V2Y CORPORATION LTD

(Company Registration No.: 201717972D) (Incorporated in the Republic of Singapore)

- (I) PROPOSED PLACEMENT OF 82,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF V2Y CORPORATION LTD
- (II) UPDATE IN RESPECT OF PROPOSED CONVERSION RELATING TO PROPOSED ALLOTMENT AND ISSUANCE OF UP TO 135,135,136 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY
 - ENTRY INTO SECOND SUPPLEMENTAL LETTER TO THE AMENDED AND RESTATED SUBSCRIPTION AGREEMENT DATED 18 JULY 2024

1. INTRODUCTION

- 1.1. The board of directors (the "**Board**" or "**Directors**") of V2Y Corporation Ltd (the "**Company**", and together with its subsidiaries, referred to as the "**Group**") wishes to announce that the Company had, on 21 April 2025:
 - (a) entered into subscription agreements (collectively, the "**Subscription Agreements**") with two subscribers, Yin Junhua and Guo Junpeng, whose details are set out in paragraph 2.2 of this announcement below (collectively, the "**Subscribers**"); and
 - (b) entered into a second supplemental letter (the "Second Supplemental Letter") to the Amended and Restated Agreement entered into with Felix. Unless otherwise defined, capitalised terms used herein shall bear the same meaning as ascribed to them in the announcements dated 10 July 2024, 18 July 2024, 24 July 2024, 31 July 2024, 25 September 2024, 26 September 2024 and 30 September 2024 (the "Announcements").
- 1.2. Pursuant to the terms and conditions of the Subscription Agreements, the Subscribers have agreed to subscribe and pay for, and the Company has agreed to allot and issue to the Subscribers, an aggregate of 82,000,000 new ordinary shares in the capital of the Company (each a "**Subscription Share**", and collectively the "**Subscription Shares**") at an issue price of S\$0.0055 (the "**Issue Price**") for each Subscription Share, amounting to an aggregate subscription consideration of S\$451,000 (the "**Subscription Consideration**") (the "**Proposed Placement**").

2. DETAILS OF THE PROPOSED PLACEMENT

2.1. <u>The Issue Price</u>

The Issue Price of S\$0.0055 is equivalent to 9.8% discount to the volume weighted average price of S\$0.0061 per ordinary share in the capital of the Company ("**Shares**") based on trades done on 11 April 2025 on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), being the last full market day on which there was trading in the Shares preceding or up to the date on which the Subscription Agreements were executed.

The Issue Price was commercially agreed between the Company and the Subscribers after arm's length negotiations and taking into account the recent trading performance of the Company and prevailing market conditions.

- 2.2. Details of the Subscriber and his subscription
- 2.2.1. Shareholders of the Company ("Shareholders") should note that information relating to the Subscribers in this paragraph and elsewhere in this announcement were provided to the Company by the Subscribers. The Company and the Directors have not independently verified the accuracy and correctness of such information set out herein.

2.2.2. The details of each Subscriber and their subscription of their respective Subscription Shares are as follows:

Name of Subscriber	Number of existing Shares held	Number of Subscription Shares subscribed for	Shareholding percentage in the Company as at the date of this announcement (1)	Shareholding percentage in the Company after the completion of the Proposed Placement ⁽²⁾	Subscription Consideration payable (SGD)
Yin Junhua	0	60,000,000	0.0%	11.30%	\$330,000
Guo Junpeng	0	22,000,000	0.0%	4.15%	\$121,000

Notes:

- (1) Based on the existing issued and paid-up share capital of the Company of 448,480,502 Shares as of the date of this announcement.
- (2) Based on the enlarged issued and paid-up share capital of the Company of 530,480,502 Shares after the completion of the Proposed Placement.
- 2.2.3. Further information pertaining to each Subscriber is set out below:

Name of Subscriber	Background of the Subscriber
Yin Junhua (" Ms Yin")	Ms Yin is a businesswoman employed in the human resource sector.
Guo Junpeng (" Mr Guo ")	Mr Guo is a businessman employed in the wholesale import and export industry.

