



# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of CSE Global Limited (“the Company”) will be held at Suntec Singapore Convention & Exhibition Centre, Room 324 & 325 (Level 3), 1 Raffles Boulevard, Singapore 039593 on Monday, 27 April 2026 at 9.30 a.m. (Singapore time) for the following purposes:

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the year ended 31 December 2025 together with the Auditors’ Report thereon. **(Resolution 1)**
  
2. To declare a final (one-tier tax exempt) dividend of 1.46 Singapore cents per ordinary share for the year ended 31 December 2025 (2024: A final dividend (one-tier tax exempt) of 1.15 Singapore cents per ordinary share). **(Resolution 2)**
  
3. To re-elect the following Directors of the Company retiring pursuant to Regulations 91 and 97 of the Company’s Constitution:

(i)	Ms Ng Shin Ein	[Retiring under Regulation 91]	<b>(Resolution 3)</b>
(ii)	Ms Wong Su Yen	[Retiring under Regulation 91]	<b>(Resolution 4)</b>
(iii)	Mr Ravinder Singh s/o Harchand Singh	[Retiring under Regulation 97]	<b>(Resolution 5)</b>
(iv)	Mr Eugene Paul Lai Chin Look	[Retiring under Regulation 97]	<b>(Resolution 6)</b>

[See Explanatory Note (i)]
  
4. To approve the payment of Directors’ fees of up to S\$550,000 for the financial year ending 31 December 2026, payable quarterly in arrears. **(Resolution 7)**

[See Explanatory Note (ii)]
  
5. To re-appoint Ernst & Young LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 8)**
  
6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

## AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

### 7. Authority to issue shares

That pursuant to Section 161 of the Companies Act 1967 (the “Companies Act”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), the Directors of the Company be and are hereby authorised to:

- (a) (i) issue shares in the Company (“shares”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

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provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed twenty per cent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - (a) new shares arising from the conversion or exercise of any convertible securities;
  - (b) new shares arising from the exercise of share options or vesting of share awards, provided the options and awards were granted in compliance with the Listing Manual; and
  - (c) any subsequent bonus issue, consolidation or subdivision of shares,

provided that such adjustments in sub-paragraphs (2)(a) and (b) above are made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iii)]

**(Resolution 9)**

## 8. Proposed renewal of Share Purchase Mandate

That:

- (a) for the purposes of Sections 76C and 76E of Companies Act 1967 (the "**Companies Act**"), the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Prescribed Limit (defined below), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (defined below), whether by way of:
  - (i) on-market purchases on the SGX-ST (each an "**On-Market Share Purchase**"); and/or
  - (ii) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as defined in Section 76C of the Companies Act, which scheme(s) shall satisfy all conditions prescribed by the Companies Act and the Listing Manual (each a "**Off-Market Share Purchase**");

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and Listing Manual as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally ("**Share Purchase Mandate**");

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- (b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this resolution relating to the Share Purchase Mandate and expiring on:
- (i) the date on which the next Annual General Meeting of the Company is held or required by law to be held, whichever is earlier;
  - (ii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by Shareholders in a general meeting; or
  - (iii) the date on which the Share Purchase is carried out to the full extent mandated,
- whichever is the earliest;
- (c) in this Resolution:

**"Prescribed Limit"** means five per cent. (5%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings as defined in the Listing Manual of the SGX-ST) as at the date of passing of this Resolution, unless the Company has, at any time during the Relevant Period, reduced its share capital in accordance with the applicable provisions of the Companies Act, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered after such capital reduction (excluding any treasury shares and subsidiary holdings as may be held by the Company from time to time);

**"Relevant Period"** means the period commencing from the date of passing of this Resolution and expiring on the date on which the next Annual General Meeting of the Company is held or is required by law to be held, whichever is earlier;

**"Maximum Price"** in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of an On-Market Share Purchase, 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Share Purchase, 120% of the Average Closing Price;

where:

**"Average Closing Price"** means the average of the closing market prices of the Shares over the last five (5) Market Days on which transactions in the Shares were recorded, immediately preceding the day of the On-Market Share Purchase or, as the case may be, the day of the making of the offer pursuant to the Off-Market Share Purchase, and deemed to be adjusted, in accordance with the Listing Manual, for any corporate action that occurs during the relevant five (5) Market Days and the day on which the On-Market Share Purchase by the Company or, as the case may be, the day of making of the offer pursuant to the Off-Market Share Purchase;

