LORENZO INTERNATIONAL LIMITED

(Company Registration No.: 200508277C)
(Incorporated in the Republic of Singapore)

(1) PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE

(2) POTENTIAL COLLABORATION WITH TONG REN TANG ROYAL FOOD PTE. LTD.

1. INTRODUCTION

The board of directors (the "**Board**" or "**Directors**") of Lorenzo International Limited (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce the following:

(a) the Company is currently in ongoing discussions with Tong Ren Tang Royal Food Pte. Ltd. ("**TRTRF**"), who is acting as a representative of Tongrentang Royal Food Co., Ltd., a company incorporated in the People's Republic of China (the "**TRT Principal**").on a potential collaboration to jointly develop a retail mobile application (APP) and e-commerce marketplace platform (the "**Potential Collaboration**"), further details of which are set out in paragraph 2 of this announcement; and

(b) the Company is proposing to undertake a renounceable non-underwritten rights issue (the "**Rights Issue**") of up to 439,400,466 new ordinary shares in the capital of the Company (the "**Rights Shares**") at an issue price of S$0.008 for each Rights Share (the "**Issue Price**"), on the basis of one (1) Rights Share for every one (1) existing ordinary share in the capital of the Company (the "**Shares**") held by shareholders of the Company (the "**Shareholders**") who are eligible to participate in the Rights Issue as at the Record Date (as defined below), fractional entitlements to be disregarded. The principal terms of the Rights Issue are summarised as follows:

Issue Price	S$0.008 per Rights Share, payable in full upon acceptance and/or application.
Discount (specifying benchmarks and periods)	The Issue Price represents a discount of approximately: (a) 50% to the closing price of S$0.016 per Share for trades done on the SGX-ST on 13 December 2018 (being the last trading day where there were Shares traded immediately prior to the date of this announcement); and (b) 50% to the theoretical ex-rights price of S$0.016 per Share (calculated based on the closing price of S$0.016 per Share for trades done on the SGX-ST on 13 December 2018, being the last trading day where there were Shares traded immediately prior to the date of this announcement). The Issue Price and the discount have been determined after taking into account, among others, the size of the Rights Issue, the transaction structure, fundraising needs, and the level of commitment provided under the Irrevocable Undertaking (as defined below).
Allotment Ratio	The Rights Issue will be offered on a renounceable basis to Entitled Shareholders (as defined below) on the basis of one (1) Rights Share for every one (1) existing Share held by Shareholders as at the Record Date, fractional entitlements to be disregarded.
Use of Proceeds	Please refer to paragraph 5 of this announcement for details on the use of proceeds of the Rights Issue.

Purpose of Rights Issue	Please refer to paragraph 4 of this announcement for details on the purpose of the Rights Issue.

The Rights Issue shall take place as at a time and date to be determined by the Directors, at and on which the register of members of the Company and the transfer books will be closed to determine the provisional allotment of the Rights Shares of the Entitled Shareholders (as defined herein) (the "**Record Date**"). For the avoidance of doubt, the Rights Issue cannot be withdrawn after the commencement of ex-rights trading. In accordance with Rule 821 of the Listing Manual of the SGX-ST (the "**Listing Manual**"), the Record Date shall only be determined after the rights issue has been approved by the SGX-ST.

The terms and conditions of the Rights Issue are subject to such changes as the Directors may deem fit. The final terms and conditions of the Rights Issue, including the procedures for acceptances and applications for the Rights Shares, will be contained in the offer information statement (the "**Offer Information Statement**") and its accompanying documents to be lodged with the SGX-ST, acting as agent on behalf of the Monetary Authority of Singapore ("**Authority**"), and to be electronically disseminated by the Company to Entitled Shareholders in due course.

2. POTENTIAL COLLABORATION WITH TONG REN TANG ROYAL FOOD PTE. LTD.

2.1. The Potential Collaboration

The Company and TRTRF (the "**Parties**") are in discussions to jointly conceptualize and develop TRT Principal's range of kitchen appliance and lifestyle products that will be marketed under the TRT Principal branding and trademark. The Potential Collaboration would also entail the development of a retail mobile application (APP) and e-commerce platform to market and retail (a) home furniture (namely living, dining and bedroom furniture), (b) kitchen carpentry systems, (c) energy saving electronics and household appliances and (d) eco-friendly green lifestyle products in the People's Republic of China ("**PRC**") which would be branded as the Company's e-commerce platform with direct visible endorsement from the TRT Principal.

