MARY CHIA HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 200907634N)

ENTRY INTO SUBSCRIPTION AGREEMENTS IN RELATION TO THE PROPOSED SUBSCRIPTION OF AN AGGREGATE OF 100,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT A SUBSCRIPTION PRICE OF S$0.010 FOR EACH SUBSCRIPTION SHARE

1. INTRODUCTION

1.1. The board of directors (the "**Board**" or "**Directors**") of Mary Chia Holdings Limited (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that the Company has, on 6 October 2026, entered into separate subscription agreements (collectively, the "**Subscription Agreements**" and each a "**Subscription Agreement**") with each of:

(i) Mary Chia Ah Tow ("**Mary Chia**");
(ii) Ng Yen Ying (Huang Yanying) ("**NYY**");
(iii) Lin Yan ("**LY**"); and
(iv) Lim Min Er, Maggie ("**LME**"),

(collectively, the "**Subscribers**", and each a "**Subscriber**").

1.2. Pursuant to the Subscription Agreements, the Subscribers have agreed to subscribe for an aggregate of 100,000,000 new ordinary shares (the "**Subscription Shares**") in the capital of the Company (the "**Shares**"), in the respective numbers allocated to each Subscriber (as set out in paragraph 2.3.2 below), at a subscription price of S$0.010 for each Subscription Share (the "**Subscription Price**") for an aggregate consideration of S$1,000,000, on the terms and subject to the conditions of the respective Subscription Agreements (the "**Proposed Subscription**").

1.3. The Subscription Shares will not be allotted and issued pursuant to the general share issue mandate obtained from Shareholders (as defined in paragraph 2.2.2 below). The Proposed Subscription is conditional upon, *inter alia*, the approval of Shareholders being obtained at an extraordinary general meeting of the Company to be convened, including:

(a) the specific approval of Shareholders under Section 161 of the Companies Act (as defined in paragraph 2.2.2 below) and Rule 805(1) of the Catalist Rules (as defined in paragraph 2.1.1 below) for the allotment and issue of the Subscription Shares;
(b) the specific approval of Shareholders under Rule 811(3) of the Catalist Rules for the allotment and issue of the Subscription Shares at the Subscription Price, which represents a discount of more than 10% to the VWAP (as defined in paragraph 2.4.1 below); and
(c) the specific approval of Shareholders under Rules 804 and 812(2) of the Catalist Rules for the allotment and issue of Subscription Shares to Mary Chia,

as further described in paragraph 2.7 below.

2. THE PROPOSED SUBSCRIPTION

2.1. Background and Rationale

2.1.1. Save for the allotment and issue of 5,714,285 Shares to Mr Chua Chuan Seng pursuant to the subscription agreement dated 6 February 2026, which was completed in March 2026 (the "**Past Placement**"), the Company has not raised cash from an issue of securities in the last 24 months. The net proceeds from the Past Placement were approximately S$190,000, which have been fully

utilised in accordance with the stated use. Pursuant to Rule 704(30) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**"), the breakdown of the use of the proceeds from the Past Placement has been disclosed via SGXNet and in the Company's annual report for the financial year ended 31 March 2026 ("**FY2026**").

2.1.2. The Company is undertaking the Proposed Subscription to raise funds and strengthen the Group's financial position and capital base. The Proposed Subscription will provide the Company with additional funds to support its working capital requirements, ongoing business operations and the continued development and expansion of its business activities in China and Thailand, and will provide the Company with greater financial flexibility to meet its near-term operating and business development requirements. The Proposed Subscription will also allow the Company to broaden its shareholder base through the participation of new investors.

2.1.3. As at 31 March 2026, the Group had net current liabilities of approximately S$12.58 million, net liabilities of approximately S$11.82 million and cash and bank balances of approximately S$0.31 million, and the Group recorded a net loss of approximately S$2.64 million and net operating cash outflows of approximately S$2.97 million for FY2026. In view of the Group's working capital position, the Board considers it necessary to strengthen the Group's capital base and liquidity, and the Proposed Subscription enables the Company to raise funds in a timely and cost-efficient manner without incurring any placement commission.

2.2. Information on the Subscribers

The information on NYY, LY and LME (each as defined in paragraph 1.1 above) set out in this paragraph 2.2 is based solely on information and representations made and provided by them. In respect of such information, the Company and its Directors have not independently verified the accuracy and correctness of the same and the Company's responsibility is limited to ensuring that such information has been accurately and correctly extracted and reproduced in this announcement in its proper form and context.

2.2.1. **Mary Chia**

Mary Chia is the mother of Ms Ho Yow Ping (He Youping) ("**Ms Ho**"), the Executive Chairman, Chief Executive Officer, a Director and a controlling shareholder of the Company, and the mother-in-law of Mr Lee Boon Leng ("**Mr Lee**"), the spouse of Ms Ho and a controlling shareholder of the Company. Ms Ho and Mr Lee hold approximately 21.45% and 78.55%, respectively, of the issued share capital of Suki Sushi Pte. Ltd. ("**SSPL**"), which is a controlling shareholder of the Company holding 121,977,018 Shares, representing approximately 36.54% of the existing issued share capital of the Company. As at the date of this announcement, Mary Chia holds 14,120,000 Shares, representing approximately 4.23% of the existing issued share capital of the Company. Pursuant to her Subscription Agreement, Mary Chia will subscribe for 20,000,000 Subscription Shares ("**Mary Chia's Subscription**") for an aggregate consideration of S$200,000 and, upon completion of the Proposed Subscription ("**Completion**"), will hold 34,120,000 Shares, representing approximately 7.86% of the enlarged issued share capital of the Company, and will accordingly become a substantial shareholder of the Company. Mary Chia approached the Company on 21 September 2026 to express her interest in subscribing for new Shares to demonstrate her support for the Group.

Accordingly, Mary Chia is:

(i) an associate, being an immediate family member, of Ms Ho, a Director, for the purposes of Rule 804 of the Catalist Rules;
(ii) an immediate family member of Ms Ho, a Director and substantial shareholder of the Company, and accordingly a person falling within Rule 812(1)(b) of the Catalist Rules; and
(iii) an interested person, being an associate of Ms Ho, who is a Director, the Chief Executive Officer and a controlling shareholder of the Company, within the meaning of Rule 904(4)(b)

of the Catalist Rules.

Mary Chia is presumed to be acting in concert with Ms Ho, Mr Lee and SSPL under the Singapore Code on Take-overs and Mergers (the "**Code**"), as described in paragraph 2.7.7 below.

2.2.2. **NYY**

NYY, a businesswoman identified by the Company through business networking, has expressed interest in investing in the Company and subscribing for the Subscription Shares for investment purposes. NYY is independent of, and is not related to, the Company, its Directors, chief executive officer, substantial shareholders and controlling shareholders and their respective associates, and does not fall within any of the categories of persons set out in Rule 812(1) of the Catalist Rules. NYY has acknowledged and confirmed that, as at the date of this announcement:

(a) she is not co-operating, pursuant to an agreement or undertaking, whether formal or informal, with any person to obtain or consolidate effective control of the Company;
(b) she is subscribing for the Subscription Shares for her own account for investment purposes and will not be holding the Subscription Shares in trust or as nominee for any other person; and
(c) she and her associates (as defined in the Catalist Rules) do not hold, directly or indirectly, any Shares or any instruments convertible into, rights to subscribe for or options in respect of Shares.

