

CIRCULAR DATED 7 NOVEMBER 2024

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If you have sold or transferred all your shares in the capital of A-Smart Holdings Limited (the “**Company**”), you should immediately inform the purchaser, transferee, bank, stockbroker or agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee, that this Circular may be accessed on SGXNet and the Company’s website.

The Singapore Exchange Securities Trading Limited (“**SGX-ST**”) assumes no responsibility for the correctness of any of the statements made, reports contained, or opinions expressed in this Circular.



A-SMART HOLDINGS LTD.

(Company Registration Number: 199902058Z)
(Incorporated in Singapore on 23 April 1999)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

- 1) THE PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**
- 2) THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE**

IMPORTANT DATES AND TIMES:

Last Date and Time for Lodgement of Proxy Forms	:	27 November 2024 at 11.00 a.m.
Date and Time of Extraordinary General Meeting	:	29 November 2024 at 11.00 a.m. (or as soon thereafter as the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place is concluded or adjourned)
Place of Extraordinary General Meeting	:	No. 2, Allenby Road, Futsing Building #02-01, Singapore 209973

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DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires or otherwise stated:-

ACRA	:	The Accounting and Corporate Regulatory Authority of Singapore
Act	:	The Companies Act 1967 of Singapore, as amended or modified from time to time
AGM or Annual General Meeting	:	Annual general meeting of the Company
Annual Report	:	The annual report of the Company for the financial year ended 31 July 2023
Approval Date	:	The date of the forthcoming EGM at which the proposed adoption of the Share Buy-Back Mandate is approved
CDP	:	The Central Depository (Pte) Limited
Company	:	A-Smart Holdings Ltd.
Constitution	:	The constitution of the Company, as amended or modified from time to time
Directors	:	The directors of the Company as at the date of this Circular
EPS	:	Earnings per Share
EGM	:	Extraordinary general meeting of the Company
Group	:	The Company and its subsidiaries
Latest Practicable Date	:	The latest practicable date prior to the finalization of this Circular, being 28 October 2024
Listing Manual	:	SGX-ST Listing Manual
Listing Rules	:	The listing rules of the SGX-ST set out in the Listing Manual
Market Day	:	A day on which the SGX-ST is open for securities trading
NTA	:	Net tangible assets
Proposed Amendments to the Constitution	:	The proposed amendments to the Company's Constitution of the Company as described in Section 2 of this Circular
Percent or %	:	Per centum or percentage
Relevant Period	:	Period commencing from the date on which the adoption of the Share Buy-Back Mandate is approved by the Shareholders and expiring on the date the next AGM is held or is required by law to be held, whichever is earlier
S\$ and cents	:	Singapore dollars and cents, respectively

DEFINITIONS

SGXNET	:	The corporate announcement system maintained by the SGX-ST for the submission of announcements by listed companies
SGX-ST	:	Singapore Exchange Securities Trading Limited
Shares	:	Ordinary shares in the capital of the Company
Share Buy-Back	:	The purchase or acquisition by the Company of its Shares in accordance with the terms set out in this Circular as well as the Act and the Listing Manual
Share Buy-Back Mandate	:	The general and unconditional mandate given by Shareholders to authorize the Directors to effect Share Buy-Back
Shareholders	:	Persons who are registered as holders of the Shares in the Register of Members of the Company, or where CDP is the registered holder, the term “ Shareholders ” shall in relation to such Shares, mean the Depositors who have Shares entered against their names in the Depository Register
SIC	:	Securities Industry Council
Substantial Shareholder	:	A person who has an interest of not less than 5% of the issued voting shares of the Company
Take-over Code	:	The Singapore Code on Take-overs and Mergers
The Share Options	:	Outstanding share options granted pursuant to the A-Smart Employee Share Option Scheme 2018

The terms “**Depositor**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 130A of the Act.

The terms “**associate**” and “**substantial shareholders**”, “**subsidiary**”, “**related corporations**” and “**treasury share**” shall have the meanings ascribed to them respectively in the Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the Act or any statutory modification thereof, as the case may be.

Any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated.

LETTER TO SHAREHOLDERS

A-SMART HOLDINGS LTD.

(Company Registration Number: 199902058Z)

(Incorporated in Singapore on 23 April 1999)

Directors:

Ma Wei Dong (Non-Executive Chairman)
Lim Huan Chiang (Executive Director and Chief Executive Officer)
Sam Chong Keen (Non-Executive and Non-Independent Director)
Darlington Tseng Te Lin (Non-Executive and Non-Independent Director)
Loo Kenneth (Non-Executive and Lead Independent Director)
Lam Kwong Fai (Non-Executive and Independent Director)

Registered Office:

61 Tai Seng Avenue
Print Media Hub@
Paya Lebar iPark
#03-03
Singapore 534167

7 November 2024

To: The Shareholders of A-SMART HOLDINGS LTD.