**"day of the making of the offer"** means the day on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

**"Market Day"** means a day on which the SGX-ST is open for trading in securities;

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(d) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Purchase Mandate shall, at the discretion of the Directors of the Company; either be cancelled or held in treasury and dealt with in accordance with the Companies Act; and

(e) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, executing such documents as may be required and to approve any amendments, alterations or modifications to any documents) as they may consider desirable, expedient or necessary to give effect to the transactions contemplated authorised by this resolution relating to the Share Purchase Mandate.

[See Explanatory Note (iv)]

**(Resolution 10)**

9. **Authority to allot and issue Shares pursuant to the CSE Global Limited Scrip Dividend Scheme**

That authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of new ordinary shares in the Company as may be required to be allotted and issued pursuant to the CSE Global Limited Scrip Dividend Scheme.

[See Explanatory Note (v)]

**(Resolution 11)**

By Order of the Board

Lai Kuan Loong, Victor  
Company Secretary  
Singapore, 10 April 2026

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## Explanatory Notes:

- (i) Resolutions 3 to 6 – Detailed information about Directors of the Company can be found in the “Board of Directors” section of the Company’s Annual Report, including their current directorships in other listed companies and other principal commitments held. Please also refer to the section titled “Additional Information on Directors Seeking Election/Re-Election” appended to this Notice of Annual General Meeting for additional information on the retiring Directors.

Ms Ng Shin Ein will, upon re-election as a Director of the Company, remain as a member of the Audit and Risk Committee and Remuneration Committee, and will be considered independent.

Ms Wong Su Yen will, upon re-election as a Director of the Company, remain as Chairman of Remuneration Committee and a member of the Nominating Committee, and will be considered independent.

Mr Ravinder Singh s/o Harchand Singh will, upon re-election as a Director of the Company, remain as a member of the Audit and Risk Committee, and will be considered non-independent.

Mr Eugene Paul Lai Chin Look will, upon re-election as a Director of the Company, remain as a member of the Nominating Committee and Remuneration Committee, and will be considered non-independent.

- (ii) Resolution 7 is to facilitate the payment of Directors’ Fees of up to S\$550,000 to Non-Executive Directors during the financial year ending 31 December 2026, quarterly in arrears, in which the fees are to be incurred. The amount is computed based on the adopted Directors’ fees framework as disclosed on page 50 in the Corporate Governance Report and caters for the possibility that additional fees may be payable in event that an additional board or board committee member is being appointed in the course of the financial year ending 31 December 2026. In the event that payments are required to be made to the Directors in excess of the amount proposed, approval will be sought at next year’s Annual General Meeting before such payments are made.

- (iii) Resolution 8, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from (a) the conversion or exercise of any convertible securities; (b) share options or vesting of share awards, provided the options and awards were granted in compliance with the Listing Manual; and (c) any subsequent bonus issue, consolidation or subdivision of shares, provided such adjustments in sub-paragraphs (a) and (b) above are made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Ordinary Resolution.

- (iv) Resolution 9, if passed, will empower the Directors, from the date of this Annual General Meeting until the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held, whichever is earlier, unless such authority is varied or revoked by the Company in general meeting, to purchase or acquire Shares up to the Prescribed Limit, at prices up to but not exceeding the Maximum Price, as at the date of the passing of this Ordinary Resolution. The source of funds to be used for the purchase or acquisition of Shares including the amount of financing and its impact on the Company’s financial position are set out in Sections 2.6 and 2.7 of the Appendix dated 10 April 2026.
- (v) Resolution 10, if passed, will authorise the Directors to allot and issue new ordinary shares of the Company pursuant to the CSE Global Limited Scrip Dividend Scheme (“**Scrip Dividend Scheme**”) to participating shareholders who, in respect of a qualifying dividend, have elected to receive scrip in lieu of the cash amount, in respect of all or part of, that qualifying dividend.

