MEMIONTEC HOLDINGS LTD

Company Registration No. 201305845W
(Incorporated in the Republic of Singapore)

INTERESTED PERSON TRANSACTION PURSUANT TO CATALIST RULE 905(2)

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1. INTRODUCTION

The Board of Directors (the "**Board**") of Memiontec Holdings Ltd (the "**Company**" and together with its subsidiaries, the "**Group**") wishes to announce that the aggregate value of all transactions entered into with Mr. Tay Kiat Seng ("**TKS**"), an Executive Director and the Chief Executive Officer of the Company as well as a controlling shareholder of the Company, for the financial year ending 31 December 2026 ("**FY2026**") has exceeded 3% of the Group's latest audited net tangible assets ("**NTA**") as at 31 December 2025.

In accordance with Rule 905(2) of the Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") of Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), 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 Company must make an immediate announcement of the latest transaction and all future transactions entered into with that same interested person during that financial year.

2. DETAILS OF THE INTERESTED PERSON

TKS is an Executive Director and the Chief Executive Officer of the Company as well as a controlling shareholder of the Company, through his direct interest of 43.25% and deemed interest of 11.57% in the Company. Accordingly, TKS is an interested person as defined under Chapter 9 of the Catalist Rules.

3. DETAILS OF AND RATIONALE FOR THE INTERESTED PERSON TRANSACTION TRIGGERING RULE 905(2) OF THE CATALIST RULES

The Company had entered into a loan and indemnity agreement dated 28 April 2026 (the "**28 April 2026 Agreement**") with TKS, pursuant to which, TKS had agreed to extend an interest-bearing secured loan facility of up to S$1 million to the Company, on the terms and conditions as set out in the 28 April 2026 Agreement.

During FY2026, the Company had also previously entered into another loan and indemnity agreement dated 13 April 2026 (the "**13 April 2026 Agreement**", together with the 28 April 2026 Agreement, the "**Shareholder Loan Agreements**") with TKS, pursuant to which, TKS had similarly agreed to extend an interest-bearing secured loan facility of up to S$1 million to the Company, on the terms and conditions as set out in the 13 April 2026 Agreement.

The salient terms and conditions of the 28 April 2026 Agreement (which are substantially similar to that of the 13 April 2026 Agreement) are as follows:

(a) The principal amount of the loan shall be up to S$1 million;
(b) The maturity date of the loan shall be one (1) year from the date of the agreement in question;
(c) The interest of the loan shall be 12% per annum, computed on the daily outstanding principal amount and payable at the end of the tenor; and
(d) The loan shall be secured by a guarantee or undertaking from PT Memiontec Indonesia (an indirect subsidiary of the Company).

In this regard, the Shareholder Loan Agreements shall be aggregated as transactions with the same interested person (i.e., TKS) for the purposes of determining whether the relevant financial thresholds under Rules 905 and 906 of the Catalist Rules have been triggered.

The rationale for the Shareholder Loan Agreements is to inject funds into the Company for general working capital purposes and to satisfy the Group's cash flow needs, including meeting manpower costs and administrative expenses of the Group.

The Board wishes to clarify that the Company and TKS had agreed in principle on or around 14 April 2026 for TKS to extend an aggregate loan facility of S$2 million to the Company, with the loan facility to be made available in two tranches pursuant to the 13 April 2026 Agreement and the 28 April 2026 Agreement.

Accordingly, as at 14 April 2026, based on the Group's latest available audited NTA as at 31 December 2024 at that point in time (the Group's audited NTA as at 31 December 2025 was only available on 15 April 2026 following the issuance of the audited consolidated financial statements of the Group for the financial year ended 31 December 2025 ("**FY2025 Audited FS**") on the same day), the value at risk of the Shareholder Loan Agreements represented only 1.71% of the audited NTA as at 31 December 2024, being approximately S$13.99 million. As such, based on the information available to the Company as at 14 April 2026, the Shareholder Loan Agreements would not have triggered the 3% announcement threshold under Rule 905(2) of the Catalist Rules.

Following the entry of the 28 April 2026 Agreement subsequent to the issuance of the FY2025 Audited FS on 15 April 2026, the Company did not reassess the aggregate value at risk of the Shareholder Loan Agreements against the latest available audited NTA as at 31 December 2025. The Company subsequently determined, during the preparation of its half-yearly financial results for FY2026, that the aggregate value at risk of the Shareholder Loan Agreements exceeded the 3% announcement threshold under Rule 905(2) of the Catalist Rules based on the Group's latest available audited NTA as at 31 December 2025. Moving forward, the Company will ensure that all necessary disclosures are made on a timely basis and in accordance with the applicable Catalist Rules.

4. TOTAL VALUE OF ALL INTERESTED PERSON TRANSACTIONS WITH TKS FOR FY2026

The current total of all interested person transactions (excluding interested person transactions less than S$100,000) with TKS for the period from 1 January 2026 up to the date of this announcement is set out in the table below:

No.	Date	Description of Transaction	Amount (S$'000)	As a percentage of the Group's latest audited NTA as at 31 December 2025(1)(2)
1.	13 April 2026	Interest pursuant to the provision of a S$1 million loan by TKS to the Company at an interest rate of 12% per annum, with a tenure of one (1) year.	120	1.67%
2.	28 April 2026	Interest pursuant to the provision of a S$1 million loan by TKS to the Company at an interest rate of 12% per annum, with a tenure of	120	1.67%

		one (1) year.		
Total			240	3.35%

Notes:
(1) The Group's latest audited NTA as at 31 December 2025 is approximately S$7.17 million.
(2) Percentages are rounded to two decimal places.

Save as disclosed above, there are no other interested person transactions (excluding interested person transactions less than S$100,000) entered into by the Group with TKS for FY2026 as at the date of this announcement.

5. TOTAL VALUE OF ALL INTERESTED PERSON TRANSACTIONS FOR FY2026

The aggregate value of all interested person transactions (excluding transactions that are less than S$100,000 and including the interested person transactions disclosed in **Section 4**) from 1 January 2026 up to the date of this announcement amounted to S$240,000, representing approximately 3.35% of the Group's latest available audited NTA for FY2025.

For the avoidance of doubt, save as disclosed in **Section 4**, there are no other interested person transactions (excluding transactions that are less than S$100,000) entered into by the Group for FY2026 as at the date of this announcement.

6. STATEMENT BY THE AUDIT COMMITTEE

The Audit Committee, having considered, *inter alia*, the rationale and information relating to the Shareholder Loan Agreements as set out in **Section 3** of this announcement, as well as the terms of comparable financing available to the Group at the relevant time, is of the view that the Shareholder Loan Agreements are on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders.

7. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save as disclosed in this announcement, none of the Directors and/or the substantial shareholders of the Company have any interest, direct or indirect, in the interested person transactions disclosed, other than through their respective shareholdings in the Company, if any.

BY ORDER OF THE BOARD

Hor Siew Fu
Independent Non-Executive Chairman

13 August 2026

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*This announcement has been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**").*

The contact person for the Sponsor is Ms Goh Mei Xian, ZICO Capital Pte. Ltd., at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.