Dear Sir/Madam,

- 1. THE PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY; AND**
 - 2. THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE**
-

1. INTRODUCTION

1.1 The Directors are proposing to seek Shareholders' approval at the forthcoming EGM for:

- (a) The proposed amendments to the Constitution to the Company; and
- (b) The proposed adoption of the Share Buy-Back Mandate.

1.2 The purpose of this Circular is to provide Shareholders with the relevant information pertaining to the abovementioned matters, and to seek the approval of Shareholders in relation to the proposed amendments to the Constitution and the proposed adoption of the Share Buy-Back Mandate.

1.3 Shareholders are advised that the SGX-ST assumes no responsibility for the accuracy of any statements made, opinions expressed or reports contained in this Circular.

2. THE PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

2.1 Rationale for the Proposed Amendments to the Constitution

The Amendment Act 2014 which was passed in Parliament on 8 October 2014 and which took effect in phases on 1 July 2015 and 3 January 2016 respectively, introduced wide-ranging changes to the Companies Act. The changes aim to reduce regulatory burden on companies, provide for greater business flexibility and improve the corporate governance landscape in Singapore. One of the key changes include the provisions to facilitate the electronic transmission of notices and documents. In addition, on 31 March 2017, amendments to the Listing Rules came into effect to, *inter alia*, enable listed companies to use electronic communications to transmit annual reports and other documents to their shareholders, provided such companies have obtained consent, whether express, deemed or implied, from the relevant shareholder(s).

In view of the amendments to the Companies Act and Listing Rules, the Company proposes to amend the Constitution, in order to update and streamline the provisions to be in line with the prevailing regulatory framework.

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Rule 730 of the Listing Rules provides that if an issuer amends its Constitution or other constituent documents, they must be made consistent with all the listing rules prevailing at the time of amendment.

As such, the Company is proposing to amend its Constitution to:

- (i) allow for electronic transmission of circulars and annual reports to Shareholders, to promote environmental sustainability and enable greater efficiency and cost savings;
- (ii) allow for the Company and/or its agents and service providers to collect, use and disclose personal data of Shareholders and their appointed proxies or representatives;
- (iii) provide that the original instrument appointing a proxy, together with the original power of attorney or other authority, if any, to be deposited not less than seventy-two hours before the time appointed for the holding of the meeting;
- (iv) provide that the Directors may improve and implement voting methods to allow Shareholders the option to vote in absentia, including but not limited to voting by mail, electronic mail or facsimile; and
- (v) align its Constitution with the prevailing rules of the Listing Rules as the Latest Practicable Date, in compliance with Rule 730(2).

The Proposed Amendments to the Constitution, struck through for deletions and underlined for insertions, are set out in the Appendix to this Circular and are subject to Shareholders' approval at the forthcoming EGM. If approved by Shareholders, the Proposed Amendments to the Constitution will become effective immediately after the EGM.

The Company had appointed Avant Law LLC as its legal advisor in the preparation of this Circular and amendments of the Constitution. Avant Law LLC has consented to being mentioned in this Circular as the legal advisor for such purpose.

2.2 Summary of the Proposed Amendments to the Constitution

The following is a summary of the Proposed Amendments to the Constitution, and should be read in conjunction with Appendix to this Circular. The existing Constitution is line with Appendix 2.2 of the Listing Manual, and the Proposed Amendments to the Constitution will not violate any provisions outlined therein.

Regulation 120

It is proposed that Regulation 120 be amended to provide for electronic transmission of documents (including notices, circulars and annual reports) following the introduction of simplified procedures for the sending of documents electronically pursuant to Rule 1209 of the Listing Rules and Section 387C of the Act, as set out in the Appendix to this Circular. Companies can, subject to certain statutory and Listing Rules safeguards, make use of these simplified procedures where a shareholder has given express, implied or deemed consent for such companies to do so.

The section 387C of the Companies Act was introduced to give effect to recommendations by the Steering Committee for Review of the Companies Act to ease the rules for the use of electronic transmission and to make them less prescriptive, and these recommendations were accepted by the Ministry of Finance (“**MOF**”). In accepting these recommendations, the MOF noted the concerns of some shareholders who would prefer to have an option to receive physical copies of the notices and documents, notwithstanding that the company adopts the implied consent regime, and indicated that such shareholders could highlight their concerns when a company proposes amendments to its constitution to move to an implied consent regime. Shareholders who do not agree with the new deemed consent and implied consent regimes for electronic communications may vote against the proposed amendments to the Constitution, which incorporates new provisions (contained in Regulation 120) to facilitate these regimes.

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The Company regards express consent (“**Express Consent**”) as being given where a shareholder gives notice in writing to the Company that he consents to having documents transmitted to him via electronic communications.

