VIVIDTHREE HOLDINGS LTD.
(Company Registration No. 201811828R)
(Incorporated in the Republic of Singapore)

ENTRY INTO BINDING TERM SHEET IN RELATION TO THE PROPOSED APPOINTMENT OF VIVIDTHREE PRODUCTIONS PTE. LTD. AS OPERATOR OF THE *SCAPE VENUES

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1. INTRODUCTION

The Board of Directors (the "**Board**") of Vividthree Holdings Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that its wholly-owned subsidiary, Vividthree Productions Pte. Ltd. ("**VV3 Productions**"), has, on 3 August 2026, entered into a binding term sheet (the "**Term Sheet**") with MM2 Asia Ltd. ("**mm2**"), a controlling shareholder of the Company, in relation to the proposed appointment of VV3 Productions as the exclusive operator of a livehouse venue and music studio venue at *SCAPE, acting as sub-operator under mm2 (collectively, the "**Venues**", and the proposed arrangement, the "**Proposed Arrangement**").

2. DETAILS OF THE PROPOSED ARRANGEMENT

2.1 Background and roles of the parties

mm2 is the collaborator and project manager under a collaboration agreement entered into with *SCAPE Co. Ltd. ("***SCAPE**") for the development, management and operation of designated venues within the *SCAPE premises (the "***SCAPE Collaboration Agreement**"). The proposed appointment of VV3 Productions is made within the scope of, and is subordinate to, mm2's rights and obligations under the *SCAPE Collaboration Agreement. The Proposed Arrangement does not assign, novate or otherwise transfer mm2's contractual position with *SCAPE to VV3 Productions.

2.2 Scope of work

VV3 Productions will be responsible for the day-to-day management and operation of the Venues, including event programming, venue operations, ticketing, customer service, food and beverage operations, technical and IT management, marketing execution, staffing, licensing and regulatory compliance, and other activities necessary for the lawful and proper operation of the Venues.

2.3 Principal terms

The initial term of the Proposed Arrangement will be three (3) years from the commencement of operations. VV3 Productions will bear the operating costs of the Venues and fund the agreed capital expenditure, while mm2 will be entitled to a fixed project participation amount of up to S$80,000 in aggregate for the entire three-year term, payable only from distributable profit.

2.4 Rationale

The Board is of the view that the Proposed Arrangement will provide the Group with an opportunity to broaden its revenue base and complement its existing experience in digital media, entertainment and consumer out-of-home entertainment activities.

3. INTERESTED PERSON TRANSACTION

mm2 is a controlling shareholder of the Company holding approximately 23.06% shareholding interest in the Company and is therefore an "interested person" under Chapter 9 of the Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**"). Accordingly, the Proposed Arrangement constitutes an interested person transaction ("**IPT**").

The value of transaction, being the maximum aggregate fixed project participation amount payable by VV3 Productions to mm2 is S$80,000 for the entire three-year term. As the value of the Proposed Arrangement is below S$100,000, the Proposed Arrangement is excluded under Rules 905(3) and 906(2) of the Catalist Rules.

For the current financial year commencing on 1 April 2026 and up to the date of this announcement, there were no other IPTs (excluding transactions below S$100,000) entered into by the Group with mm2 and its associates, and there were no other IPTs (excluding transactions below S$100,000) entered into between the Group and other interested persons.

The Audit Committee of the Company, having considered the terms and rationale of the Proposed Arrangement, is of the view that the Proposed Arrangement is on normal commercial terms and is not prejudicial to the interests of the Company and its minority shareholders.

4. FINANCIAL EFFECTS

The Proposed Arrangement is not expected to have any material impact on the net tangible assets per share or earnings per share of the Group for the current financial year ending 31 March 2027, other than the potential revenue, profit and capital expenditure arising from the Proposed Arrangement which cannot be reasonably ascertained at this stage.

5. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save as disclosed in this announcement, none of the Directors or substantial shareholders of the Company or their respective associates has any interest, direct or indirect, in the Proposed Arrangement, other than through their respective directorships and/or shareholdings in the Company, if any.

6. FURTHER ANNOUNCEMENTS AND TRADING CAUTION

The Company will make further announcements as and when there are material developments, including the commencement of operations at the Venues. Shareholders and potential investors should note that there is no certainty or assurance that the Proposed Arrangement will proceed to the commencement of operations. Shareholders and potential investors are advised to exercise caution when dealing in the Company's securities. When in doubt, shareholders and potential investors should seek independent advice from their bank managers, stockbrokers, solicitors or other professional advisers.

BY ORDER OF THE BOARD

Yeo Eng Pu, Charles
Executive Director and Chief Executive Officer

3 August 2026

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*This announcement has been reviewed by the Company's sponsor, UOB Kay Hian Private Limited (the "**Sponsor**").*

*This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**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.*

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