The rationale of the Potential Collaboration is to establish a mutually beneficial relationship between the Parties. The Company's shares has been suspended from trading since December 2018 pursuant to Rule 1303(3) of the Listing Manual and the Group has been assessing all possibilities to lift the suspension of shares from trading. The Potential Collaboration would allow for the Company to potentially resolve the financial and business viability issues and the Company intends to submit an application to SGX-ST demonstrating that it is able to continue operating as a going concern for the next 12 months after lifting of its trading suspension status (the "**Resumption Proposal**").

Discussions are preliminary and there is no certainty or assurance that any definitive agreement or transaction will materialise.

2.2. Information on TRTRF

The information on TRTRF provided below was provided to the Company by TRTRF. In respect of such information, the Company and the Directors have not independently verified the accuracy and correctness of the same and the Company's responsibility is limited to the proper extraction and reproduction herein in the context that the information is being disclosed in this announcement.

TRTRF (Company Registration Number: 202228988D) is a company incorporated in the Republic of Singapore on 18 August 2022 with an issued and paid-up share capital of S$1,000 comprising 1,000 ordinary shares. As at the date of this announcement, TRTRF is a wholly-owned subsidiary of the TRT Principal.

TRTRF's principal business activities are trading and manufacturing of food commodities and products. The products are sold under the brand name "Tong Ren Tang".

Tong Ren Tang's Traditional Chinese Medicine ("**TCM**") arm, which belongs to the holding company of the TRT Principal, currently has a distribution network spanning over 678 Chinese cities and 3,700 unique locations.

3. PRINCIPAL TERMS OF THE RIGHTS ISSUE

3.1. Basis of Provisional Allotment

The Rights Issue is proposed to be made on a renounceable non-underwritten basis to all Entitled Shareholders (as defined herein), on the basis of one (1) Rights Shares for every one (1) existing Share held by the Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded.

3.2. Authority to issue the Rights Shares

The Company will be seeking specific approval from the Shareholders at an extraordinary general meeting of the Company (the "**EGM**") to be convened to approve the Rights Issue and to allot and issue the Rights Shares. A circular setting out, inter alia, the details of, and other relevant information pertaining to the Rights Issue (the "**Circular**"), together with the notice of EGM, will be despatched to the Shareholders in due course.

3.3. Irrevocable Undertaking

To demonstrate his commitment and vote of confidence in the Group and the Rights Issue, Mr. Chung Kim Yew (the "**Undertaking Shareholder**") will be providing an irrevocable undertaking (the "**Irrevocable Undertaking**") to the Company, among others, to (i) subscribe and pay for in full at the Issue Price, the whole of his pro rata entitlement to the Rights Shares under the Rights Issue (the "**Undertaken Rights Shares**") in accordance with the terms and conditions of the Rights Issue and not later than the last time and date for acceptance of and payment for the Rights Shares under the Rights Issue; and (ii) subject to him not being placed in a position of incurring a mandatory general offer obligation under the Takeover Code (as defined below), within such time and date to be informed by the Company to him (to the extent permitted by the SGX-ST, the CDP or any relevant authority), in accordance with the terms of the Rights Issue, make excess application(s) and payment(s) for 134,506,800 Rights Shares which are not subscribed or applied for by Shareholders other than himself at the closing date of the Rights Issue after satisfying all valid applications and excess applications (if any) for the Rights Shares. No commission or fee will be paid to the Undertaking Shareholder in consideration of the Irrevocable Undertaking.

As at the date of this announcement, the number of Shares held and the percentage proportion held in the Company's issued and paid-up share capital by the Undertaking Shareholder is as follows:

Undertaking Shareholder	**Number of Shares**		
	Direct Interest	**Deemed Interest**	**%(1)**
Mr. Chung Kim Yew	20,493,200	Nil	4.66

Notes:

(1) Based on the Existing Issued Share Capital (as defined below) as at the date of this announcement, comprising 439,400,466 Shares (excluding treasury shares and subsidiary holdings) and rounded to one (1) decimal place.

In addition to the above, the Undertaking Shareholder will also undertake to ensure that none of the Shares in which he currently has an interest, are sold, transferred or otherwise disposed of during the period between the date of the Irrevocable Undertaking and the date of issue of the Rights Shares without the prior written consent of the Company.