There is deemed consent (“**Deemed Consent**”) from a shareholder where:

- (i) the Constitution of the issuer:
 - a. provides for the use of electronic communications;
 - b. specifies the manner in which electronic communications is to be used; and
 - c. specifies that the shareholder will be given an opportunity to elect within a specified period of time, whether to receive such document by way of electronic communications or as a physical copy; and
- (ii) the issuer has separately notified the shareholder directly in writing on at least one occasion of the following:
 - a. that the shareholder has a right to elect, within a time specified in the notice from the issuer, whether to receive documents in either electronic or physical copies;
 - b. that if the shareholder does not make an election, documents will be sent to the shareholder by way of electronic communications;
 - c. the manner in which electronic communications will be used is the manner specified in the constitution or other constituent document of the issuer;
 - d. that the election is a standing election, but that the shareholder may make a fresh election at any time; and
 - e. until the shareholder makes a fresh election, the election that is conveyed to the issuer last in time prevails over all previous elections as the shareholder’s valid and subsisting election in relation to all documents to be sent.

A shareholder has given implied consent (“**Implied Consent**”) where the Constitution of the issuer:

- (i) provides for the use of electronic communications;
- (ii) specifies the manner in which electronic communications is to be used; and
- (iii) provides that the shareholder shall agree to receive such document by way of such electronic communications and shall not have a right to elect to receive a physical copy of such document.

However, Rule 1210 of the Listing Rules provides that an issuer is still required to send certain documents to shareholders by way of physical copies. Such documents are as follows:

- (i) forms or acceptance letters that shareholders may be required to physically complete;
- (ii) notice of meetings, excluding circulars or letters referred in that notice;
- (iii) notices and documents relating to takeover offers and rights issues; and
- (iv) notices under Rules 1211 and 1212 of the Listing Rules.

LETTER TO SHAREHOLDERS

Rule 1211 of the Listing Rules provides that when an issuer uses electronic communications to send a document to a shareholder, the issuer shall inform the shareholder as soon as practicable of how to request a physical copy of that document from the issuer. The issuer shall provide a physical copy of that document upon such request.

Rule 1212 of the Listing Rules provides that where an issuer uses website publication as the form of electronic communications, the issuer shall separately provide a physical notification to shareholders notifying them of the following:

- (i) the publication of the document on the website;
- (ii) if the document is not available on the website on the date of notification, the date on which it will be available;
- (iii) the address of the website;
- (iv) the place on the website where the document may be accessed; and
- (v) how to access the document.

Relevant provisions of the Act

Under Section 387C of the Act, regulations may be made to exclude any notice or document or any class of notices or documents from the application of Section 387C, provide for safeguards for the use of electronic communications under Section 387C, and provide that a shareholder who is deemed to have consented to receive notices or documents by way of electronic communications may make a fresh election to receive such notice or document as a physical copy and the manner in which the fresh election may be made.

Certain safeguards for the use of the Deemed Consent and Implied Consent regimes are prescribed under Regulation 89C of the Companies Regulations. Regulation 89D of the Companies Regulations provides that notices and documents relating to any take-over offer of the Company and any rights issue by the Company are excluded from the application of Section 387C of the Act.

Proposed amendments to Regulation 120

- (i) subject otherwise to the Act and any applicable listing rules relating to electronic communications, notice and documents may be sent to Shareholders using electronic communications either to a Shareholder's current address (which may be email address), by making it available on a website, or in such manner as such Shareholder expressly consents to by giving notice in writing to the Company;
- (ii) for these purposes, a shareholder is deemed to have agreed to receive such notices and documents by way of electronic communications and shall not have a right to elect to receive a physical copy of such notices and documents (this is the Implied Consent regime permitted under Section 387C of the Act and Rule 1209(2) of the Listing Rules); and
- (iii) notwithstanding sub-paragraph (ii) above, the Directors may, at their discretion, decide to give Shareholders an opportunity to elect to opt out of receiving such notices and documents by way of electronic communications, and a shareholder is deemed to have consented to receive such notices and documents by way of electronic communications if he was given such an opportunity but failed to opt out within the specified time (this is the Deemed Consent regime permitted under Section 387C of the Act and Rule 1209(1) of the Listing Rules).

Regulation 120 further provides that, subject to the Act and the Listing Rules, in the case of service on a website, the Company must give separate notice of the publication of the notice or document on that website and the manner in which the notice or document may be accessed,

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to Shareholders by any one or more of the following means: (1) sending such notice to them personally or through the post; (2) sending such notice using electronic communications to their current address (which may be email addresses); (3) by way of an advertisement in the daily press; and/or (4) by way of announcement on the SGX-ST.

The amendment to Regulation 120 will promote environment sustainability and enable greater efficiency and cost savings in the transmission of documents from the Company to the Shareholders. The Company will comply with the requirements of the Act and the Listing Rules if and when it decides to transmit notices and documents electronically to its Shareholders.

Under Regulation 120 of the Constitution, the Company may give, send or serve any notice or document to Shareholders using electronic communications in reliance on any of the Express Consent, Implied Consent or Deemed Consent regimes, in accordance with applicable laws and the Listing Rules.

Proposed amendments to Regulation 123

Regulation 123 has been updated to clarify that any notice or other document given, sent or served using electronic communication shall be deemed to have been duly given, sent or served in accordance with Regulation 120(9) or as otherwise provided under the Act and/or other applicable regulations or procedures.