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## Important Notes:

1. This is a physical in-person AGM. There will be no option for shareholders to participate virtually. This Notice has been sent to members by post and is also available on SGXNet and on the Company's website at the URL: <http://cseglobal.listedcompany.com/ar.html>
2. Members may participate in the AGM by:
  - (a) attending the AGM in person;
  - (b) raising questions at the AGM or submitting questions in advance of the AGM; and/or
  - (c) voting at the AGM (i) themselves personally; or (ii) through their duly appointed proxy(ies).

CPFIS Investors and SRS Investors who wish to appoint the Chairman of the AGM (and not third-party proxy(ies)) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 15 April 2026, being seven (7) working days prior to the date of the AGM.

3. A member, who is not a relevant intermediary, of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.

Where a member appoints two proxies, he/she shall specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no such proportion is specified, the first named proxy shall be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named proxy.

4. A member who is a relevant intermediary, is entitled to appoint more than two proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

5. A member can appoint the Chairman of the Meeting as his/her/its proxy but this is not mandatory. If a member wishes to appoint the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the Meeting as proxy. In the absence of specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the Meeting as the proxy will be treated as invalid.

6. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:

- (a) if in hard copy by post, be lodged at the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (b) if by email, be received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd at [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com)

in either case, no later than **9.30 a.m. on 24 April 2026**.

7. The Chairman of the Meeting, as a proxy, need not be a member of the Company.
8. Members may submit questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM in the following manner by **10.00 a.m. on 18 April 2026**:
  - (a) in hard copy by post to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - (b) if by email, be received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd at [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com)

The Company will endeavour to address all substantial and relevant questions submitted prior to the AGM by publishing the responses to such questions on the Company's corporate website and on SGXNet by 21 April 2026 after trading hours.

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9. The Annual Report for the financial year ended 31 December 2025 ("**FY2025 Annual Report**") is made available on 10 April 2026 can be accessed via SGXNet and the Company's website at the URL: <http://cseglobal.listedcompany.com/ar.html>
10. The following documents are also made available to members on 10 April 2026 together with this Notice of AGM via SGXNet and the Company's website at the URL: <http://cseglobal.listedcompany.com/ar.html>
  - (a) Appendix to the Notice of AGM dated 10 April 2026 in respect of the Proposed Renewal of the Share Purchase Mandate;
  - (b) Proxy Form in relation to the AGM; and
  - (c) Request Form for printed copy of the FY2025 Annual Report.

## **Personal data privacy:**

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents or service provider) to comply with any applicable laws, listing rules, regulations and/or guidelines.

# ADDITIONAL INFORMATION REQUIRED PURSUANT TO RULE 720(6) OF THE LISTING MANUAL OF THE SGX-ST ON DIRECTORS SEEKING FOR RE-ELECTION

Ms Ng Shin Ein, Ms Wong Su Yen, Mr Ravinder Singh s/o Harchand Singh and Mr Eugene Paul Lai Chin Look are the retiring Directors who are seeking re-election at the forthcoming Annual General Meeting to be convened on 27 April 2026 under Ordinary Resolutions 3 to 6. Pursuant to Rule 720(6) of the Listing Manual of SGX-ST, the information relating to the Directors, in accordance with Appendix 7.4.1 of the Listing Manual of the SGX-ST is set out below.

Name	NG SHIN EIN	WONG SU YEN
Date of Appointment	1 July 2020	1 July 2020
Date of last re-appointment (if applicable)	20 April 2023	20 April 2023
Age	51	55
Country of principal residence	Singapore	Singapore
The Board's comments on this re-appointment	The Board has considered the Nominating Committee's recommendation which has reviewed Ms Ng Shin Ein's ("Ms Ng"), experience, contribution, competencies and commitment in the discharge of her duties as a Director. Accordingly, the Board supports and recommends her re-election as a Director.	The Board has considered the Nominating Committee's recommendation which has reviewed Ms Wong Su Yen's ("Ms Wong"), experience, contribution, competencies and commitment in the discharge of her duties as a Director. Accordingly, the Board supports and recommends her re-election as a Director.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Independent Director Member of Audit and Risk Committee Member of Remuneration Committee	Independent Director Member of Nominating Committee Chairman of Remuneration Committee
Professional qualifications		
Working experience and occupation(s) during the past 10 years	Please refer to the section of the Company's Annual Report titled "Board of Directors" for further details.	
Shareholding interest in the listed issuer and its subsidiaries	Nil	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Nil	Nil
Conflict of interest (including any competing business)	Nil	Nil
Undertaking (in the format set out in Appendix 7.7 under Rule 720(1)) has been submitted to the listed issuer – Yes / No	Yes	Yes
Other Principal Commitments including Directorships Past (for the last 5 years) Present	Please refer to the section of the Company's Annual Report titled "Board of Directors" for further details.	
Responses to questions (a) to (k) under Appendix 7.4.1 of the SGX Listing Manual	Negative Confirmation for each of Ms Ng and Ms Wong	