- 2.2.4. The Subscribers were first introduced to the Company by one of the directors of the Company. The Subscribers have expressed an interest to invest in the Company through the Proposed Placement for their own financial investment purposes. No introducer fee or commission was paid or is payable by the Company to any party in connection with the Proposed Placement.
- 2.2.5. Save as disclosed in paragraph 2.2.4 of this announcement, the Subscribers currently do not have any connections or relationships (including business relationships) with the Group, any of the Directors or substantial Shareholders and their respective associates.
- 2.2.6. Each Subscriber has represented and warranted to the Company, inter alia, that:
 - (a) the Subscriber is independent of, and not acting in concert with (as defined in the Singapore Code on Take-overs and Mergers (the "Code")) or collaboration with anyone or in accordance with the instructions of anyone in relation to the subscription of the Subscription Shares and/or Shares and/or to obtain or consolidate control over the Company (including as contemplated in the Code);
 - (b) the Subscriber shall not, for a period of six (6) months from completion of the Proposed Placement, acquire or be deemed to acquire Shares such that they obtain a controlling interest in the Company;
 - (c) the Subscriber is not a Director or a substantial Shareholder or other persons restricted as specified in Rule 812(1) of the SGX-ST Listing Manual Section B: Rules of Catalist (the "Catalist Rules"). The Subscriber is independent of the Company, its Directors and substantial Shareholders and their respective associates;

- (d) the Subscriber is not an interested person as defined in Chapter 9 of the Catalist Rules. The Subscriber and their associates do not directly or indirectly, hold any other Shares as at the date of the Subscription Agreement, and save for the Subscription Shares, the Subscriber and their associates will not acquire or be deemed to acquire any interest in any Shares prior to completion of the Proposed Placement. The Subscriber and their associates do not have any existing connection (including business relationships) with any of the Company, its Directors or substantial Shareholders and their respective associates;
- (e) the Subscriber is subscribing for the Subscription Shares solely for the purpose of investment, for their own benefit and as principal (and not as an underwriter or a placement agent or a nominee or a trustee for or otherwise on behalf of any person or entity). The Subscriber has not entered into any arrangement or agreement to sell or otherwise dispose of any of the Subscription Shares to any person or entity and is not subscribing for the Subscription Shares with a view of such Subscription Shares being subsequently offered for sale to another person or entity; and
- (f) the Subscriber is currently not involved in the management of the Company and does not have any board representations in the Company and does not intend to have any management rights or board representations in the Company pursuant to the subscription of the Subscription Shares.

2.3. Payment of the Subscription Consideration

Each Subscriber shall make payment of the Subscription Consideration to the Company by way of a cashier's order, telegraphic transfer or such other payment method as may be agreed in writing between the Company and the Subscriber (the "**Parties**").

2.4. <u>The Subscription Shares</u>

- 2.4.1. Following completion of the Proposed Placement and assuming no further allotment and issuance of new Shares by the Company, the Company's issued share capital will increase from 448,480,502 Shares to 530,480,502 Shares. The Company does not hold any Shares in treasury and does not have any subsidiary holdings as at the date of this announcement. The Subscription Shares represent approximately 18.28% (rounded to two decimal places) of the existing issued share capital of the Company comprising 448,480,502 Shares as at the date of this announcement and will represent approximately 15.46% (rounded to two decimal places) of the enlarged issued share capital of the Company of 530,480,502 Shares, based on the assumption that there will be no changes to the number of Shares before completion of the Proposed Placement.
- 2.4.2. The Subscription Shares shall be issued free from all claims and encumbrances whatsoever and shall rank *pari passu* in all respects with and carry all rights similar to existing Shares, save that they will not be entitled to any dividends, rights, allotments and/or other distributions, the record date for which falls on or before the issue of the Subscription Shares.

The Proposed Placement will not result in a transfer of controlling interest of the Company within the definition of Rule 803 of the Catalist Rules and none of the Subscription Shares will be placed to any of the persons restricted as specified in Rule 812(1) of the Catalist Rules.