The Undertaking Shareholder will be providing a confirmation of financial resources from the relevant financial institutions in connection with its Irrevocable Undertaking to the Company and the SGX-ST in due course.

The Irrevocable Undertaking will be conditional upon, among others, the receipt of the approval in-principle of the SGX-ST for the dealing in, listing of and quotation for the Rights Shares on the Mainboard of the SGX-ST, such approval not having been withdrawn or revoked as at the date of

completion of the Rights Issue, and if such approval is granted subject to conditions, such conditions being acceptable to the Company.

Resultant Shareholdings based on the Minimum Subscription Scenario and Maximum Subscription Scenario

Assuming that none of the Shareholders other than Undertaking Shareholder subscribes fully for its entitlements to the Rights Shares pursuant to the Irrevocable Undertaking (the "**Minimum Subscription Scenario**"), the aggregate voting rights of the Undertaking Shareholder after the close of the Rights Issue will increase from approximately 4.66% as at the date of this announcement to approximately 29.52% of the Company's aggregate voting rights of the Minimum Enlarged Share Capital (as defined below) of the Company after the Rights Issue.

Assuming that the Rights Issue is fully subscribed by all Shareholders (the "**Maximum Subscription Scenario**"), the aggregate voting rights of the Undertaking Shareholder after the close of the Rights Issue will remain unchanged at approximately 4.66% of the Company's aggregate voting rights of the Maximum Enlarged Share Capital (as defined below) after the Rights Issue.

Potential Transfer of Controlling Interest

Under the Rights Issue, the Entitled Shareholders (as defined below) are able to subscribe for Excess Rights Shares, which may cause a transfer of controlling interest. Pursuant to Rule 803 of the Listing Manual, the Company must not issue Shares to transfer a controlling interest without prior approval of the Shareholders in a general meeting. Accordingly, the Company will, if required, be seeking the Shareholders' approval at the EGM for any potential transfer of controlling interest that may arise as a result of an Entitled Shareholder (as defined below) applying for Excess Rights Shares (the "**Potential Transfer of Controlling Interest**").

The Shareholders should note that, in the event that approval for a Potential Transfer of Controlling Interest will be sought by way of the passing of a resolution for the Potential Transfer of Controlling Interest (the "**Potential Transfer Resolution**") at the EGM, such Potential Transfer Resolution will be conditional on the passing of the resolution for Rights Issue (the "**Rights Issue Resolution**") at the EGM. This means that if the Rights Issue Resolution is not passed, the Potential Transfer Resolution (if applicable) will not be passed. The passing of the Rights Issue Resolution is not conditional upon the passing of the Potential Transfer Resolution (if applicable) and the Company may still elect to proceed with the Rights Issue if such resolution is approved, even if the Potential Transfer Resolution (if applicable) is not approved, subject to the Company's compliance with Rule 803 of the Listing Manual.

3.4. **Issue Size**

Based on the Company's issued and paid-up share capital comprising 439,400,466 Shares (excluding treasury shares and subsidiary holdings, if any) as at the date of this announcement ("**Existing Issued Share Capital**") and assuming no new Shares are issued on or prior to the Record Date:

(a) in the Maximum Subscription Scenario, the Company will allot and issue up to 439,400,466 Rights Shares under the Rights Issue and the issued and paid-up share capital of the Company will increase from 439,400,466 Shares to 878,800,932 (the "**Maximum Enlarged Share Capital**"); or

(b) in the Minimum Subscription Scenario, the Company will allot and issue up to 155,000,000 Rights Shares under the Rights Issue and the issued and paid-up share capital of the Company will increase from 439,400,466 Shares to 594,400,466 (the "**Minimum Enlarged Share Capital**").

The Company does not hold any treasury shares and subsidiary holdings as at the date of this announcement.

As at the date of this announcement, the Company has no existing warrants or other convertible securities.

3.5. **Ranking of the Rights Shares**

The Rights Shares will be payable in full upon acceptance and/or application. The Rights Shares, when issued and allotted, will rank *pari passu* in all respects with the then existing Shares, except that they will not rank for any dividends, rights, allotments or other distributions that may be declared or paid, the record date for which falls before the date of issue of the Rights Shares.

For this purpose, a "**record date**" means, in relation to any dividends, rights, allotments or other distributions, the date as at the close of business (or such other time as may have been notified by the Company) on which Shareholders must be registered with the Company's share registrar, B.A.C.S. Private Limited (the "**Share Registrar**"), or The Central Depository (Pte) Limited ("**CDP**"), as the case may be, in order to participate in such dividends, rights, allotments or other distributions.

