

PEGASUS ASIA ANNOUNCEMENT FOR QUARTERLY UPDATES PURSUANT TO RULE 754(3) AND PRACTICE NOTE 6.4

INTRODUCTION

Pursuant to Rule 754(3) and Practice Note 6.4 of the SGX-ST Listing Manual, the Board of Directors of the Company (the “Board”) wishes to announce the following updates for the period commencing on 1 October 2022 and ended 31 December 2022.

(a) General description of the issuer’s operating expenses and the total amount spent;

Total operating expenses for period from 1 October 2022 and ended 31 December 2022 of S\$382,746 were attributed to the following:

- Directors fees of S\$197,151;
- Accounting and audit fees of S\$92,042;
- Secretarial fees of S\$23,050;
- Listing and CDP fees of S\$17,864;
- Miscellaneous expenses of S\$52,639 comprise of:
 - 1) Salaries and wages; and
 - 2) Administrative expenses

(b) Detailed description, analysis and discussion on the top 5 highest amount of operating expenses;

The top 5 highest amount of operating expenses in the 4th quarter of FY 2022 comprises of:

- 1) Directors fees of S\$197,151 relates to independent directors
- 2) Accounting and audit fees of S\$92,042
- 3) Secretarial fees of S\$23,050
- 4) Listing and CDP fees of S\$17,864
- 5) Administrative and wages of S\$52,639

(c) A statement by the directors of the issuer on whether there is any circumstance that has affected or will affect the business and financial position of the issuer;

As at the date of this Announcement, the Board is of opinion that there is no circumstance that has affected or will affect the business and financial position of the issuer.

(d) Commentary from the directors of the issuer on the direction of the business combination, including any change to the objective, strategy, status and capital of the issuer;

As a special purpose acquisition company, the Company continuously reviews strategic options to identify and consummate an initial business combination. Discussions with a potential business combination target remains ongoing and there are no material updates currently. As at the date of this Announcement, the Company has not entered into any written binding agreement on the substantive terms for such a transaction. There is no change to the direction of the business

combination, including objective, strategy, status and capital of the issuer, as disclosed in the IPO prospectus.

- (e) **In relation to the funds placed in the escrow account, the composition of the permitted investments, the issuer’s investment strategy, market and credit risks for such investments; and**

As at 31 December 2022, 99.9% of the proceeds raised from the IPO offering, S\$154,231,870 is placed in the Escrow account.

- (f) **Brief explanation of the status of (i) utilisation of proceeds from IPO, compared with the disclosure of the intended use of proceeds in the prospectus, segregated between those placed in the escrow account from those which are not, including explanation for any material deviation in the use of proceeds; and (ii) utilisation of any interests and income derived from the amounts placed in the escrow account.**

Operating expenses of S\$5,641,071 for period from 13 October 2021 (date of incorporation) to 31 December 2022 in connection with the offering was higher than the total estimated expenses of S\$4,090,000 in the prospectus. This was largely due to higher IPO related expenses incurred by the Company compared to the estimated legal and professional fees. The details and explanation of the material variances incurred in connection with the IPO are shown below:

	Prospectus	Actual	Variance	Note
	S\$’000	S\$’000	%	
Underwriting commission and expenses	2,394	2,587	7.5	1
Legal fees	821	1,532	46.4	2
Professional fees	412	563	26.9	3
Listing fees	128	128	-	
Insurance	-	432	Nm	4
Other expenses	335	399	15.8	5
Total	4,090	5,641		

Notes

- The variance is due to underwriting fees related to public offering and lead issue manager’s fees previously not included.
- The variance is mainly attributable to increase in legal fees from estimates incurred in Singapore, Cayman and US counsels for the purposes of IPO offering.
- The variance is mainly attributable to increase professional fees in audit and valuation of financial instruments.
- The variance is mainly attributable to Directors and Officers insurance previously not included as IPO expenses.
- The variance is mainly attributable to operating costs incurred on administrative and staff salaries not included as IPO expenses.

Post offering, operating expenses incurred up to 31 December 2022 of S\$1,126,986 is largely due to directors’ fees and professional fees. The expenses incurred for the quarter up to 31 December 2022 in the ordinary course of business as explained in part (a).

- i. The utilisation of proceeds (from the issue of Private Placement) is in line with the disclosure of the intended use of proceeds in the prospectus. The IPO proceeds placed in the Escrow account are not used for operating expenses incurred by the Company to date.
- ii. There is no utilisation of any net interests and income derived from the amounts placed in the Escrow account.