Proposed amendments to the definition of “Member” under Regulation 2

The definition of “Member” under Regulation 2 has been updated to provide that a Depositor shall only be entitled to attend any general meeting and to speak and vote thereat if his name appears in the Depository Register 72 hours before the general meeting, that the Company shall be entitled to reject any instrument of proxy lodged by any Depositor whose name does not appear on the Depository Register as a Depositor on whose behalf the Depository holds shares in the Company 72 hours before the general meeting at which the proxy is to act. This is in line with new section 81SJ(4) of the Securities and Futures Act 2001 of Singapore.

Proposed amendments to Regulation 70

Regulation 70 has been updated to provide that the number of votes which a Depositor or his proxy can cast on a poll is the number of shares entered against his name in the Depository Register as at 72 hours before the time of the relevant general meeting. This is in line with new section 81SJ(4) of the Securities and Futures Act 2001 of Singapore.

Proposed amendments to Regulation 71

Regulation 71 has been updated to clarify that:

- (i) Proxy forms may be submitted by Shareholders through electronic means;
- (ii) If a Shareholder submits a proxy form and subsequently attends the meeting in person and votes, the appointment of the proxy is deemed to be revoked at the point when the Shareholder attends the meeting. This is in line with Paragraph 5.4 of Practice Note 7.5 of the Listing Rules.

Proposed addition of Regulation 74A

The new Regulation 74A sets out, *inter alia*, that the Directors may approve and implement voting methods to allow methods to allow members who are unable to vote in person at any general meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail or facsimile.

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Proposed addition of Regulation 129

In general, under the Personal Data Protection Act 2012, an organization can only collect, use or disclose the personal data of an individual with the individual's consent, and for a reasonable purpose which the organization has made known to the individual.

The new Regulation 129 sets out, *inter alia*, the purposes for which the Company and/or its agents and service providers can collect, use and disclose personal data of Shareholders and their appointed proxies or representatives in the new Constitution. The new Regulation 129 provides that a Shareholder who appoints a proxy and/or a representative for any general meeting is deemed to have:

- (i) warranted that, where such Shareholder discloses the personal data of such proxy and/or representative to the Company (or its agents or service providers), such Shareholder has obtained the prior consent of such proxy and/or representative for the purposes specified in Regulation 129(1)(f); and
- (ii) agreed to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of such Shareholder's breach of warranty.

3. THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE

3.1 Background

Any purchase or acquisition of Shares by the Company would have to be made in accordance with, and in the manner prescribed by the Act, the Constitution and the Listing Manual and such other laws and regulations as may, for the time being, be applicable.

Rule 881 of the Listing Manual provides that a company may purchase its own shares if it has obtained the prior specific approval of shareholders in a general meeting. An ordinary resolution will be proposed, pursuant to which the Share Buy-Back Mandate will be given to the Directors to exercise all powers of the Company to purchase or otherwise acquire Shares according to the terms of the Share Buy-Back Mandate.

Accordingly, approval is being sought from the Shareholders for the adoption of the Share Buy-Back Mandate. If approved at the EGM, the Share Buy-Back Mandate will take effect from the date thereof and continue in force until the date of the next AGM of the Company or such date as the next AGM is required by law to be held. The Share Buy-Back Mandate may be put to Shareholders for renewal at each subsequent AGM or other general meetings of the Company at the discretion of the Directors.

3.2 Rationale for the Share Buy-Back Mandate

The rationale for the Company to undertake the purchase or acquisition of its Shares for the following reasons:

- (a) in line with international practice, the Share Buy-Back Mandate will provide the Company with greater flexibility in managing its capital and maximizing return to its Shareholders. To the extent that the Company has capital and surplus funds which are in excess of its financial needs, taking into account its growth and expansion plans, the Share Buy-Back Mandate will facilitate the return of excess cash and surplus funds to Shareholders in an expedient, effective and cost-efficient manner;
- (b) Share Buy-Backs allow the Company to mitigate short-term market volatility in the price of its Shares, offset the effects of short-term price speculation and bolster Shareholders' confidence;

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- (c) in managing its business, the Group strives to increase Shareholders' value by improving, *inter alia*, the return on equity of the Company. In addition to growth and expansion of the business, purchases or acquisitions of Shares by the Company pursuant to the Share Buy-Back Mandate may be considered as one of the ways through which the return on equity of the Company may be enhanced;
- (d) Shares purchased or acquired may be held by the Company as treasury shares to satisfy the Company's obligations to furnish Shares to participants in any share-based incentive schemes it may implement from time to time, thus giving the Company greater flexibility to select the method of providing Shares to employees that is most beneficial to the Company and its Shareholders; and
- (e) the Share Buy-Back Mandate will enable the Directors to utilize the Shares which are purchased or acquired thereunder and held as treasury shares to be sold for cash or transferred as consideration for the acquisition of shares in or assets of another company or assets of a person, which may be less dilutive than if new Shares were issued for this purpose.