3.6. **Provisional Allotments and Excess Applications**

Entitlements to subscribe for the Rights Shares will be renounceable and are expected to be tradable on the Mainboard of the SGX-ST over a period to be determined by the Directors in compliance with the Listing Manual. Entitled Shareholders will be at liberty to accept in full or in part, decline or otherwise renounce or, in the case of Entitled Depositors (as defined herein) only, trade (during the "nil-paid" rights trading period prescribed by the SGX-ST) their provisional allotments of Rights Shares and will be eligible to apply for additional Rights Shares ("**Excess Rights Shares**") in excess of their provisional allotments under the Rights Issue.

Fractional entitlements to the Rights Shares will be disregarded in arriving at the Entitled Shareholders' provisional allotments of Rights Shares and will, together with the provisional allotments of Rights Shares which are not taken up or allotted for any reason, be aggregated and allotted to satisfy excess applications for Rights Shares (if any), or disposed or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the best interests of the Company, subject to applicable laws and the Listing Manual.

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

The Company will not make any issuance and allotment of any Excess Rights Shares that will result in a transfer of controlling interest in the Company unless otherwise approved by Shareholders in a general meeting.

The procedures for, and the terms and conditions applicable to, acceptances, renunciation and/or sales of the provisional allotments of the Rights Shares and for the applications for Excess Rights Shares, including each different mode of acceptance or application and payment, will be contained in the Offer Information Statement and the relevant application forms.

3.7. **Scaling Down of Subscriptions**

The Singapore Code on Take-overs and mergers (the "**Takeover Code**") regulates the acquisition of ordinary shares of, *among others*, corporations with a primary listing on the SGX-ST, including the Company. Except with the consent of the Securities Industry Council, any person acquiring an interest, either on his own or together with parties acting in concert with him, in 30.0% or more of the voting rights in the Company or if such person holds, either on his own or together with parties acting in concert with him, between 30.0% and 50.0% (both inclusive) of the voting rights in the Company, and acquires additional Shares representing more than 1.0% of the voting rights in the Company in any six (6)-month period, must extend a mandatory general offer for the remaining Shares in the Company in accordance with the provisions of the Code.

Depending on the level of subscription for the Rights Issue, the Company may, if necessary and upon the approval of the SGX-ST, scale down the subscription and/or excess applications for the Rights Shares by any Shareholder (if such Shareholder chooses to subscribe for such Shareholder's pro rata Rights Shares entitlement and/or apply for Excess Rights Shares) to avoid a transfer of controlling interest in the Company to such Shareholder or placing such Shareholder and/or parties acting in concert with it (as defined in the Takeover Code) in the position of incurring an obligation to make a mandatory general offer under the Takeover Code

as a result of other Entitled Shareholders (as defined below) not taking up, whether partly or in full, their provisional allotments of the Rights Shares.

3.8. **Non-underwritten basis of the Rights Shares**

The Rights Issue will not be underwritten. The Directors are of the opinion that there is no minimum amount that must be raised from the Rights Issue. Accordingly, the Company has decided to undertake the Rights Issue on a non-underwritten basis in view of the savings in costs enjoyed by the Company as a result of not having to bear any underwriting fees and commission.

4. RATIONALE FOR THE RIGHTS ISSUE

The Company's shares have been suspended from trading since December 2018 pursuant to Rule 1303(3) of the Listing Manual due to going concern issues. The Group was able to continue its operations since December 2018 as a result from the turnaround of financial results of the Group's business units in Malaysia and the continuing profitability of the Group's business unit in Taiwan. The Group's business unit in Singapore was able to continue its operations due to the royalty and dividends income received from the Group's Taiwan business unit and the retail business in Singapore.

The Board believes that undertaking the Rights Issue would provide existing Shareholders who are confident in the future prospects of the Company with an opportunity to maintain their equity participation in the Group and participate in the future growth of the Group. In view of the current financial circumstances, the Company is undertaking the Rights Issue to raise funds to strengthen the Group's cash flow position in order for it to seek and venture into new businesses that would improve the Group's top and bottom line and to also address the Group's going concern issue with the intention of enabling the Company to resume trading of the Company's shares.