- 2.4.3. There is no moratorium imposed on the Subscription Shares and there are no share borrowing arrangements for the Proposed Placement. The Proposed Placement is not expected to give rise to any material conflicts of interest.
- 2.4.4. The Company does not have any other warrants or convertible securities.
- 2.5. <u>Mandate for the allotment and issuance of the Subscription Shares</u>

- 2.5.1. The Subscription Shares will be allotted and issued pursuant to the general share issue mandate (the "General Mandate") granted by Shareholders to the Directors pursuant to Section 161 of the Companies Act 1967 of Singapore and Rule 806 of the Catalist Rules by way of an ordinary resolution passed at the annual general meeting of the Company held on 28 June 2024 ("FY2024 AGM").
- 2.5.2. Pursuant to the General Mandate, the Directors are authorised to, *inter alia*, allot and issue new Shares not exceeding 100.00% of the total number of Shares (excluding treasury shares and subsidiary holdings of the Company) at the time the General Mandate was passed, of which the aggregate number of Shares to be issued other than on a *pro-rata* basis to the existing Shareholders shall not exceed 50.00% of the total number of Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of the General Mandate, after adjusting for:
 - (a) any new Shares arising from the conversion or exercise of any convertible securities which were issued and outstanding or subsisting at the time the General Mandate was approved;
 - (b) any new Shares arising from exercising share options or vesting of share awards which were issued and outstanding or subsisting at the time the General Mandate was approved (provided that such options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules); and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares.
- 2.5.3. As at the date of the FY2024 AGM, being the date the General Mandate was passed by Shareholders, the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) was 353,885,908 Shares. Accordingly, the total number of new Shares that may be issued by the Company pursuant to the General Mandate is 353,885,908 Shares, of which the maximum number of new Shares that may be issued by the Company other than on a *pro-rata* basis is 176,942,954 new Shares.
- 2.5.4. The Company had on 10 July 2024 entered into three placement agreements and further on 18 July 2024 entered into three amended and restated placement agreements (each, an "Amended and Restated Agreement") with three separate placees, for the allotment and issuance of an aggregate of 135,135,136 new ordinary shares in the capital of the Company.
- 2.5.5. As at the date of this announcement, the Company has issued an aggregate of 94,594,594 Shares. Pursuant to the Second Supplemental Letter, the Company no longer intends to issue any additional shares pursuant to the Amended and Restated Agreement. Please refer to paragraph 7 of this Announcement for more details.
- 2.5.6. Based on the aforesaid, the Company is authorised to issue up to 82,348,360 Shares, being the balance of the General Mandate, other than on a *pro-rata* basis pursuant to the General Mandate. The proposed allotment and issuance of 82,000,000 Subscription Shares falls within the limit of the General Mandate obtained at the FY2024 AGM, and as such, prior approval of Shareholders is not required for the allotment and issuance of the Subscription Shares pursuant to the Proposed Placement.
- 2.6. Exemption from the prospectus requirement

The offer and allotment and issuance of the Subscription Shares is made pursuant to the private placement exemption under Section 272B of the Securities and Futures Act 2001 of Singapore (the "**SFA**"). As such, no prospectus or offer information statement will be issued by the Company and lodged with the SGX-ST acting as agent on behalf of the Monetary Authority of Singapore in connection with the Proposed Placement.

2.7. No placement agent

No placement agent has been appointed in respect of the Proposed Placement.

2.8. Additional Listing Application

The Company will be making an application, through its continuing sponsor, Evolve Capital Advisory Private Limited, to the SGX-ST for the listing of and quotation for the Subscription Shares on the Catalist Board of the SGX-ST. The Company will make the necessary announcements in due course upon obtaining the listing and quotation notice in respect of the Subscription Shares from the SGX-ST.