Accordingly, the allotment and issue of the Subscription Shares to NYY is not subject to Rule 804 or Rule 812(2) of the Catalist Rules and does not constitute an interested person transaction for the purposes of Chapter 9 of the Catalist Rules. The specific approval of the shareholders of the Company (the "**Shareholders**") is being sought for the subscription by NYY under Section 161 of the Companies Act 1967 of Singapore (the "**Companies Act**") and Rule 805(1) of the Catalist Rules by reason of the Company not relying on any general mandate under Rule 806 of the Catalist Rules, and under Rule 811(3) of the Catalist Rules by reason of the Subscription Price representing a discount of more than 10% to the VWAP (as defined in paragraph 2.4.1 below).

2.2.3. **LY**

LY, a businesswoman identified by the Company through business networking, has expressed interest in investing in the Company and subscribing for the Subscription Shares for investment purposes. LY is independent of, and is not related to, the Company, its Directors, chief executive officer, substantial shareholders and controlling shareholders and their respective associates, and does not fall within any of the categories of persons set out in Rule 812(1) of the Catalist Rules.

LY has acknowledged and confirmed that, as at the date of this announcement:

(a) she is not co-operating, pursuant to an agreement or undertaking, whether formal or informal, with any person to obtain or consolidate effective control of the Company;
(b) she is subscribing for the Subscription Shares for her own account for investment purposes and will not be holding the Subscription Shares in trust or as nominee for any other person; and
(c) she and her associates (as defined in the Catalist Rules) do not hold, directly or indirectly, any Shares or any instruments convertible into, rights to subscribe for or options in respect of Shares.

Accordingly, the allotment and issue of the Subscription Shares to LY is not subject to Rule 804 or Rule 812(2) of the Catalist Rules and does not constitute an interested person transaction for the purposes of Chapter 9 of the Catalist Rules. The specific approval of Shareholders is being sought for the subscription by LY under Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules by reason of the Company not relying on any general mandate under Rule 806 of the Catalist

Rules, and under Rule 811(3) of the Catalist Rules by reason of the Subscription Price representing a discount of more than 10% to the VWAP.

2.2.4. **LME**

LME, a businesswoman identified by the Company through business networking, has expressed interest in investing in the Company and subscribing for the Subscription Shares for investment purposes. LME is independent of, and is not related to, the Company, its Directors, chief executive officer, substantial shareholders and controlling shareholders and their respective associates, and does not fall within any of the categories of persons set out in Rule 812(1) of the Catalist Rules.

LME has acknowledged and confirmed that, as at the date of this announcement:

(a) she is not co-operating, pursuant to an agreement or undertaking, whether formal or informal, with any person to obtain or consolidate effective control of the Company;
(b) she is subscribing for the Subscription Shares for her own account for investment purposes and will not be holding the Subscription Shares in trust or as nominee for any other person; and
(c) she and her associates (as defined in the Catalist Rules) do not hold, directly or indirectly, any Shares or any instruments convertible into, rights to subscribe for or options in respect of Shares.

Accordingly, the allotment and issue of the Subscription Shares to LME is not subject to Rule 804 or Rule 812(2) of the Catalist Rules and does not constitute an interested person transaction for the purposes of Chapter 9 of the Catalist Rules. The specific approval of Shareholders is being sought for the subscription by LME under Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules by reason of the Company not relying on any general mandate under Rule 806 of the Catalist Rules, and under Rule 811(3) of the Catalist Rules by reason of the Subscription Price representing a discount of more than 10% to the VWAP.

2.2.5. NYY, LY and LME wish to participate in the Proposed Subscription as an investment opportunity upon considering the potential growth prospects of the Company and have agreed to subscribe for the Subscription Shares on the terms of the Subscription Agreements. Mary Chia is keen to increase her investment in the Company, given her confidence in the prospects of the Group, and is subscribing for the Subscription Shares at the same Subscription Price as the other Subscribers. The rationale for the Proposed Subscription is as set out in paragraph 2.1 above.

2.2.6. No introducer, referral, placement, commission, promotional or selling fees have been paid or will be payable by the Company in connection with the Proposed Subscription. Each of the Subscribers is subscribing for the Subscription Shares for investment purposes and as principal for their own benefit, and not in trust or as nominee for any other person. None of the Subscribers is entitled to any benefit other than the allotment and issue of the Subscription Shares to them pursuant to the relevant Subscription Agreement. Furthermore, no placement agent has been appointed in connection with the Proposed Subscription, the Proposed Subscription is not underwritten, and there are no share borrowing arrangements entered into to facilitate the Proposed Subscription.

2.2.7. Save for Mary Chia, whose relationships with Ms Ho, Mr Lee and SSPL are described in paragraph 2.2.1 above, the Subscribers have no other connections, including any business relationships or transactions prior to the Subscription Agreements, with the Company, the Directors or the substantial shareholders of the Company, or their respective associates.

2.3. The Subscription Shares

2.3.1. As at the date of this announcement, the Company has an issued and paid-up share capital comprising 333,842,968 Shares (excluding treasury shares and subsidiary holdings). The Company does not hold any treasury shares and has no subsidiary holdings.

2.3.2. Under and subject to the terms of the Subscription Agreements, the Company has agreed to allot and issue, and each Subscriber has agreed to subscribe for, the number of Subscription Shares set out below:

Name of Subscriber	Number of Subscription Shares	Subscription Shares as a percentage of the existing share capital (%)[(1)]	Subscription Shares as a percentage of the enlarged share capital (%)[(2)]	Total shareholding percentage in the Company upon Completion (%)[(2)]
Mary Chia Ah Tow	20,000,000	5.99	4.61	7.86
Ng Yen Ying (Huang Yanying)	20,000,000	5.99	4.61	4.61
Lin Yan	30,000,000	8.99	6.91	6.91
Lim Min Er, Maggie	30,000,000	8.99	6.91	6.91
Total	**100,000,000**	**29.95[(3)]**	**23.05[(3)]**	**26.30[(3)]**

Note:
(1) Based on 333,842,968 Shares in issue as at the date of this announcement.
(2) Based on the enlarged issued share capital of the Company of 433,842,968 Shares immediately after Completion.
(3) Any discrepancies in the table above between the listed figures and the totals thereof are due to rounding.

2.3.3. Pursuant to the Proposed Subscription, the total number of issued Shares of the Company will increase from 333,842,968 Shares as at the date of this announcement to 433,842,968 Shares upon Completion. The Subscription Shares represent approximately 29.95% of the existing issued share capital of the Company and approximately 23.05% of the enlarged issued share capital of the Company upon Completion.