5. USE OF PROCEEDS FROM THE RIGHTS ISSUE

5.1. The Company expects to receive net proceeds (the "**Net Proceeds**") of approximately S$3.17 million under the Maximum Subscription Scenario and approximately S$0.90 million under the Minimum Subscription Scenario, after deducting estimated expenses of approximately S$340,000 to be incurred in connection with the Rights Issue.

5.2 The Company intends to utilise the Net Proceeds under both the Maximum Subscription Scenario and the Minimum Subscription Scenario for the following purposes:

Maximum Subscription Scenario

Use of Net Proceeds	Amount (S$'000)	Percentage of Net Proceeds
Acquisitions, disposals, joint ventures, business partnerships, collaborations and business model transformation opportunities which are in the interests of the Group	2.53	80%
General working capital requirements of the Group	0.64	20%
Total	3.17	**100%**

Minimum Subscription Scenario

Use of Net Proceeds	Amount (S$'000)	Percentage of Net Proceeds
Acquisitions, disposals, joint ventures, business partnerships, collaborations and business model transformation opportunities which are in the interests of the Group	0.81	90%
General working capital requirements of the Group	0.09	10%
Total	0.90	**100%**

The above allocations are based on the Maximum Subscription Scenario and the Minimum Subscription Scenario only. In the event the Net Proceeds fall in between the Maximum Subscription Scenario and the Minimum Subscription Scenario and there are deviations to the above allocations, the Company will make the necessary announcements on the allocations when the final Net Proceeds have been determined. It is anticipated that the allocations would not deviate significantly from the above illustrations.

5.2. Where the Net Proceeds are used for general working capital purposes, the Company will provide a breakdown with specific details on how the proceeds have been applied in the Company's announcements and annual report. The Company will make periodic announcements on the utilisation of the Net Proceeds as and when such proceeds are materially disbursed and whether such disbursements are in accordance with the stated use of proceeds and in accordance with the percentage allocated. The Company will also provide a status report on the use of the Net Proceeds in the Company's interim and full year financial results announcement(s) and in the Company's annual report(s) until such time the Net Proceeds have been fully utilised. Where there is any material deviation from the stated use of proceeds, the Company will announce the reasons for such deviation.

5.3. Pending the deployment of the Net Proceeds for the abovementioned purposes, such proceeds may, subject to relevant laws and regulations, be placed as deposits with banks and/or financial institutions, or invested in short-term money market instruments or debt instruments and/or used for any other purposes on a short-term basis as the Directors may, in their absolute discretion, deem appropriate in the interests of the Group.

6. OPINION OF DIRECTORS

The Directors are of the opinion that, after taking into consideration the Company's present bank facilities and the Net Proceeds, the working capital available to the Group is sufficient to meet its present requirements.

Notwithstanding the present sufficiency of working capital, the Directors are of the opinion that the Rights Issue will strengthen the financial position and capital base of the Group. The Rights Issue will also provide the Shareholders with an opportunity to participate in the growth and expansion of the Group's business and also to maintain their pro rata equity interests in the Company by accepting their pro rata entitlements to the Rights Issue, as well as applying for Excess Rights Shares at the Issue Price. For the reasons outlined in paragraph 4 above, the Directors believe the Rights Issue is in the interest of the Group.

The Directors are of the opinion that barring any unforeseen circumstances, and after taking into account the Group's balance cash and cash equivalents and the Net Proceeds from the Minimum Subscription Scenario, the working capital available to the Group is sufficient to meet the Group's present requirements for the next 12 months.

7. ELIGIBILITY TO PARTICIPATE IN THE RIGHTS ISSUE

7.1. Eligibility to Participate

The Company proposes to provisionally allot the Rights Shares to all Shareholders who are eligible to participate in the Rights Issue on the basis of their shareholdings in the Company as at the Record Date ("**Entitled Shareholders**"). The Entitled Shareholders comprise Entitled Depositors and Entitled Scripholders (each as defined herein).

Entitled Shareholders will be entitled to participate in the Rights Issue and receive the Offer Information Statement (through electronic dissemination, if applicable) together with the appropriate application forms and accompanying documents at their respective Singapore addresses as maintained with the records of CDP or the Share Registrar, as the case may be.

7.2. Entitled Depositors

"**Entitled Depositors**" are Shareholders with Shares standing to the credit of their securities accounts with CDP are credited as at 5.00 p.m. (Singapore time) on the Record Date, provided that such Entitled Depositors have registered addresses in Singapore with CDP as at the Record Date or if they have registered addresses outside Singapore, they have provided CDP with a registered address in Singapore no later than 5.00 p.m. (Singapore time) on the date being three

(3) market days (being a day on which the SGX-ST is open for trading in securities) prior to the Record Date.