If and when circumstances permit, the Directors will decide whether (i) to effect Share Buy-Backs via market purchases or off-market purchases; and (ii) whether the Shares purchased or acquired should be held as treasury shares or cancelled, after taking into account the relevant factors such as the financial resources available, prevailing market conditions, and the cost and timing involved.

The Company will only purchase or acquire Shares pursuant to the Share Buy-Back Mandate if it can benefit the Company and Shareholders. Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate may not be carried out to the full limit as authorized. No purchase or acquisition of Shares will be made in circumstances which would have or may have a material adverse effect on the liquidity and capital adequacy position of the Group as a whole and/or affect the listing status of the Company on the SGX-ST.

3.3 Terms of the Share Buy-Back Mandate

The authority and limitations placed on Share Buy-Backs by the Company under the Share Buy-Back Mandate, if approved at the EGM, are summarized below:

(a) Maximum number of Shares

Only Shares which are issued and fully paid-up may be purchased by the Company. The total number of Shares that may be purchased or acquired is limited to that number of Shares representing not more than 10% of the issued share capital of the Company (excluding treasury shares and subsidiary holdings, if applicable), ascertained as at the date of the EGM at which the Share Buy-Back Mandate is approved ("**Approval Date**"), unless the Company has effected a reduction of its share capital in accordance with the applicable provisions of the Act, at any time during the Relevant Period, in which event the total number of Shares of the Company shall be taken to be the total number of Shares of the Company as altered. For purposes of calculating the percentage of issued Shares above, any of the Shares which are held as treasury shares or subsidiary holdings will be disregarded.

For illustrative purposes only, on the basis of 268,312,252 Shares issued as at the Latest Practicable Date, and assuming that no further Shares are issued on or prior to the forthcoming EGM, the purchase or acquisition by the Company pursuant to the Share Buy-Back Mandate during the relevant Period of up to ten per cent (10.0%) of its issued Shares will result in the purchase or acquisition of 26,831,225 Shares (excluding treasury shares and subsidiary holdings).

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In the event that any of the Share Options that have vested are exercised during the period between the Latest Practicable Date and the date of the EGM, only those new Shares that are allotted and issued by the Approval Date pursuant to the exercise of such vested Share Options will be taken into account for the purposes of determining the total number of Shares as at the Approval Date.

While the Share Buy-Back Mandate would authorize a purchase or acquisition of Shares up to the 10% limit, Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate may not be carried out up to the full 10% limit as authorized. In particular, the Directors will not effect the purchase or acquisition of the Shares to be made in circumstances which would have an adverse effect on the free float, liquidity, orderly trading of the Shares and/or financial position of the Group.

(b) Duration of authority

Purchases or acquisitions of Shares pursuant to the Share Buy-Back may be made, at any time and from time to time, on and from the Approval Date, up to the earliest of:

- (i) the date on which the next AGM 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 Buy-Back Mandate is revoked or varied by the Company in general meeting, whichever is the earlier; or
- (iii) the date on which purchases or acquisitions of Shares pursuant to the Share Buy-Back are carried out to the full extent mandated.

The Share Buy-Back Mandate may be renewed on an annual basis at a general meeting of the Company.

(c) Manner of Share Buy-Back

Purchases or acquisitions of Shares may be made by way of, amongst others:

- (i) on-market purchases (“**Market Purchase**”), transacted on the SGX-ST through the ready market or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (ii) off-market purchases (“**Off-Market Purchase**”) (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act and Listing Manual.

In an Off-Market Purchase, the Directors may impose such terms and conditions, which are consistent with the Share Buy-Back Mandate, the Listing Rules and the Act, as they consider fit in the interests of the Company in connection with or in relation to an equal access scheme or schemes. Under the Act, an Off-Market Purchase effected in accordance with an equal access scheme must satisfy all of the following conditions:

- (i) offer for the purchase or acquisition of Shares shall be made to every person who hold issued Shares, to purchase or acquire the same percentage of their issued Shares;
- (ii) all of those persons shall be given a reasonable opportunity to accept the offers made to them; and

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- (iii) the terms of all of the offers are the same except that there shall be disregarded:
 - (1) differences in consideration attributable to the fact that the offers relate to Shares with different accrued dividend entitlements;
 - (2) if applicable, differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid; and
 - (3) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

In addition, the Listing Manual requires that in the making an Off-Market Purchase, the Company must issue an offer document to all Shareholders which contain at least the following information:

- (i) the terms and conditions of the offer;
 - (ii) the period and procedures for acceptances;
 - (iii) the reasons for the proposed Share Buy-Back;
 - (iv) the consequences, if any, of Share Buy-Back that will arise under the Take-over Code or other applicable takeover rules;
 - (v) whether the Share Buy-Back, if made, could affect the listing of the Shares on the SGX-ST;
 - (vi) details of any Share Buy-Back made by the Company in the previous 12 months (whether On-Market Purchases or Off-Market Purchases in accordance with an equal access scheme), specifying the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and
 - (vii) whether the Share Buy-Back will be cancelled or kept as treasury shares.
- (d) Maximum purchase price

The purchase price (excluding brokerage, stamp duties, applicable goods and services tax, clearance fees and other related expenses) to be paid for the Shares in the event of any Share Buy-Back shall be determined by the Directors.