2.3.4. The Subscription Shares, when allotted and issued, shall be duly authorised, validly issued and credited as fully paid-up, free from all claims, charges, liens and other encumbrances, and shall rank *pari passu* in all respects with the then-existing Shares. The Subscription Shares will not rank for any dividends, rights, allotments, distributions or entitlements, the record date for which falls on or before the Completion Date (as defined in paragraph 2.6 below).

2.3.5. There is no moratorium imposed on the Subscription Shares.

2.3.6. The Proposed Subscription will not result in a transfer of controlling interest in the Company under Rule 803 of the Catalist Rules, as further described in paragraph 2.7.1 below.

2.3.7. Save as disclosed in paragraph 2.7.7 below in relation to Mary Chia and the Family Concert Party Group (as defined therein), the allotment and issue of the Subscription Shares to the Subscribers will not result in any of the Subscribers being obliged to make a mandatory offer for the Company pursuant to Rule 14 of the Code.

2.4. The Subscription Price

2.4.1. The Subscription Price of S$0.010 per Subscription Share represents a discount of approximately 27.01% to the volume-weighted average price of S$0.0137 per Share for trades done on the SGX-ST during the period from 30 September 2026, being the last full market day on which the Shares were traded, up to the trading halt called by the Company during the trading day on 5 October 2026 (the "**VWAP**"). For completeness, there were no trades in the Shares on 1 October 2026 and 2 October 2026. In view of the discount of more than 10% to the VWAP, the Company will be seeking the specific approval of Shareholders at the EGM (as defined in paragraph 2.5(a) below) pursuant to Rule 811(3) of the Catalist Rules for the allotment and issue of the Subscription Shares at the Subscription Price, as further described in paragraph 2.7.4 below. The basis upon which the discount was determined will be set out in the Circular (as defined in paragraph 6 below) in accordance with Rule 811(4) of the Catalist Rules.

The Subscription Price was commercially agreed between the Company and the Subscribers on a willing-buyer, willing-seller basis after arm's length negotiations, after taking into account, *inter alia*, the historical trading performance and liquidity of the Shares, the financial position of the Group, including its net tangible liabilities position, the terms of the Proposed Subscription, the prospects of the Group and prevailing market conditions. The Subscription Price payable by Mary Chia is the same as that payable by each of NYY, LY and LME, who are unrelated third parties.

In arriving at the Subscription Price and the discount to the VWAP, the Board has also taken into consideration, *inter alia*, the following factors:

(a) the limited liquidity and sporadic trading of the Shares, the Shares having been traded on 13 of the 66 market days during the three (3)-month period up to and including 2 October 2026, being the last full market day prior to the trading halt called by the Company during the trading day on 5 October 2026, with an average daily trading volume, on the 13 market days on which the Shares were traded, of approximately 471,108 Shares, representing approximately 0.14% of the existing issued share capital of the Company, such that the volume-weighted average price for any single market day may not be reflective of the price at which a placement of the size of the Proposed Subscription could be undertaken;

(b) the low absolute trading price of the Shares, such that, at the prevailing trading price, each change of S$0.001, being the minimum bid size for the Shares, in the traded price of the Shares represents a change of approximately 7.30% relative to the VWAP. By way of illustration, the Subscription Price represents discounts of approximately 35.06% and 36.31% to the volume-weighted average prices of S$0.0154 per Share and S$0.0157 per Share, respectively, for trades done on the SGX-ST for the one (1)-month period and three (3)-month period, respectively, up to and including 2 October 2026, being the last full market day prior to the trading halt called by the Company during the trading day on 5 October 2026;

(c) the size of the Proposed Subscription, with the Subscription Shares representing approximately 29.95% of the existing issued share capital of the Company;

(d) the financial position of the Group, including the Group's net liabilities, net current liabilities, net loss and net operating cash outflows for FY2026 as set out in paragraph 2.1.3 above, and the disclaimer of opinion issued by the independent auditors of the Company on the audited consolidated financial statements of the Group for FY2026; and

(e) the absence of any placement commission, introducer fee or other fee payable by the Company in connection with the Proposed Subscription, and the commitment of the Subscribers to subscribe for the Subscription Shares notwithstanding that Completion is subject to the satisfaction of the Conditions Precedent (as defined in paragraph 2.5 below), including the approval of Shareholders, which may take up to three (3) months from the date of the Subscription Agreements.

2.4.2. Under and subject to the terms of the Subscription Agreements, the number of Subscription Shares and the corresponding consideration payable by each Subscriber are as set out below:

Name of Subscriber	Number of Subscription Shares	Subscription Amount (S$)
Mary Chia Ah Tow	20,000,000	200,000
Ng Yen Ying (Huang Yanying)	20,000,000	200,000
Lin Yan	30,000,000	300,000
Lim Min Er, Maggie	30,000,000	300,000
Total	**100,000,000**	**1,000,000**

2.5. Conditions Precedent to the Proposed Subscription

The obligations of the Company and each Subscriber to complete the Proposed Subscription under the relevant Subscription Agreement are conditional upon the satisfaction, or waiver where permitted, of the following conditions on or by the date falling three (3) months from the date of the relevant Subscription Agreement, or such other date as the parties may agree in writing (the "**Long-Stop Date**") (collectively, the "**Conditions Precedent**" and each a "**Condition Precedent**"). The Conditions Precedent in paragraphs 2.5(a)(ii) and 2.5(i) apply to Mary Chia's Subscription Agreement only:

(a) the approval of Shareholders being obtained at an extraordinary general meeting of the Company to be convened (the "**EGM**"), comprising:

(i) the specific approval of Shareholders under Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules for the allotment and issue of the Subscription Shares, the Company not relying on any general mandate under Rule 806 of the Catalist Rules;

(ii) the specific approval of Shareholders under Rules 804 and 812(2) of the Catalist Rules for the allotment and issue of the Subscription Shares to Mary Chia, being an associate of Ms Ho, a Director, and an immediate family member of Ms Ho, a Director and substantial shareholder of the Company; and

(iii) the specific approval of Shareholders under Rule 811(3) of the Catalist Rules for the allotment and issue of the Subscription Shares at the Subscription Price, which represents a discount of more than 10% to the VWAP,

in each case by way of the relevant resolution(s) duly passed at the EGM, with, in the case of the resolution(s) relating specifically to Mary Chia's Subscription, Mary Chia, Ms Ho, Mr Lee, SSPL and each of their respective associates, and any other person required under the Catalist Rules or by the SGX-ST to abstain, having abstained from voting on such resolution(s) and not having accepted appointment as proxies in respect thereof, save where specific instructions as to voting have been given, and such approvals not having been withdrawn, revoked or amended;

(b) the SGX-ST or any other authority not having notified the Company of any reason why the Company should not allot and issue any of the Subscription Shares, and the approval of the listing and quotation of the Subscription Shares on the Catalist Board of the SGX-ST, by way of a listing and quotation notice (the "**LQN**") issued pursuant to an additional listing application submitted through the Company's sponsor, Evolve Capital Advisory Private Limited (the "**Sponsor**"), being obtained and not having been revoked or amended and, where such approval is subject to conditions, to the extent that any conditions for the listing and quotation of the Subscription Shares on the SGX-ST are required to be fulfilled on or before the Completion Date, such conditions having been fulfilled;