Entitled Depositors will be provisionally allotted the Rights Shares on the basis of the number of Shares standing to the credit of their Securities Accounts as at 5.00 p.m. (Singapore time) on the Record Date.

7.3. **Entitled Scripholders**

"**Entitled Scripholders**" are Shareholders whose share certificates have not been deposited with CDP as well as transferees who have tendered to the Share Registrar, registrable transfers of their Shares and the certificates relating thereto for registration up to the Record Date, provided that such Entitled Scripholders have registered addresses in Singapore with the Company as at the Record Date or if they have registered addresses outside Singapore, they have provided the Share Registrar with a registered address in Singapore no later than 5.00 p.m. (Singapore time) on the date being three (3) market days (being a day on which the SGX-ST is open for trading in securities) prior to the Record Date.

Entitled Scripholders will have to submit duly completed and stamped transfers in respect of Shares not registered in the name of CDP, together with all relevant documents of title, so as to be received up to 5.00 p.m. (Singapore time) on the Record Date by the Share Registrar, in order to be registered to determine provisional allotments of Rights Shares.

7.4. **Foreign Shareholders**

For practical reasons and to avoid any violation of the relevant legislation applicable in countries other than Singapore, the Rights Shares will **NOT** be offered to Shareholders with registered addresses outside Singapore as at 5.00 p.m. (Singapore time) on the Record Date and who have not, by no later than 5.00 p.m. (Singapore time) on the date being three (3) market days (being a day on which the SGX-ST is open for trading in securities) prior to the Record Date, provided to the Share Registrar or CDP, as the case may be, with registered addresses in Singapore for the service of notices and documents ("**Foreign Shareholders**"). As Foreign Shareholders will not be entitled to participate in the Rights Issue, no provisional allotments of the Rights Shares will be made to Foreign Shareholders and no purported acceptance thereof or application by Foreign Shareholders will be valid.

The Offer Information Statement and its accompanying documents will also NOT be despatched to persons purchasing entitlements to Rights Shares through the book-entry 10 (scripless) settlement system if their registered addresses with CDP are outside Singapore ("**Foreign Purchasers**"). Foreign Purchasers may not accept any "nil-paid" rights credited to their securities accounts unless the Company and its counsel are satisfied that such action would not result in the contravention of any registration or other legal requirement in any jurisdiction.

Entitlements to Rights Shares which would otherwise have been provisionally allotted to Foreign Shareholders will, if practicable to do so and at the absolute discretion of the Company, be sold "nil-paid" on the SGX-ST, as soon as practicable, after dealings in the provisional allotments of Rights Shares commence. Such sales may, however, only be effected if the Company, in its absolute discretion, determines that a premium can be obtained from such sales, after taking into account expenses to be incurred in relation thereto. The net proceeds from all such sales, after deduction of all expenses therefrom, will be dealt with in accordance with the terms set out in the Offer Information Statement.

SHAREHOLDERS WITH REGISTERED ADDRESSES OUTSIDE SINGAPORE WHO WISH TO PARTICIPATE IN THE RIGHTS ISSUE SHOULD PROVIDE CDP OR THE SHARE REGISTRAR, AS THE CASE MAY BE, WITH ADDRESSES IN SINGAPORE FOR THE SERVICE OF NOTICES AND DOCUMENTS BY NOTIFYING IN WRITING, AS THE CASE MAY BE, (I) THE CENTRAL DEPOSITORY (PTE) LIMITED AT 11 NORTH BUONA VISTA DRIVE, #06-07 THE METROPOLIS TOWER 2, SINGAPORE 138589 OR (II) B.A.C.S. PRIVATE LIMITED AT 77 ROBINSON ROAD #06-03 ROBINSON 77 SINGAPORE 068896, IN EACH CASE, AT LEAST THREE (3) MARKET DAYS PRIOR TO THE RECORD DATE.