3. OTHER SALIENT TERMS OF THE SUBSCRIPTION AGREEMENT

3.1. <u>Completion</u>

Subject to the terms and conditions of the Subscription Agreement, completion of the Proposed Placement shall take place on the date falling no later than the fifth (5th) business day after the satisfaction of the last of the conditions precedent of the Subscription Agreement and actions respectively required of the Company and the Subscriber, or such other date as may be agreed in writing between the Company and the Subscriber (the "**Completion Date**").

3.2. <u>Conditions Precedent</u>

Completion of the Proposed Placement pursuant to the Subscription Agreement is conditional upon, *inter alia*, the fulfilment of the following conditions precedent on or before the Long-Stop Date (as defined below):

- (a) the approval in-principle from the SGX-ST being obtained for the listing and quotation of the Subscription Shares and such approval not having been revoked or amended as at the Completion Date, and if the approval is granted subject to conditions, such conditions being reasonably acceptable to the Company, and to the extent that any conditions for the listing and quotation of the Subscription Shares are required to be fulfilled on or before Completion Date, they are so fulfilled;
- (b) the Company obtaining such approval(s) from the Board in connection with the Subscription Agreement and the transactions contemplated in the Subscription Agreement as may be necessary;
- (c) the allotment, issue, and subscription of the Subscription Shares by the Subscriber not being prohibited by any statute, order, rule, regulation or directive promulgated or issued hereafter by any legislative, executive or regulatory body or authority of Singapore;
- (d) the entry into and completion of the Proposed Placement not being in contravention of the Catalist Rules, the SFA and such other applicable laws;
- (e) the representations and warranties of the Company in the Subscription Agreement being true, accurate, and correct as if repeated on and as of the Completion Date, with reference to the then existing circumstances and the Company having performed in all of its obligations herein to be performed on or before the Completion Date;
- (f) the representations and warranties of the Subscriber in the Subscription Agreement being true, accurate, and correct as if repeated on and as of the Completion Date, with reference to the then existing circumstances and the Subscriber having performed in all of its obligations herein to be performed on or before the Completion Date;
- (g) save as otherwise agreed between the Company and the Subscriber, there not having been at any time prior to or on the Completion Date the occurrence of any of the following events:

- (i) liquidation or bankruptcy of any of the Company and/or the Subscriber;
- (ii) termination of substantially all or part of the business of the Company and/or any of its subsidiaries, by resolution of the general meeting of its Shareholders;
- (iii) appointment of any assignee, receiver or liquidator for substantially all or part of the assets or business of the Company and/or any of its subsidiaries; or
- (iv) attachment, sequestration, execution or seizure of substantially all or part of the assets of the Company and/or any of its subsidiaries.
- 3.3. Long-Stop Date

The Subscription Agreement is subject to the long-stop date falling six (6) months after the date of the Subscription Agreement or such other date to be agreed in writing between the Parties (the "Long-Stop Date").

If the conditions precedent set out in paragraph 3.2 of this announcement are not satisfied, mutually waived by the Company and the Subscriber, or the time for performance is not extended by mutual agreement of the Company and the Subscriber by the Long-Stop Date, the Subscription Agreement shall forthwith terminate. In the event of such termination, neither of the Parties shall have any claim against the other for costs, damages, compensation or otherwise, save for any rights or liabilities accruing prior to such termination.