(c) there having been, as at the Completion Date, no occurrence of any event nor the discovery of any fact or circumstance which would affect, render untrue, incorrect or inaccurate or give rise to a material breach in any respect of any of the representations, warranties, agreements or undertakings given by the relevant Subscriber contained or referred to in the relevant Subscription Agreement, as if they were repeated on and as of the Completion Date;

(d) the exemption under Section 272B of the Securities and Futures Act 2001 of Singapore (the "**SFA**") being applicable to the Proposed Subscription under the Subscription Agreements;

(e) the offer, allotment, issue and subscription of the Subscription Shares not being prohibited by any statute, order, rule, regulation or directive promulgated or issued after the date of the Subscription Agreements by any legislative, executive or regulatory body or authority of Singapore or any other jurisdiction which is applicable to the Company or the Subscribers;

(f) all necessary approvals, consents and waivers from third parties, governmental or regulatory bodies or relevant competent authorities, including but not limited to the Shareholders, the Sponsor and/or the SGX-ST, for the Proposed Subscription being granted or obtained, being in full force and effect and not having been withdrawn, suspended, amended or revoked, and if such approvals, consents and/or waivers are granted or obtained subject to any conditions, and if such conditions affect the Company or the relevant Subscriber, such conditions being acceptable to the Company or the relevant Subscriber concerned, and if such conditions are to be fulfilled before Completion, such conditions being fulfilled before Completion;

(g) the approval of the Directors and Shareholders, where necessary, of the Company being obtained for the Proposed Subscription, with Ms Ho having abstained from deliberating and voting on the resolution(s) of the Directors approving Mary Chia's Subscription and with Mary Chia, Ms Ho, Mr Lee, SSPL and each of their respective associates, and any other person required under the Catalist Rules or by the SGX-ST having abstained from voting on the resolution(s) relating specifically to Mary Chia's Subscription and not having accepted appointment as proxies in respect thereof, save where specific instructions as to voting have been given, and the same not having been withdrawn or revoked and, if such consents or approvals are obtained subject to any conditions, such conditions being reasonably acceptable to the Company and the relevant Subscriber;

(h) the completion of all know-your-client ("**KYC**") and anti-money laundering checks on each relevant Subscriber to the satisfaction of the Company, the Sponsor and/or professional advisers, including the provision, verification and satisfactory review of all necessary KYC documentation and information as may be requested by the Company, and the determination, in the sole discretion of the Company, that the relevant Subscriber has met all applicable KYC, anti-money laundering, sanctions and compliance requirements;

(i) in respect of Mary Chia's Subscription, the Securities Industry Council (the "**Council**") having confirmed that the allotment and issue of the 20,000,000 Subscription Shares to Mary Chia pursuant to Mary Chia's Subscription will not give rise to an obligation on Mary Chia and/or the Family Concert Party Group (as defined in paragraph 2.7.7 below) to make an offer under Rule 14.1 of the Code (the "**SIC Confirmation**"), and such confirmation not having been withdrawn or revoked and, where such confirmation is subject to conditions, such conditions being fulfilled to the extent required to be fulfilled on or before the Completion Date;

(j) the SGX-ST not having objected to the allotment and issue of the Subscription Shares to the relevant Subscriber, including under Rule 812 of the Catalist Rules, and the Sponsor not having notified the Company that, in its reasonable opinion, the allotment and issue of the Subscription Shares to the relevant Subscriber does not comply with the Catalist Rules; and

(k) completion of the subscription for the Subscription Shares under each of the other Subscription Agreements taking place simultaneously with Completion.

Subject to applicable laws, the Company may, but shall not be obliged to, and upon such terms as it thinks fit, waive compliance by the relevant Subscriber with any of the conditions contained in this paragraph 2.5, other than the conditions in paragraphs 2.5(a), 2.5(b), 2.5(d), 2.5(e), 2.5(f), 2.5(g), 2.5(i) and 2.5(j), which are not capable of waiver, and any condition so waived shall be deemed to have been satisfied, provided always that any such waiver shall be without prejudice to the rights of the Company in respect of any further or other breach, failure or event and any liability accruing to the relevant Subscriber prior to such waiver.

If any of the Conditions Precedent has not been satisfied, or waived in accordance with the relevant Subscription Agreement, on or before the Long-Stop Date, the relevant Subscription Agreement shall terminate and shall be of no further effect and no party shall be under any liability to the other in respect of the relevant Subscription Agreement save for any antecedent breach thereof. Each Subscription Agreement may also be terminated at any time on or prior to the Completion Date by mutual written consent, or by the Company by notice in writing to the relevant Subscriber if:

(i) the relevant Subscriber fails to pay the subscription consideration;
(ii) any of the representations, warranties or undertakings of the relevant Subscriber is or becomes untrue, inaccurate or breached in any material respect; or
(iii) the SGX-ST, the Sponsor or any other competent authority objects to, or directs the Company not to proceed with, the Proposed Subscription.

2.6. Completion of the Proposed Subscription

Subject to the terms and conditions of the Subscription Agreements and, in particular, the satisfaction or waiver, where permitted, of the Conditions Precedent, Completion shall take place on the date falling five (5) Business Days after the fulfilment, or waiver where permitted, of the last of the Conditions Precedent, or such other date as the Company and the relevant Subscriber may agree in writing (the "**Completion Date**"), at such place and time as the Company and the relevant Subscriber may agree.

For this purpose, "**Business Day**" means a day, excluding Saturdays, Sundays and gazetted public holidays, on which banks are open for business in Singapore. At Completion:

(a) each Subscriber shall pay, or procure payment of, the relevant subscription consideration to the Company by cashier's order drawn on a bank in Singapore and made in favour of the Company or as it may direct, or by way of bank transfer to such bank account of the Company or its nominee as the Company may designate in writing to the relevant Subscriber not later than three (3) Business Days prior to the Completion Date; and
(b) against receipt of the relevant subscription consideration from the relevant Subscriber in accordance with paragraph 2.6(a) above**,** the Company shall allot and issue the relevant Subscription Shares and deliver the share certificate(s) relating to such Subscription Shares in the name of The Central Depository (Pte) Limited for the securities account of the relevant Subscriber, the particulars of which shall be provided by the relevant Subscriber in writing no later than three (3) Business Days prior to the Completion Date, and deliver or procure delivery to The Central Depository (Pte) Limited of the relevant share certificate(s).

Each Subscriber has undertaken to wholly indemnify and hold harmless the Company against all losses, liabilities, costs, including legal costs on a full indemnity basis, damages, claims, charges, expenses, actions or demands which the Company may incur or which may be made against the Company as a result of, or in relation to, any breach of any representation or warranty given by the relevant Subscriber under the relevant Subscription Agreement or any existing law or regulation applying to or affecting the relevant Subscriber. Such indemnity shall not in any respect be extinguished or affected by Completion.