# ADDITIONAL INFORMATION REQUIRED PURSUANT TO RULE 720(6) OF THE LISTING MANUAL OF THE SGX-ST ON DIRECTORS SEEKING FOR RE-ELECTION

Name	RAVINDER SINGH S/O HARCHAND SINGH	EUGENE PAUL LAI CHIN LOOK
Date of Appointment	1 July 2025	10 December 2025
Date of last re-appointment (if applicable)	N.A.	N.A.
Age	61	62
Country of principal residence	Singapore	Singapore
The Board's comments on this re-appointment	The Board, having considered the Nominating Committee's recommendation, is of the view that Mr Ravinder Singh s/o Harchand Singh's ("Mr Ravinder Singh") extensive leadership experience in defence, technology and public sector administration will continue to add significant value to the Board. Accordingly, the Board supports and recommends his re-election as a Director.	The Board, having considered the Nominating Committee's recommendation, is of the view that Mr Eugene Paul Lai Chin Look's ("Mr Lai") extensive experience in private equity, investment banking and corporate leadership provides valuable perspectives to the Board. Accordingly, the Board supports and recommends his re-election as a Director.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Executive Non-Independent Director Member of Audit and Risk Committee	Non-Executive Non-Independent Director Board Chairman Member of Nominating Committee Member of Remuneration Committee
Professional qualifications	Please refer to the section of the Company's Annual Report titled "Board of Directors" for further details.	
Working experience and occupation(s) during the past 10 years		
Shareholding interest in the listed issuer and its subsidiaries	Nil	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Nil	Nil
Conflict of interest (including any competing business)	Nil	Nil
Undertaking (in the format set out in Appendix 7.7 under Rule 720(1)) has been submitted to the listed issuer – Yes / No	Yes	Yes
Other Principal Commitments including Directorships Past (for the last 5 years) Present	Please refer to the section of the Company's Annual Report titled "Board of Directors" for further details.	

# ADDITIONAL INFORMATION REQUIRED PURSUANT TO RULE 720(6) OF THE LISTING MANUAL OF THE SGX-ST ON DIRECTORS SEEKING FOR RE-ELECTION

Name	RAVINDER SINGH S/O HARCHAND SINGH	EUGENE PAUL LAI CHIN LOOK
<p>Responses to questions (a) to (k) under Appendix 7.4.1 of the SGX Listing Manual</p>	<p>Negative Confirmation for Mr Ravinder Singh</p>	<p>Negative Confirmation for Mr Lai for all the questions except for the following:</p> <p>(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?</p> <p>Mr Lai was a non-executive director of Universal EC Investments Pte. Ltd. ("UECI") from September 2014 to August 2021 and its wholly owned subsidiary, Greatearth Pte. Ltd. ("GEPL"), from January 2015 to August 2021. He was not part of the management of UECI or GEPL. UECI and GEPL were placed in a creditors' voluntary winding up and a liquidator was appointed on 30 August 2021 for the companies. UECI has been dissolved in a creditors' voluntary winding up on 5 June 2024.</p> <p>UECI was an investment holding company incorporated for the purpose of investing in the shares of GEPL, which was a group holding company. Two of GEPL's subsidiaries were construction companies and their business was badly affected by the covid-19 pandemic and, as a result, UECI and GEPL were unable to continue as going concerns. UECI and GEPL were not insolvent before the covid-19 pandemic. These companies took steps to try to avoid insolvency during the covid-19 pandemic such as disposing assets, cost control and rescheduling their debts. To Mr Lai's knowledge, there have been no subsequent investigations conducted by regulatory authorities on whether there was any wrongdoing by these companies.</p>