4. RATIONALE FOR THE PROPOSED PLACEMENT AND USE OF PROCEEDS

- 4.1. The Company is proposing to undertake the Proposed Placement to raise funds to be utilised by the Group as general working capital, including being used for payment for future expansions which the Directors deem to be in the interest of the Group, repayment of existing borrowings (including bank loans) and interest, and payment for the operating expenses of the Group. The Company is of the view that the funds raised via the Proposed Placement will provide the Group with greater flexibility to, *inter alia*, capitalise on business opportunities that would synergise and enhance the Group's operations and improve the financial position of the Company, thereby facilitating long-term growth and delivering value for Shareholders.
- 4.2. The aggregate consideration payable by the Subscribers is S\$451,000. The estimated net proceeds from the Proposed Placement is approximately S\$399,000 (after deducting estimated fees and expenses of approximately S\$52,000) ("**Net Proceeds**"). The Company intends to utilise 100% of the Net Proceeds as general working capital, including being used for repayment of existing borrowings (including bank loans) and interest, payment for future expansions which the Directors deem to be in the interest of the Group, and payment for the Group's operating expenses.
- 4.3. Pending deployment of the Net Proceeds for the abovementioned purposes, the Net Proceeds may be placed in deposits with financial institutions or invested in short-term money market instruments or used for any other purpose on a short-term basis as the Directors may in their absolute discretion deem fit in the interests of the Group.
- 4.4. The Company will make periodic announcements on the utilisation of the Net Proceeds as and when such proceeds are materially disbursed, and on whether such disbursements are in accordance with the stated use of proceeds and in accordance with the percentage allocated. In addition, the Company will subsequently provide a status report on the use of the Net Proceeds in its interim and full year financial results announcement(s) and in the annual report(s) of the Company, until such time as the Net Proceeds have been fully utilised. Where there is any material deviation from the use of proceeds described above, the Company will announce the reasons for such deviation. Where the proceeds have been used for general corporate and/or working capital purposes, the Company will provide a breakdown with specific

details on how the proceeds have been applied in the Company's announcement(s) and its annual report(s).

5. PRO FORMA FINANCIAL EFFECTS OF THE PROPOSED PLACEMENT

5.1. Assumptions

- 5.1.1. The *pro forma* financial effects of the Proposed Placement on the Company's share capital and the Group are set forth below are strictly for illustrative purposes only and are not indicative of the actual financial position and results of the Group following the Proposed Placement.
- 5.1.2. The *pro forma* financial effects of the Proposed Placement have been computed based on the audited consolidated financial statements of the Group for its financial year ended 31 December 2023 (**"FY2023**"), on the following bases and assumptions:
 - the financial effects of the Proposed Placement on the consolidated net tangible asset ("NTA") per Share is computed on the assumption that the Proposed Placement had been completed on 31 December 2023;
 - (b) the financial effects of the Proposed Placement on the earnings per share ("EPS") of the Company is computed on the assumption that the Proposed Placement had been completed on 1 January 2023;
 - (c) the financial effects of the Proposed Placement being calculated on the assumption that the following allotment and issuance of Shares by the Company have been completed as of 1 January 2023:
 - the issue and allotment of 60,810,810 Shares pursuant to the conversion of the convertible loan announced by the Company on 30 September 2024 had been effected as at 1 January 2023;
 - the issue and allotment of 33,783,784 Shares pursuant to the completion of the placement announced by the Company on 31 July 2024 had been effected as at 1 January 2023; and
 - (d) the estimated fees and expenses incurred by the Company in connection with the Proposed Placement is approximately \$\$52,000.

5.2. Share Capital

Details on the share capital of the Company before and after the allotment and issuance of the Subscription Shares are as follows:

	Before the allotment and issuance of all Subscription Shares	After the allotment and issuance of all Subscription Shares
Issued and paid-up share capital of the Company (S\$)	4,252,956	4,651,956
Number of Shares (1)	448,480,502 (2)	530,480,502

Note:

⁽¹⁾ As at the date of this announcement, the Company does not have treasury shares and does not have any subsidiary holdings.

⁽²⁾ The number of Shares stated takes into consideration the assumption Clause 5.1.2(c).

5.3. NTA per Share

Details on the NTA per Share of the Group before and after the allotment and issuance the Subscription Shares are as follows:

	Before the allotment and issuance of all Subscription Shares	After the allotment and issuance of all Subscription Shares
NTA of the Group (S\$)	(137,000)	262,000
Total number of issued and paid-up Shares ⁽¹⁾	448,480,502	530,480,502
NTA per Share of the Group (S\$ cents)	(0.03)	0.05

Note:

⁽¹⁾ As at the date of this announcement, the Company does not have treasury shares and does not have any subsidiary holdings.

