products and/or services, prior to the entry into a transaction with HChem Marketing or Multiline Trading, as the case may be, as comparison to determine whether the price and terms offered by HChem Marketing or Multiline Trading, as the case may be, are fair and reasonable and comparable to those offered by other unrelated third parties for the same or substantially similar type of products and/or services. In determining whether the price and terms offered by HChem Marketing or Multiline Trading, as the case may be, are fair and reasonable, all pertinent factors, including but not limited to the quality of products, delivery schedules, duration, credit terms and track record, and where applicable, preferential rates, rebates or discounts accorded for bulk purchases, of the counterparty will be taken into consideration. The Group shall ensure that such transactions are conducted at prices and terms not less favourable to the Group than those offered by other unrelated third party suppliers, contemporaneous with similar transactions of comparable quantities and products specifications ("**Similar Transactions**").

(ii) In the event that it is impractical or impossible to obtain Similar Transactions (for instance, if there are no unrelated third party vendors of similar products or services, or if the product is a proprietary item), the COO or a senior executive of the Company designated by the Audit Committee (whom must have no interest, direct or indirect in the transactions) will, subject to the approval thresholds set out below, determine whether the price and terms offered by HChem Marketing or Multiline Trading, as the case may be, are fair and reasonable, taking into account factors such as, including but not limited to, the costs and benefits of entering into the transactions and the prices charged to unrelated third parties by HChem Marketing or Multiline Trading, as the case may be.

(c) Procurement of Shared Services from Aras Kuasa

(i) The Group has entered into a Shared Services Agreement dated 21 January 2020 with Aras Kuasa ("**Shared Services Agreement**") for the procurement of Shared Services.

Pursuant to the terms of the Shared Services Agreement, the Group and Aras Kuasa shall share the monthly costs of the information technology services incurred which mainly include the cost of purchasing information technology infrastructure, equipment and spare parts, the cost of personnel engaged to maintain the information technology system and any other costs in relation and necessary for the maintenance and upgrading of the information technology systems. The total monthly costs incurred shall be split based on the number of users of each group and Aras Kuasa will invoice the Group for the Shared Services Cost on a monthly basis ("**Shared Services Cost**"). The Group is of the view that this split is appropriate as the expenses incurred for the provision of Shared Services are mainly user driven, for example, the capacities of storage and email servers are based on the number of users and key information technology equipment such as computers are allocated to all office staff on a one-to-one basis.

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(ii) The Company's finance department shall review the costing provided by Aras Kuasa on a monthly basis to ensure that it tallies with the invoice.

(iii) The Shared Services Agreement shall be subject to annual review by our Audit Committee and any renewal or amendment to the Shared Services Agreement, in particular the Shared Services Cost, shall be reviewed and approved by our Audit Committee.

Approval Thresholds

The approval thresholds for each Mandated Interested Person Transaction are as follows:

Value of each Mandated Interested Person Transaction	Approval Authority
Below 3.0% of the latest audited NTA of our Group	COO
Equals to or exceeds 3.0% but below 5.0% of the latest audited NTA of our Group	COO and an Independent Director
Equals to or exceeds 5.0% of the latest audited NTA of our Group	COO and the Audit Committee

3.9. ADDITIONAL PROCEDURES FOR MANDATED INTERESTED PERSON TRANSACTIONS

(i) All transactions will be reviewed monthly by the Group's finance department to identify the Mandated Interested Person Transactions and ensure that they have been transacted within the parameters of the IPT General Mandate. If any person has an interest in a Mandated Interested Person Transaction, he or she will abstain from any deliberation and decision-making in respect of the said transaction.

(ii) The Group's finance department shall record all Mandated Interested Person Transactions in the register of Mandated Interested Person Transactions. The register will include all information pertinent to all the Mandated Interested Person Transactions, including but not limited to, the nature of the transactions, the amount, the basis and rationale for determining the transaction prices, material terms and conditions and supporting evidence and quotations obtained to support such basis.

(iii) The Audit Committee will review the register of Mandated Interested Person Transactions on a quarterly basis to ascertain that the relevant procedures, guidelines and policies established to monitor the Mandated Interested Person Transactions have been complied with.

(iv) The annual internal audit plan will incorporate a review of the Mandated Interested Person Transactions entered into, pursuant to the IPT General Mandate to ensure that the methods and procedures in respect of the Mandated Interested Person Transactions have been adhered to.