7.5. **Supplementary Retirement Scheme ("SRS") Shareholders**

Persons who bought their Shares previously under the SRS must use monies standing to the credit of their respective SRS accounts for the payment of the Issue Price to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares, subject to the applicable SRS rules and regulations. Such persons who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares using SRS monies will need to instruct their respective approved banks, where they hold their accounts under the SRS, to accept the Rights Shares and (if applicable) apply for the Excess Rights Shares on their behalf in accordance with the Offer Information Statement. Any application made directly to CDP or through automated teller machines of any participating bank appointed and named in the Offer Information Statement by such Entitled Shareholders will be rejected. For the avoidance of doubt, monies in SRS accounts may not be used for the purchase of the provisional allotments of Rights Shares directly from the market. Such Entitled Shareholders should refer to the Offer Information Statement to be lodged with the Monetary Authority of Singapore for important details relating to the offer procedure in connection with the Rights Issue.

7.6. **Central Provident Fund ("CPF") Shareholders**

Shareholders who bought their Shares previously using their CPF account savings ("**CPF Funds**") must use CPF Funds for the payment of the Issue Price to accept their provisional allotments of Rights Shares (if applicable) apply for Excess Rights Shares, subject to the applicable CPF rules and regulations. Such persons who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares using CPF Funds will need to instruct their respective approved banks, where they hold their CPF Investment Accounts, to accept the Rights Shares and (if applicable) apply for the Excess Rights Shares on their behalf in accordance with the Offer Information Statement. CPF Funds may not, however, be used for the purchase of the provisional allotments of the Rights Shares directly from the market.

8. NOTIFICATION UNDER SECTION 309B OF THE SECURITIES AND FUTURES ACT

The provisional allotments of Rights Shares as well and the Rights Shares are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products Regulations 2018)) and Excluded Investment Products (as defined in the Authority's Notice on the Sale of Investment Products (Notice No.: SFA 04-N12) and the Authority's Notice on Recommendations on Investment Products (Notice No.: FAA-N16)).

9. PRIOR EQUITY FUNDRAISING

The Company has not undertaken any previous equity fund raising in the past 12 months.

10. APPROVALS

10.1. Shareholders should note that the Rights Issue is subject to, *inter alia*, the following conditions:

(a) the approval in-principle having been granted by the SGX-ST ST for the dealing in, listing of and quotation for the Rights Shares on the Mainboard of the SGX-ST, such approval not having been withdrawn or revoked as at the date of completion of the Rights Issue, and if such approval is granted subject to conditions, such conditions being acceptable to the Company;

(b) the approval of the Shareholders for the Rights Issue, including the allotment and issue of the Rights Shares, at the EGM;

(c) the lodgement of the Offer Information Statement together with all other accompanying documents (if applicable), to be issued by the Company in connection with the Rights issue, with the SGX-ST acting as agent on behalf of the Authority; and

(d) all other necessary consents, approvals and waivers required from any person, financial institution or regulatory body or authority of Singapore or elsewhere under any and all agreements applicable to the Company and/or applicable laws for the Rights Issue and to give effect to the Rights Issue being obtained and not having been revoked or amended before the last time and date for acceptance of and/or excess application and payment and renunciation of the Rights Shares, under the Rights Issue.

10.2. An application will be made by the Company to the SGX-ST for the listing and quotation for the Rights Shares on the Mainboard of the SGX-ST. An appropriate announcement will be made in due course when the Company receives the approval in-principle from the SGX-ST.

10.3. The Record Date will also be fixed in due course after obtaining the approval in-principle from the SGX-ST, for which an announcement on the Record Date will be separately made by the Company in due course.

11. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Mr. Soh Chun Bin, Independent Director of the Company, is the Founder and Managing Director of Icon Law LLC (member of the ZICO Law Network), the legal advisers to the Company in connection with the transactions contemplated in this announcement.

Save as disclosed in this announcement and save for their interests arising by way of their respective shareholding interest in the Company and/or directorships in the Group, as the case may be, none of the Directors nor, to the best of the Directors' knowledge, any of the substantial Shareholders, has any interest, whether direct or indirect, in the transactions contemplated in this announcement.

12. FURTHER ANNOUNCEMENTS

The Company will make the appropriate announcement(s) as and when required and/or material developments arise in respect of the transactions contemplated in this announcement.

13. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to exercise caution when dealing or trading in the Shares. As at the date of this announcement, there is no certainty or assurance that the Rights Issue will be completed or that no changes will be made to the terms thereof. Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully and where in doubt as to the action they should take, they should consult their stockbrokers, bank managers, solicitors, accountants, tax advisers or other professional adviser(s) immediately.

14. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm, after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Rights Issue, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

BY ORDER OF THE BOARD

Lim Pang Hern
Executive Director
20 January 2023