2.7. Shareholders' Approval for the Proposed Subscription

2.7.1. **Rule 803 of the Catalist Rules**

Pursuant to Rule 803 of the Catalist Rules, an issuer must not issue securities to transfer a controlling interest without prior approval of shareholders in general meeting. The proposed allotment and issue of the Subscription Shares to the Subscribers pursuant to the Proposed Subscription will result in:

(i) Mary Chia holding approximately 7.86%, from approximately 4.23% as at the date of this announcement;
(ii) NYY holding approximately 4.61%;
(iii) LY holding approximately 6.91%; and
(iv) LME holding approximately 6.91%,

of the enlarged issued share capital of the Company.

None of NYY, LY or LME will individually become a controlling shareholder of the Company upon Completion. In addition, while Mary Chia is a member of the Family Concert Party Group described in paragraph 2.7.7 below, the Family Concert Party Group is already in control of the Company prior to the Proposed Subscription and will remain in control of the Company upon Completion. Accordingly, the Proposed Subscription will not result in a transfer of controlling interest in the Company for the purposes of Rule 803 of the Catalist Rules.

2.7.2. **Rules 804 and 812(2) of the Catalist Rules**

Pursuant to Rule 804 of the Catalist Rules, except in the case of an issue made on a pro rata basis to shareholders or a scheme referred to in Part VIII of Chapter 8 of the Catalist Rules, no director of an issuer, or associate of the director, may participate directly or indirectly in an issue of equity securities or convertible securities unless shareholders in general meeting have approved the specific allotment, and such director and associate must abstain from exercising any voting rights on the matter. Rule 812(1) of the Catalist Rules further provides, *inter alia*, that an issue must not be placed to the immediate family members of the issuer's directors and substantial shareholders unless specific shareholder approval for such placement has been obtained pursuant to Rule 812(2) of the Catalist Rules, and the relevant person and his or her associates abstain from voting on the resolution approving the placement.

Mary Chia is the mother of Ms Ho, who is the Executive Chairman, Chief Executive Officer, a Director and a controlling shareholder of the Company, and accordingly falls within the classes of restricted persons specified in Rule 804 and Rule 812(1)(b) of the Catalist Rules. Accordingly, the Company will be convening the EGM to seek Shareholders' approval for the allotment and issue of 20,000,000 Subscription Shares at the Subscription Price to Mary Chia pursuant to Rules 804 and 812(2) of the Catalist Rules. Mary Chia and her associates, including Ms Ho, will abstain from voting on the resolution to approve Mary Chia's Subscription at the EGM. Mr Lee and SSPL will also abstain from voting on the resolution.

2.7.3. **Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules**

Pursuant to Section 161 of the Companies Act, the Directors shall not exercise any power of the Company to issue shares without the prior approval of the Company in general meeting. Separately, pursuant to Rule 805(1) of the Catalist Rules, an issuer must obtain the prior approval of shareholders in general meeting for the issue of shares or convertible securities or the grant of options carrying rights to subscribe for shares of the issuer, except where such issue is made pursuant to a general mandate obtained under Rule 806 of the Catalist Rules.

The Company will not be relying on the general share issue mandate granted by Shareholders to the Directors at the annual general meeting of the Company held on 28 September 2026, or any renewal thereof, for the allotment and issue of any of the Subscription Shares. Accordingly, the Company will be convening the EGM to seek specific Shareholders' approval for the allotment and issue of the Subscription Shares to all the Subscribers pursuant to Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules.

2.7.4. **Rule 811 of the Catalist Rules**

Pursuant to Rule 811(1) of the Catalist Rules, an issue of shares must not be priced at more than a 10% discount to the weighted average price for trades done on the SGX-ST for the full market day on which the placement or subscription agreement is signed. If trading in the issuer's shares is not available for a full market day, the weighted average price must be based on the trades done on the preceding market day up to the time the placement or subscription agreement is signed. Pursuant to Rule 811(3) of the Catalist Rules, Rule 811(1) is not applicable if specific shareholder approval is obtained for the issue of shares.

As set out in paragraph 2.4.1 above, the Subscription Price represents a discount of approximately 27.01% to the VWAP. In view of the discount of more than 10%, the Company will convene the EGM to seek the specific approval of Shareholders pursuant to Rule 811(3) of the Catalist Rules for the allotment and issue of the Subscription Shares to the Subscribers at the Subscription Price. To the extent that such approval relates to the Subscription Shares to be allotted and issued to Mary Chia, Mary Chia, Ms Ho, Mr Lee, SSPL and their respective associates will abstain from voting on the relevant resolution. In accordance with Rule 811(4) of the Catalist Rules, the Circular will set out, inter alia, the information required under Rule 810 of the Catalist Rules and the basis upon which the discount was determined.

2.7.5. **Chapter 9 of the Catalist Rules**

Mary Chia is the mother of Ms Ho, who is the Executive Chairman, Chief Executive Officer, a Director and a controlling shareholder of the Company. Consequently, Mary Chia, being an associate of Ms Ho, is an "interested person" of the Company, and Mary Chia's Subscription is an "interested person transaction" ("**IPT**") for the purposes of Chapter 9 of the Catalist Rules. As set out in paragraph 2.2 above, none of NYY, LY and LME is an interested person, and their respective subscriptions do not constitute IPTs. As at the date of this announcement and to the best of the Company's knowledge, save for Mary Chia, none of the Subscribers is:

(i) an associate of a Director for the purposes of Rule 804 of the Catalist Rules;
(ii) a person falling within any of the categories set out in Rule 812(1) of the Catalist Rules; or
(iii) an interested person as defined under Chapter 9 of the Catalist Rules.

Under Rule 905(1) of the Catalist Rules, an issuer must make an immediate announcement of any IPT of a value equal to, or more than, 3% of the group's latest audited net tangible assets ("**NTA**"). Under Rule 905(2) of the Catalist Rules, if the aggregate value of all transactions entered into with the same interested person during the same financial year amounts to 3% or more of the group's latest audited NTA, the issuer must make an immediate announcement of the latest transaction and all future transactions entered into with that same interested person during that financial year. Under Rule 906(1) of the Catalist Rules, an issuer must obtain shareholder approval for any IPT of a value equal to, or more than, 5% of the group's latest audited NTA, whether on its own or when aggregated with other transactions entered into with the same interested person during the same financial year. Based on the Group's latest audited consolidated financial statements for FY2026:

(a) the latest audited consolidated net tangible liabilities ("**NTL**") of the Group were approximately S$11.8 million; and
(b) the latest audited consolidated NTL of the Group attributable to owners of the Company were approximately S$12.9 million.

Pursuant to Rules 905(4) and 906(3) of the Catalist Rules, the Company had, through its Sponsor, on 28 September 2026, submitted an application to consult the SGX-ST on the appropriate benchmark to calculate the relevant thresholds in Rules 905(1), 905(2) and 906(1) of the Catalist Rules. On 2 October 2026, the SGX-ST advised that the Company should use the average of its daily market capitalisation for the last month of the immediately preceding financial year, computed based on the total number of issued Shares (excluding treasury shares) multiplied by the volume-weighted average price of the Shares on each trading day of that month (the "**Alternative Reference Point**"), as an alternative reference point to determine the materiality thresholds under Rules 905(1), 905(2) and 906(1) of the Catalist Rules, for such period that the Group's latest audited NTA remains negative.