(v) The Directors and the Audit Committee will have the overall responsibility for the determination of the review procedures, including any addition or variation thereto, where applicable. The Directors and the Audit Committee may also appoint individuals or committees within our Company to examine the Mandated Interested Person Transactions as they deem appropriate. If a member of the Directors or the Audit Committee has an interest in a Mandated Transaction, he will abstain from any deliberation and decision-making by the Directors or the Audit Committee in respect of the said transaction.

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(vi) If during any of the reviews by the Audit Committee, the Audit Committee is of the view that the review procedures for Mandated Interested Person Transactions have become inappropriate or insufficient in the event of changes to the nature of, or manner in which, the business activities of the Group or the Mandated Interested Persons are conducted, or the review procedures for Mandated Interested Person Transactions are not sufficient to ensure that the Mandated Interested Person Transactions will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders, we will seek a fresh general mandate from Shareholders based on new review procedures so that Mandated Interested Person Transactions will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders. The Mandated Interested Persons will abstain, and have agreed to ensure that their associates will abstain, from voting on such resolutions.

(vii) Disclosure will be made in the Company's financial results announcements and the annual report of the Company in respect of the Mandated Interested Person Transactions in accordance with Chapter 9 of the Catalist Rules.

3.10. DISCLOSURE UNDER THE CATALIST RULES

The Company will announce the aggregate value of transactions conducted with the Mandated Interested Person(s) pursuant to the IPT General Mandate for the relevant financial periods which the Company is required to report on pursuant to Rule 705 of the Catalist Rules and within the time frame required for such announcements.

Disclosure will also be made in our Company's annual report of the aggregate value of transactions conducted with the Mandated Interested Person(s) pursuant to the IPT General Mandate during the financial year, and in the annual reports for subsequent financial years that the IPT General Mandate continues in force, in accordance with the requirements of Chapter 9 of the Catalist Rules.

The name of the Interested Person, nature of relationship and the corresponding aggregate value of the transactions with the Interested Person will be presented in the following format (or in such other form as the Catalist Rules may require from time to time):

Name of Interested Person	Nature of relationship	Aggregate value of all interested person transactions during the financial year/period under review (excluding transactions less than S$100,000 and transactions conducted under the Shareholders' general mandate pursuant to Rule 920 of the Catalist Rules)	Aggregate value of all interested person transactions conducted under the Shareholders' general mandate pursuant to Rule 920 of the Catalist Rules during the financial year/period under review (excluding transactions less than S$100,000)

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3.11. STATEMENT OF THE AUDIT COMMITTEE

Pursuant to Rule 920(1)(c) of the Catalist Rules, the Audit Committee confirms that:

(a) the methods and procedures for determining the transaction prices of the Mandated Interested Person Transactions have not changed since the 2025 AGM;

(b) the methods and procedures referred to in sub-paragraph (a) above are sufficient to ensure that the Mandated Interested Person Transactions, shareholders carried out thereunder will be on normal commercial terms and will not be prejudicial to the interests of the Group and the minority Shareholders; and

(c) If, during the periodic reviews by the Audit Committee, the Audit Committee is of the view that the review procedures are inadequate or inappropriate to ensure that the relevant transactions with the Mandated Interested Person will be carried out on normal commercial terms and will not be prejudicial to the interests of our Company and its minority Shareholders, or in the event of any amendment to Chapter 9 of the Catalist Rules, the Audit Committee will, in consultation with the Board, take such action as it deems proper in respect of such procedures and/or modify or implement such procedures as may be necessary and direct the Company to revert to Shareholders for a fresh mandate based on the new guidelines and procedures for the Mandated Interested Person Transactions.

3.12. ABSTENTION FROM VOTING

Pursuant to Rule 920(1)(b)(viii) of the Catalist Rules, Dato' Sri Pek Kok Sam and Dato' Teh Teck Tee will abstain, and have undertaken to ensure that their respective associates will abstain, from voting on Resolution 9 as set out in the Notice of AGM in relation to the Proposed Renewal of IPT General Mandate.