5.4. <u>EPS</u>

Details on the EPS of the Group before and after the allotment and issuance of the Subscription Shares are as follows:

	Before the allotment and issuance of all Subscription Shares	After the allotment and issuance of all Subscription Shares
Net earnings attributable to equity holders of the Company (S\$)	(921,000)	(921,000)
Weighted average number of Shares	448,480,502	530,480,502
EPS (S\$ cents)	(0.21)	(0.17)

5.5. The *pro forma* financial effects of the Proposed Placement are presented solely for illustrative purposes only and are not intended to be indicative or reflective of the actual financial position of the Group after completion of the Proposed Placement. No representation is made as to the actual financial position and/or results of the Company or Group following completion of the Proposed Placement.

6. CONFIRMATION BY DIRECTORS

- 6.1. In accordance with Rule 810(1)(c) of the Catalist Rules, the Directors are of the opinion that after taking into consideration:
 - (a) the Group's present internal resources, operating cash flows and cost-cutting measures, the working capital available to the Group is sufficient to meet its present requirements, and the Proposed Placement is being undertaken for reasons provided

in paragraph 4 of this announcement above; and

- (b) the Group's present internal resources, operating cash flows, cost-cutting measures and the Net Proceeds arising from the Proposed Placement, the working capital available to the Group is sufficient to meet its present requirements.
- 6.2. The Directors wish to further add that they are of the view that the Group is able to continue as a going concern on the following bases:
 - (a) the Group's ability to generate sufficient cash flows from its operations;
 - (b) that the Group has, as announced on 4 April 2025, disposed of three (3) loss-making subsidiaries; and
 - (c) the loan agreement from the lender as announced by the Group on 13 February 2025, strengthening the financial position of the Group.
- 6.3. Notwithstanding the above, the Company has decided to undertake the Proposed Placement as per the reasons set out in paragraph 4 of this announcement.

7. SECOND SUPPLEMENTAL LETTER TO THE AMENDED AND RESTATED SUBSCRIPTION AGREEMENT DATED 18 JULY 2024

As at the date of this announcement, the Company has drawn down an amount of S\$300,000 under the Convertible Loan granted by Felix (the "First Tranche Convertible Loan") and there is a remaining balance of S\$300,000 under the convertible loan (the "Remaining Balance Convertible Loan") which has yet to be drawn down by the Company. In light of the Proposed Placement, Felix has agreed not to exercise his rights of conversion for the First Tranche Convertible Loan and it has been agreed amongst the Company and Felix that the Remaining Balance Convertible Loan shall be cancelled. In light of the above, the Company no longer intends to issue any additional shares pursuant to the Amended and Restated Agreement.

8. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors and their respective associates, and to the best of the knowledge of the Directors, none of the substantial Shareholders, as well as their respective associates, (i) has any interest, whether direct or indirect, in the Proposed Placement (other than in his capacity as Director or Shareholder, as the case may be); and (ii) has any connections (including business relationships) with the Subscriber.

9. 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 Placement, 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.

10. DOCUMENT AVAILABLE FOR INSPECTION

A copy of each Subscription Agreement is available for inspection during the normal business hours at the registered office of the Company at 16 Raffles Quay #17-03 Hong Leong Building, Singapore 048581 for a period of three (3) months from the date of this announcement.

11. FURTHER ANNOUNCEMENTS

The Company will continue to keep Shareholders updated and release announcements relating to the Proposed Placement (including any material developments and progress made) as may be appropriate from time to time.

12. CAUTIONARY STATEMENT

Shareholders should note that the Proposed Placement remains subject to, *inter alia*, fulfilment of the conditions precedent pursuant to the Subscription Agreement. There is no certainty or assurance that the conditions precedent for the Proposed Placement can be fulfilled or that the Proposed Placement will be undertaken at all.

Shareholders and potential investors of the Company are advised to read this announcement and any further announcements made by the Company carefully and to exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbrokers, bank managers, solicitors or other professional advisers.

BY ORDER OF THE BOARD

Guo Zhipeng Executive Director 22 April 2025

This announcement has been reviewed by the Company's Sponsor, Evolve Capital Advisory Private Limited (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (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.

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