In view of the Group's NTL position, the Board is of the view that the Group's latest audited NTA would not provide a meaningful basis for determining the materiality thresholds for IPTs under Rules 905(1), 905(2) and 906(1) of the Catalist Rules. The Board considers the market capitalisation of the Company to be a more meaningful alternative reference point in the present circumstances, as it reflects the scale of the business and the market valuation of the Group. Accordingly, the

Company has adopted the Alternative Reference Point, and will continue to do so for such period that the Group's latest audited NTA remains negative. Based on the above computation methodology, the Alternative Reference Point is approximately S$11.44 million, being the average of the Company's daily market capitalisation for March 2026, the last month of FY2026. Further details on the computation approach and the rationale for the adoption of the Alternative Reference Point are set out in the Company's announcement dated 5 October 2026 titled "*Interested Person Transactions – Use of Alternative Reference Point to Determine Materiality Thresholds under Rules 905(1), 905(2) and 906(1) of the Catalist Rules*".

For completeness, the relevant calculations in respect of Mary Chia's Subscription based on both the Group's latest audited NTL and the Alternative Reference Point are set out below. The value of Mary Chia's Subscription for the purposes of Chapter 9 of the Catalist Rules is S$200,000, being the aggregate subscription consideration payable by Mary Chia, which is the amount at risk to the Company:

Benchmark	**Amount (S$'000)**	**Value of Mary Chia's Subscription as a percentage of the benchmark (%)**
Latest audited consolidated NTL of the Group as at 31 March 2026	(11,818)	(1.69)[(1)]
Latest audited consolidated NTL of the Group attributable to owners of the Company as at 31 March 2026	(12,874)	(1.55)[(1)]
Alternative Reference Point[(2)]	11,437	1.75

Notes:

(1) Not meaningful, as the Group was in an NTL position as at 31 March 2026. Please refer to the reasons for the use of the Alternative Reference Point described above.

(2) Approximately S$11.44 million, being the average of the Company's daily market capitalisation for March 2026, computed as described above.

As Mary Chia is an associate of Ms Ho, and Mr Lee and SSPL are also associates of Ms Ho, transactions entered into by the Group with Mary Chia, Ms Ho, Mr Lee and SSPL are treated as transactions with the same interested person pursuant to Rule 908(1) of the Catalist Rules for the purposes of aggregation in determining whether the relevant financial thresholds under Rules 905(2) and 906(1)(b) of the Catalist Rules have been exceeded. As at the date of this announcement and since the commencement of the current financial year on 1 April 2026, save for Mary Chia's Subscription, the Group has not entered into any IPTs with Ms Ho or her associates which are required to be aggregated with Mary Chia's Subscription for the purposes of Rules 905(2) and 906(1)(b) of the Catalist Rules. Accordingly, the aggregate value of all IPTs entered into with Ms Ho and her associates for the current financial year up to the date of this announcement, including Mary Chia's Subscription, is S$200,000, representing approximately 1.75% of the Alternative Reference Point.

On this basis:

(a) as the value of Mary Chia's Subscription, whether on its own or when aggregated with other transactions entered into with the same interested person during the same financial year, represents less than 3% of the Alternative Reference Point, Mary Chia's Subscription does not meet the threshold for an immediate announcement under Rules 905(1) and 905(2) of the Catalist Rules; and

(b) as the value of Mary Chia's Subscription, whether on its own or when aggregated with other transactions entered into with the same interested person during the same financial year, represents less than 5% of the Alternative Reference Point, the approval of Shareholders is not required for Mary Chia's Subscription under Rule 906(1) of the Catalist Rules.

Accordingly, the Company will not be seeking the approval of Shareholders under Rule 906(1) of the Catalist Rules for Mary Chia's Subscription. Notwithstanding the foregoing, in the interests of transparency, the Company has set out in this announcement the relationship between Mary Chia and the Company and the relevant calculations under Chapter 9 of the Catalist Rules. For the avoidance of doubt, the allotment and issue of the Subscription Shares to Mary Chia remains subject to the specific approval of Shareholders under Rules 804 and 812(2) and Rule 811(3) of the Catalist Rules, as set out in paragraphs 2.7.2 and 2.7.4 above, on which Mary Chia, Ms Ho, Mr Lee, SSPL and their respective associates will abstain from voting.

The Company will continue to monitor its IPTs with Ms Ho and her associates and will comply with the applicable requirements of Rules 905 and 906 of the Catalist Rules should any further IPTs be entered into with the same interested person during the current financial year which, when aggregated with Mary Chia's Subscription in accordance with the Catalist Rules, result in the relevant thresholds being met or exceeded. The Company will also disclose Mary Chia's Subscription in its annual report for the financial year ending 31 March 2027 in accordance with Rule 907 of the Catalist Rules.

As at the date of this announcement and since the commencement of the current financial year on 1 April 2026, save for Mary Chia's Subscription, the Group has not entered into any other IPTs of S$100,000 or more. Accordingly, the aggregate value of all other IPTs entered into by the Group for the current financial year up to the date of this announcement, excluding transactions below S$100,000 and Mary Chia's Subscription, is nil.

Although an opinion of the audit committee of the Company (the "**Audit Committee**") is not required under Chapter 9 of the Catalist Rules in respect of Mary Chia's Subscription, the Company has, in view of the discount of the Subscription Price to the VWAP and Mary Chia's relationship with Ms Ho, sought the view of the Audit Committee. As at the date of this announcement, the Audit Committee comprises Mr Chay Yiowmin (Cai Yaoming) and Mr Foo Say Tun, neither of whom has any interest in Mary Chia's Subscription. Having considered the terms of Mary Chia's Subscription, the Subscription Price, which is the same as that payable by the unrelated Subscribers, the basis upon which the discount of the Subscription Price to the VWAP was determined as set out in paragraph 2.4 above, the rationale for the Proposed Subscription and the financial effects of the Proposed Subscription, the Audit Committee is of the opinion that Mary Chia's Subscription:

(a) is on normal commercial terms; and
(b) is not prejudicial to the interests of the Company and its minority Shareholders.

2.7.6. **Securities and Futures Act 2001 of Singapore**

The Subscription Agreements and the proposed allotment and issue of the Subscription Shares are entered into pursuant to the private placement exemption under Section 272B of the SFA and in compliance with the applicable conditions thereof. Each Subscriber is not accepting the Company's offer of the Subscription Shares as agent, nominee or trustee for the benefit of any other person or with a view to such offer being subsequently offered to another person in Singapore where such subsequent offer would be contrary to the provisions of the SFA. No prospectus, offer information statement or offer document will be issued by the Company or registered with the Monetary Authority of Singapore in connection with the Proposed Subscription.