However, the purchase price to be paid for the Shares as determined by the Directors must not exceed:-

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

in each case, excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses of the purchase or acquisition (the “**Maximum Price**”).

For the purpose of determining the Maximum Price:-

“**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 date of the On-Market Purchase by the Company or, as the

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case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action which occurs after the relevant 5-day period and the day on which the purchases are made.

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

Any Share Buy-Back by the Company will be made in accordance with, and in the manner prescribed by, the Act and such other laws or regulations that may be applicable from time to time. As the Company is listed on the SGX-ST, it must also comply with Part XIII of Chapter 8 of the Listing Manual, which relates to purchases by a company listed on the SGX-ST of its own shares.

3.4 Status of Purchased Shares

Any Share which is purchased or acquired by the Company shall, unless held as treasury shares in accordance with the Act, be deemed to be cancelled immediately on purchase or acquisition, and all rights and privileges attached to that Share will expire on cancellation. The total number of Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares.

All Shares purchased or acquired by the Company (other than treasury shares held by the Company in accordance with the Act) will be automatically de-listed by the SGX-ST and certificates (if any) in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following the settlement of any such purchase or acquisition.

At the time of each purchase of Shares by the Company, the Directors will decide whether the Shares purchased will be cancelled or kept as treasury shares, or partly cancelled and partly kept as treasury shares, as the Directors deem fit in the interest of the Company at the time.

3.5 Treasury Shares

Under the Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Act are summarized below:

(a) Maximum holdings

The number of shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares. Any Shares in excess of this limit shall be disposed of or cancelled within six (6) months from the day the aforesaid limit is first exceeded or such further periods as Accounting and Corporate Regulatory Authority of Singapore (“ACRA”) may allow.

(b) Voting and other rights

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company’s assets (including any distribution of assets to members of the Company on a winding-up) may be made, to the Company in respect of treasury shares. However, the allotment of Shares as fully paid bonus Shares in respect of treasury shares is

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allowed. Also, a subdivision of any treasury share into treasury shares of a greater amount or consolidation of treasury shares after the subdivision or consolidation is the same as before.

(c) Disposal and cancellation

Where Shares are held as treasury shares, the Company may at any time:

- (i) sell the treasury shares (or any of them) for cash;
- (ii) transfer the treasury shares (or any of them) for the purposes of or pursuant to an employees' share scheme;
- (iii) transfer the treasury shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the treasury shares (or any of them); or
- (v) sell, transfer or otherwise use the treasury shares (or any of them) for such other purposes as may be prescribed by the Minister for Finance of Singapore.

Under Rule 704(28) of the Listing Manual, the Company must make an immediate announcement via SGXNet if there is any sale, transfer, cancellation and/or use of treasury shares. Such announcement must state the following:-

- (i) date of the sale, transfer, cancellation and/or use;
- (ii) purpose of such sale, transfer, cancellation and/or use;
- (iii) number of treasury shares sold, transferred, cancelled and/or used;
- (iv) number of treasury shares before and after such sale, transfer, cancellation and/or use;
- (v) percentage of the number of treasury shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and
- (vi) value of the treasury shares if they are used for a sale or transfer, or cancelled.

Pursuant to the Act, Shares bought back by the Company, unless kept as treasury shares, shall be cancelled. Where the Shares are cancelled, the Company shall:-

- (a) reduce the amount of its share capital where the Shares were purchased or acquired out of the capital of the Company;
- (b) reduce the amount of its profits where the Shares were purchased or acquired out of profits of the Company; or
- (c) reduce the amount of its share capital and profits proportionately where the Shares were purchased or acquired out of both the capital and the profits of the Company,

by the total amount of the purchase price paid by the Company for the Shares cancelled. Where the purchased Shares are held in treasury, the total issued Shares of the Company will remain unchanged.

3.6 Source of Funds for Share Buy-Back

In undertaking the Share Buy-Back, the Company shall only apply funds legally available in accordance with its Constitution and the applicable laws in Singapore.

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The Company may not purchase or acquire its Shares on the SGX-ST for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the SGX-ST.

The Act provides that purchases and acquisitions of Shares may be made out of the Company's capital or profits so long as the Company is solvent (as defined in Section 76F(4) of the Act).

Any purchases or acquisitions of Shares may be made only if the Company is solvent and out of the Company's capital or profits. For this purpose, pursuant to the Act, a company is solvent if at the date of payment made by the Company in consideration of acquiring any right with respect to the purchase or acquisition of its own Shares:-

- (a) There is no ground on which the Company could be found to be unable to pay its debts;
- (b) If –
 - (i) It is intended to commence winding up of the company within the period of 12 months immediately after the date of payment, the company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up; or
 - (ii) It is not intended so to commence winding up, the company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment; and
- (c) the value of the company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the proposed purchase, acquisition, variation or release (as the case may be), become less than the value of its liabilities (including contingent liabilities).