In addition, our Company will procure that Dato' Sri Pek Kok Sam, Dato' Teh Teck Tee and/or or any of their respective associates will also decline to accept appointment as proxy for any Shareholder to vote in respect of the Proposed Renewal of IPT General Mandate, unless the Shareholder concerned have given instructions in his/her proxy form as to the manner in which his/her votes are to be cast in respect of the Proposed Renewal of IPT General Mandate; and our Company shall disregard votes cast by Dato' Sri Pek Kok Sam, Dato' Teh Teck Tee and/or any of their respective associates in respect of their holdings of Shares (if any) in relation to the Proposed Renewal of IPT General Mandate.

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4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, the shareholdings of Directors and Substantial Shareholders of the issued Shares of our Company as recorded respectively in the Register of Directors' Shareholdings and Substantial Shareholders, are as follows:

Name	Before Share Purchases						After Share Purchases[2]
	Direct Interest		Deemed Interest		Total Interest		Total Interest
	No. of Shares	%[1]	No. of Shares	%[1]	No. of Shares	%[1]	%[3]
Directors							
Dato' Sri Pek Kok Sam	354,896,770	55.74	5,844,100[4]	0.92	360,740,870	56.66	59.17
Lim Wei Hung	6,020,000	0.95	–	–	6,020,000	0.95	0.99
Dato' Teh Teck Tee	86,720,770	13.62	–	–	86,720,770	13.62	14.22
Chin Chee Choon	–	–	–	–	–	–	–
Sim Chin Hoe	–	–	–	–	–	–	–
Dato' Gainneos Jacob Goldie	–	–	–	–	–	–	–
Substantial Shareholder (other than Directors)							
Dato' Lee Tek Mook @ Lee Teh Moh	53,510,840	8.40	–	–	53,510,840	8.40	8.78

Notes:

(1) As a percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date comprising 636,741,380 Shares.

(2) Assuming that the Company purchases the maximum number of 27,078,180 Shares under the Share Purchase Mandate.

(3) As a percentage of the total number of issued Shares comprising 609,663,200 Shares.

(4) Consisting of shares held by Remparan Sdn Bhd and Ms. Xu Liyan of 25,000 Shares and 5,819,100 Shares respectively. Remparan Sdn Bhd is wholly-owned by Multiline Trading Sdn Bhd, which is 99.99% owned by Dato' Sri Pek Kok Sam and 0.01% owned by Mr. Pek Kok Hua, the brother of Dato' Sri Pek Kok Sam and Ms Xu Liyan is spouse of Dato' Sri Pek Kok Sam.

Saved as disclosed in this Appendix, none of the Directors or Substantial Shareholders has any interest, direct or indirect, in the Proposed Renewal of Share Purchase Mandate and Proposed Renewal of IPT General Mandate other than through their respective shareholdings in the Company.

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5. DIRECTORS' RECOMMENDATION

5.1. Proposed Renewal of Share Purchase Mandate

The Directors having considered, inter alia, the terms and rationale of the Proposed Renewal of the Share Purchase Mandate, are of the opinion that Proposed Renewal of the Share Purchase Mandate is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that Shareholders vote in favour of Ordinary Resolution 8 relating to the Proposed Renewal of the Share Purchase Mandate to be tabled at the forthcoming 2026 AGM.

5.2. Proposed Renewal of the IPT General Mandate

The Directors, save for Dato' Sri Pek Kok Sam and Dato' Teh Teck Tee, having considered, inter alia, the terms and rationale of the Proposed Renewal of the IPT General Mandate, are of the opinion that Proposed Renewal of the IPT General Mandate is in the best interests of the Company and the Shareholders. Accordingly, the Directors, save for Dato' Sri Pek Kok Sam and Dato' Teh Teck Tee, recommend that Shareholders vote in favour of Ordinary Resolution 9 relating to the Proposed Renewal of the IPT General Mandate to be tabled at the forthcoming 2026 AGM.

6. DIRECTORS' RESPONSIBILITY STATEMENT

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

Where information in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix in its proper form and context.

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7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of our Company at 36 Robinson Road, #20-01 City House, Singapore 068877, during normal business hours from the date of this Appendix up to and including the date of the 2026 AGM:

(a) the Constitution of the Company; and

(b) the 2026 Annual Report.

Yours faithfully

For and on behalf of the Board of
SOUTHERN ALLIANCE MINING LTD.
Dato' Sri Pek Kok Sam
Managing Director

10 November 2026