2.7.7. **Singapore Code on Take-overs and Mergers**

Pursuant to Rule 14.1 of the Code, except with the consent of the Council, where:

(a) any person acquires, whether by a series of transactions over a period of time or not, shares which, taken together with shares held or acquired by persons acting in concert with him or her, carry 30.0% or more of the voting rights of a company; or
(b) any person who, together with persons acting in concert with him or her, holds not less than

30.0% but not more than 50.0% of the voting rights of a company and such person, or any person acting in concert with him or her, acquires in any period of six (6) months additional shares carrying more than 1.0% of the voting rights,

such person must extend offers immediately to the holders of any class of share capital of the company which carries votes and in which such person, or persons acting in concert with him or her, hold shares (the "**Mandatory Offer**"). In addition to such person, each of the principal members of the group of persons acting in concert with him or her may, according to the circumstances of the case, have the obligation to extend a Mandatory Offer.

Pursuant to the Code, SSPL, Ms Ho, Mr Lee and Mary Chia are presumed to be persons acting in concert with each other (the "**Family Concert Party Group**"). As at the date of this announcement, the Family Concert Party Group collectively holds 246,823,684 Shares, representing approximately 73.93% of the existing issued share capital of the Company. Upon Completion, the Family Concert Party Group will collectively hold 266,823,684 Shares, representing approximately 61.50% of the enlarged issued share capital of the Company. Mary Chia's individual shareholding will increase from 14,120,000 Shares, representing approximately 4.23% of the existing issued share capital of the Company, to 34,120,000 Shares, representing approximately 7.86% of the enlarged issued share capital of the Company.

Pursuant to Note 5 on Rule 14.1 of the Code, when a group acting in concert holds over 50% of the voting rights of a company, no obligation normally arises from acquisitions by any member of the group. However, the Council may regard as giving rise to an obligation to make an offer any acquisition by a single member or sub-group of the group of voting rights sufficient to increase his, her or its holding to 30% or more or, if he, she or it already holds between 30% and 50%, by more than 1% in any six-month period. In this regard, the Company will be submitting an application to the Council to seek its confirmation that the allotment and issue of the 20,000,000 Subscription Shares to Mary Chia pursuant to Mary Chia's Subscription will not give rise to an obligation on Mary Chia and/or the Family Concert Party Group to make an offer under Rule 14.1 of the Code. The receipt of the SIC Confirmation is a Condition Precedent to Mary Chia's Subscription as set out in paragraph 2.5(i) above. The Company will make the appropriate announcement upon receipt of the Council's reply.

Each of NYY, LY and LME has confirmed that she is not acting in concert with any other person, including any other Subscriber, any Director or substantial shareholder of the Company or any of their respective associates, and none of NYY, LY and LME will hold 30% or more of the voting rights of the Company upon Completion.

2.8. Additional Listing Application

The Company will be submitting an additional listing application, through its Sponsor, to the SGX-ST for the listing and quotation of the Subscription Shares on the Catalist Board of the SGX-ST. The Company will make the necessary announcement upon receipt of the LQN from the SGX-ST.

2.9. Use of Net Proceeds from the Proposed Subscription

The gross proceeds from the Proposed Subscription will amount to S$1,000,000. The net proceeds from the Proposed Subscription, after deducting estimated expenses of approximately S$53,430, will amount to approximately S$946,570 (the "**Net Proceeds**") and will be utilised by the Company for general working capital purposes and business expansion purposes in the following estimated proportions:

Use of Net Proceeds	Percentage Allocation (%)	Amount of the Net Proceeds (S$)
Working capital purposes mainly comprising: (i) manpower costs; (ii) professional fees such as compliance costs and continuing listing expenses; and (iii) administrative and head office expenses.	79.2	750,000
Funding the expansion of the Group's business operations in China and Thailand, including the setting up of offices and related overhead and operating costs.	20.8	196,570
Total	**100.0**	**946,570**

Pending the deployment of the Net Proceeds, such Net Proceeds may be deposited with banks and/or financial institutions or invested in money market instruments and/or securities, or used for any other purpose on a short-term basis, as the Directors may in their absolute discretion deem fit.

Pursuant to Rules 704(30) and 1204(22) of the Catalist Rules, the Company will make periodic announcements on the utilisation of the Net Proceeds as and when the funds are materially disbursed and whether such use is in accordance with the stated use and stated percentage allocation. The Company will also provide a status report on the use of the Net Proceeds in the Company's interim and full-year financial statements issued under Rule 705 of the Catalist Rules and the Company's annual report. Where there is any material deviation from the stated use of the Net Proceeds, the Company will make the necessary announcement on the reasons for such deviation. Where the Net Proceeds are used for working capital purposes, the Company will provide a breakdown with specific details on how such proceeds have been applied in the Company's announcements and annual report.

2.10. Opinion of the Directors

The Directors are of the opinion that, after taking into consideration the Group's present bank facilities, the working capital available to the Group is sufficient to meet its present requirements. In arriving at this opinion, the Directors have also taken into consideration the Group's internal resources and operating cash flows and the undertaking given by SSPL to provide continuing financial support to the Group and the Company for the twelve (12) months from the date of authorisation of the audited consolidated financial statements of the Group for FY2026 (as disclosed in the Company's annual report for FY2026).

The Directors are also of the opinion that, after taking into consideration the Group's present bank facilities and the Net Proceeds, the working capital available to the Group is sufficient to meet its present requirements. Notwithstanding the sufficiency of the Group's working capital for its present requirements, the Proposed Subscription is being undertaken for the reasons set out in paragraph 2.1 above.

3. FINANCIAL EFFECTS OF THE PROPOSED SUBSCRIPTION

The financial effects of the Proposed Subscription on the Group as set out below are for illustrative purposes only and do not purport to be indicative of or a projection of the future financial performance or financial position of the Group after Completion. Shareholders should note that the independent auditors of the Company, Foo Kon Tan LLP, have issued a disclaimer of opinion on the audited consolidated financial statements of the Group for FY2026.

The financial effects of the Proposed Subscription on the Group have been computed based on the latest audited consolidated financial statements of the Group for FY2026 and the following bases and assumptions:

(a) the financial effect on the consolidated NTL per Share is computed based on the assumption that the Proposed Subscription was completed on 31 March 2026;
(b) the financial effect on the consolidated loss per Share ("**LPS**") is computed based on the assumption that the Proposed Subscription was completed on 1 April 2025;

(c) it is assumed that there is no return earned from the proceeds of the Proposed Subscription; and
(d) for the purpose of illustrating the financial effects of the Proposed Subscription, the estimated costs and expenses in respect of the Proposed Subscription have been disregarded.