The Company will use internal resources and/or external borrowings or a combination of both to fund purchases of Shares pursuant to the Share Buy-Back Mandate. To effect the purchase of Shares pursuant to the Share Buy-Back Mandate, the Directors will consider, *inter alia*, the working capital requirements of the Company, the expansion and investment plans of the Company, the availability of internal resources, the rationale for the purchase or acquisition of Shares and the prevailing market conditions.

The Directors do not propose to exercise the Share Buy-Back Mandate to such an extent as would have a material adverse effect on the financial position of the Group. The purchase or acquisition of Shares pursuant to the Share Buy-Back Mandate will only be undertaken if, in the reasonable opinion of the Directors, it can benefit the Group and Shareholders.

3.7 Financial Effects of the Share Buy-Back

The financial effects on the Group and the Company arising from purchases or acquisitions of Shares which may be made pursuant to the Share Buy-Back Mandate will depend on, *inter alia*, whether the Shares are purchased or acquired out of capital and/or profits of the Company, the number of Shares purchased or acquired, the consideration paid for at the relevant time. The financial effects on the Group and the Company based on the unaudited financial statements of the Group and Company for the financial year ended 31 July 2024 are based on the assumptions set out below.

(a) Purchase or acquisition out of capital or profits

Under the Act, purchases or acquisitions of Shares by the Company may be made out of the Company's capital and/or profits so long as the Company is solvent.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, such consideration (excluding brokerage, commission, stamp duties, clearance fees, applicable goods and services tax and any other related expenses) will not affect the amount available for the distribution of cash dividends by the Company.

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Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration (excluding brokerage, commission, stamp duties, clearance fees, applicable goods and services tax and any other related expenses) will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

(b) Maximum Price paid for Shares purchased or acquired

Based on 268,312,252 issued shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date, the purchase of 10% of such issued shares will result in the purchase of 26,831,225 shares.

Assuming the Company purchases the 26,831,225 shares at the Maximum Price on the Latest Practicable Date, the maximum amount of funds required is approximately:

- (i) in the case of Market Purchases of Shares, S\$2,084,787 based on S\$0.0777 for each Share (being the price equivalent to 5% above the Average Closing Price of the Shares traded on the SGX-ST for the last five (5) market days preceding the Latest Practicable Date); and
- (ii) in the case of Off-Market Purchases of Shares, S\$2,383,613 based on S\$0.0888 for each Share (being the price equivalent to 120% of the Average Closing Price of the Shares traded on the SGX-ST for the five (5) consecutive Market Days immediately preceding the Latest Practicable Date).

For illustrative purposes only, on the basis of the assumptions set out above as well as the following:

- (1) The purchase of Shares took place at the beginning of the financial year on 1 August 2023; and
- (2) There was no issuance of Shares after the Latest Practicable Date; and
- (3) The Share purchases were funded entirely by internal resources,

the financial effects on the unaudited financial statements of the Group and Company for the financial year ended 31 July 2024 would have been as follows:

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MARKET PURCHASE⁽¹⁾

	GROUP		COMPANY	
	Before Share Purchase S\$'000	After Share Purchase S\$'000	Before Share Purchase S\$'000	After Share Purchase S\$'000
At 31 July 2024				
Share capital	161,221	161,221	161,221	161,221
Treasury shares	-	(2,085)	-	(2,085)
Foreign Currency Translation Reserve	(189)	(189)	-	-
Share option reserve	57	57	57	57
Accumulated losses	(133,424)	(133,424)	(134,955)	(134,955)
Equity Attributable to Owners of the Company	27,665	25,580	26,323	24,238
Non-Controlling Interests	102	102	-	-
Total Equity	27,767	25,682	26,323	24,238
Current Assets	34,174	32,089	5,729	3,644
Current liabilities	6,441	6,441	4,587	4,587
Borrowings	3,020	3,020	20	20
Cash and Cash Equivalents	6,516	4,431	1,319	(766)
Net Tangible Assets (NTA) ⁽²⁾	27,665	25,580	26,323	24,238
Net loss after tax	(959)	(959)	82	82
Loss attributable to Owners of the Company	(926)	(926)	82	82
Number of Shares ('000)	268,312	241,481	268,312	241,481
Financial Ratios				
NTA per share (cents)	10.3	10.6	9.8	10.0
Gearing (times) ⁽³⁾ (Net D/E)	n.a.	n.a.	n.a.	0.03
Current Ratio (times) ⁽⁴⁾	5.3	5.0	1.2	0.8
Earnings Per Share (cents) ⁽⁵⁾	(0.36)	(0.38)	0.03	0.03