3.1 NTL per Share

	Before the Proposed Subscription	After the Proposed Subscription
NTL of the Group attributable to owners of the Company as at 31 March 2026 (S$'000)	(12,874)	(11,874)
Number of issued Shares (excluding treasury shares and subsidiary holdings)	333,842,968	433,842,968
NTL per Share as at 31 March 2026 (S$ cents)	(3.86)	(2.74)

3.2 LPS of the Group

	Before the Proposed Subscription	After the Proposed Subscription
Loss attributable to owners of the Company for FY2026 (S$'000)	(2,635)	(2,635)
Weighted average number of Shares	328,473,106	428,473,106
LPS for FY2026 – Basic (S$ cents)	(0.80)	(0.61)

3.3 Share Capital of the Company

The effect of the Proposed Subscription on the share capital of the Company is summarised below:

Share capital	Before the Proposed Subscription	After the Proposed Subscription
Number of issued and paid-up Shares of the Company (excluding treasury shares and subsidiary holdings)	333,842,968	433,842,968
Share capital of the Company (S$'000)	14,159	15,159

4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save as disclosed in this announcement and save for their interests arising by way of their shareholdings in the Company and/or directorships in the Group, as the case may be, none of the Directors or substantial shareholders of the Company or their respective associates has any interest, direct or indirect, in the Proposed Subscription.

Mary Chia is the mother of Ms Ho, the Executive Chairman, Chief Executive Officer, a Director and a controlling shareholder of the Company, and the mother-in-law of Mr Lee, a controlling shareholder of the Company. Ms Ho has abstained from deliberating and voting on the resolutions of the Board approving Mary Chia's Subscription. As set out in paragraphs 2.7.2 and 2.7.4 above, Mary Chia, Ms Ho, Mr Lee, SSPL and their respective associates will abstain from voting on the relevant resolution(s) relating to Mary Chia's Subscription at the EGM.

The interests of the Directors and substantial shareholders of the Company in the Shares before and upon Completion are set out below:

	Before the Proposed Subscription						**Upon Completion**					
	Direct Interest		**Deemed Interest**		**Total Interest**		**Direct Interest**		**Deemed Interest**		**Total Interest**	
	No. of Shares	**%[(1)]**	**No. of Shares**	**%[(1)]**	**No. of Shares**	**%[(1)]**	**No. of Shares**	**%[(2)]**	**No. of Shares**	**%[(2)]**	**No. of Shares**	**%[(2)]**
Directors												
Ho Yow Ping (He Youping)[(3)]	109,099,999	32.68	123,603,685	37.02	232,703,684	69.70	109,099,999	25.15	123,603,685	28.49	232,703,684	53.64
Chay Yiowmin (Cai Yaoming)	–	–	–	–	–	–	–	–	–	–	–	–
Foo Say Tun	–	–	–	–	–	–	–	–	–	–	–	–
Substantial shareholders (other than Directors) / Subscribers who will become substantial shareholders upon Completion												
Suki Sushi Pte. Ltd.	121,977,018	36.54	–	–	121,977,018	36.54	121,977,018	28.12	–	–	121,977,018	28.12
Lee Boon Leng[(3)]	1,626,667	0.49	231,077,017	69.22	232,703,684	69.70	1,626,667	0.37	231,077,017	53.26	232,703,684	53.64
Mary Chia Ah Tow[(4)]	14,120,000	4.23	–	–	14,120,000	4.23	34,120,000	7.86	–	–	34,120,000	7.86
Lin Yan[(4)]	–	–	–	–	–	–	30,000,000	6.91	–	–	30,000,000	6.91
Lim Min Er, Maggie[(4)]	–	–	–	–	–	–	30,000,000	6.91	–	–	30,000,000	6.91

Notes:

(1) Based on 333,842,968 Shares in issue as at the date of this announcement.

(2) Based on the enlarged issued share capital of 433,842,968 Shares upon Completion.

(3) Ms Ho and Mr Lee, who are spouses, hold approximately 21.45% and 78.55%, respectively, of the issued share capital of SSPL. By virtue of Section 4 of the SFA, each of Ms Ho and Mr Lee is deemed to be interested in the 121,977,018 Shares held by SSPL. The interests of Ms Ho and Mr Lee set out in the table above are consistent with the interests disclosed in the Company's annual report for FY2026..

(4) Mary Chia is not a substantial shareholder of the Company as at the date of this announcement. Each of Mary Chia, LY and LME will become a substantial shareholder of the Company upon Completion. NYY will hold approximately 4.61% of the enlarged issued share capital of the Company upon Completion and will not be a substantial shareholder.

5. SERVICE CONTRACTS

No person will be appointed to the Board in connection with the Proposed Subscription and no service contract in relation thereto will be entered into by the Company.

6. FURTHER ANNOUNCEMENTS AND CIRCULAR TO SHAREHOLDERS

The Company will make the appropriate announcements as and when there are material developments in relation to the Proposed Subscription, including upon receipt of the Council's reply in respect of the SIC Confirmation and the LQN from the SGX-ST. The Company will be seeking the requisite approvals of Shareholders for the Proposed Subscription at the EGM to be convened and held by physical means, including:

(a) the specific approval of Shareholders under Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules for the allotment and issue of all the Subscription Shares;
(b) the specific approval of Shareholders under Rule 811(3) of the Catalist Rules for the allotment and issue of the Subscription Shares at the Subscription Price; and
(c) the specific approval of Shareholders under Rules 804 and 812(2) of the Catalist Rules for the allotment and issue of the Subscription Shares to Mary Chia.

A circular in relation thereto (the "**Circular**"), containing, *inter alia*, the information required under Rules 804, 810 and 811(4) of the Catalist Rules, together with the notice of the EGM, will be despatched to Shareholders in due course.

7. 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 Proposed Subscription, 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.

Each Subscriber accepts responsibility for the accuracy of the information given in this announcement in respect of herself and confirms, after making all reasonable enquiries, that to the best of her knowledge and belief, the facts stated and opinions expressed by her in this announcement in respect of herself are fair and accurate in all material respects as at the date hereof, and that she is not aware of any material facts in respect of herself the omission of which would make any statement in respect of herself in this announcement misleading. Where information in this announcement relating to a Subscriber has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the relevant Subscriber 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.

8. DOCUMENT AVAILABLE FOR INSPECTION

Copies of the Subscription Agreements are available for inspection during normal business hours at the registered office of the Company at 151 Lorong Chuan, #04-02A, New Tech Park, Singapore 556741, for a period of three (3) months commencing from the date of this announcement.

9. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to exercise caution in trading their Shares. The Proposed Subscription is subject to the satisfaction of certain Conditions Precedent, including, *inter alia*, the requisite approvals of Shareholders, the receipt of the LQN and, in respect of Mary Chia's Subscription, the SIC Confirmation. There is no certainty or assurance as at the date of this announcement that the Proposed Subscription will be completed or that no changes will be made to the terms thereof. Accordingly, Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully, and exercise caution before making any decision in respect of their dealings in the Shares of the Company. Shareholders and potential investors should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD OF
MARY CHIA HOLDINGS LIMITED

Chay Yiowmin
Lead Independent Director

6 October 2026

This document has been reviewed by the Company's sponsor, Evolve Capital Advisory Private Limited. It has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the sponsor is Mr Jerry Chua (Tel: (65) 6241 6626), at 160 Robinson Road, #20-01/02, SBF Center, Singapore 068914.