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OFF-MARKET PURCHASE⁽¹⁾

	GROUP		COMPANY	
	Before Share Purchase S\$'000	After Share Purchase S\$'000	Before Share Purchase S\$'000	After Share Purchase S\$'000
At 31 July 2024				
Share capital	161,221	161,221	161,221	161,221
Treasury shares	-	(2,383)	-	(2,383)
Foreign Currency Translation Reserve	(189)	(189)	-	-
Share option reserve	57	57	57	57
Accumulated losses	(133,424)	(133,424)	(134,955)	(134,955)
Equity Attributable to Owners of the Company	27,665	25,282	26,323	23,940
Non-Controlling Interests	102	102	-	-
Total Equity	27,767	25,384	26,323	23,940
Current Assets	34,174	31,791	5,729	3,346
Current liabilities	6,441	6,441	4,587	4,587
Borrowings	3,020	3,020	20	20
Cash and Cash Equivalents	6,516	4,133	1,319	(1,064)
Net Tangible Assets (NTA) ⁽²⁾	27,665	25,282	26,323	23,940
Net loss after tax	(959)	(959)	82	82
Loss attributable to Owners of the Company	(926)	(926)	82	82
Number of Shares ('000)	268,312	241,481	268,312	241,481
Financial Ratios				
NTA per share (cents)	10.3	10.5	9.8	9.9
Gearing (times) ⁽³⁾ (Net D/E)	n.a.	n.a.	n.a.	0.05
Current Ratio (times) ⁽⁴⁾	5.3	4.9	1.2	0.7
Earnings Per Share (cents) ⁽⁵⁾	(0.36)	(0.38)	0.03	0.03

Notes to the foregoing tables:

- (1) The disclosed financial effects remain the same irrespective of whether:
 - (a) the purchase of the Shares is effected out of capital or profits; or
 - (b) the purchased Shares are held in treasury or are cancelled.
- (2) NTA equals to Total Equity less Non-Controlling Interests.
- (3) Gearing is defined as Borrowings (net of Cash and Cash Equivalents) divided by Equity Attributable to Owners of the Company. Hence, the Gearing Ratio is not applicable (n.a.) when it is negative.
- (4) Current Ratio equals Current Assets divided by Current Liabilities.
- (5) Earnings per Share is based on 268,312,252 Shares and 241,481,027 Shares respectively.

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The actual impact will depend on the number and price of the Shares purchased or acquired. As stated, the Directors do not propose to exercise the Share Buy-Back Mandate in a manner and to such extent that the liquidity and capital adequacy position of the Group would be materially adversely affected. Share Buy-Backs will only be effected after considering relevant factors such as the working capital requirement, availability of financial resources, the expansion and investment plans of the Group, and prevailing market conditions. The proposed Share Buy-Back Mandate will be exercised in a view to enhance the EPS and/or NTA per Share of the Group.

Shareholders should note that the financial effects set out above, based on the respective aforesaid assumptions, are for illustrative purposes only. In particular, it is important to note that the above analysis is based on the Group and the Company's unaudited financial statements for the financial year ending 31 July 2024, and is not representative of the future financial performance of the Group and the Company.

It should be noted that although the Share Buy-Back Mandate will authorise the Company to purchase or acquire up to 10% of the issued Shares (excluding any treasury shares and subsidiary holdings), the Company may not necessarily purchase or acquire the entire 10%. In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased in treasury. The Company will take into account both financial and non-financial factors (for example, stock market conditions and the performance of the Shares) in assessing the relative impact of a share buyback before execution.

3.8 Tax Implications

Shareholders who are in doubt as to their respective tax positions or any tax implications, or who may be subject to tax, whether in or outside Singapore, should consult their own professional advisers.

3.9 Listing Rules

(a) Reporting Requirements

The Act and the Listing Manual require the Company to make the following reports in relation to the Share Buy-Back Mandate:-

- (i) To lodge a copy of the Shareholders' resolution approving the Share Buy-Back Mandate with ACRA within 30 days of the passing of such resolution;
- (ii) To notify ACRA of an acquisition or purchase of Shares on the SGX-ST or otherwise within 30 days, such notification shall be in the prescribed form and shall include:-
 - (A) The date of the acquisition or purchase of Shares;
 - (B) The total number of Shares acquired or purchased;
 - (C) The number of Shares cancelled;
 - (D) The number of Shares held as treasury shares;
 - (E) The Company's issued share capital before the acquisition or purchase and after such acquisition or purchase;
 - (F) The amount of consideration paid by the Company for the acquisition or purchase;
 - (G) Whether the Shares were purchased or acquired out of the profits or the capital of the Company; and

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- (H) Such other information as required by the Act.
- (iii) Pursuant to the Listing Manual, the Company will report purchases of Shares to the SGX-ST in the forms prescribed which shall include details including, *inter alia*, the date of purchase, the price paid and the number of issued shares remaining in the share capital of the Company after the Share Buy-Back, and to make an announcement to the public:-
 - (A) In the case of an On-Market Purchase, no later than 9.00 a.m. on the Market Day following the day on which it makes an On-Market Purchase; and
 - (B) In the case of an Off-Market Purchase under an equal access scheme, not later than 9.00 a.m. on the second Market Day following the close of acceptances of the offer.

Such announcement should be made in compliance with Appendix 8.3.1 of the Listing Manual and must include details, *inter alia*, the total number of Shares purchased, the purchase price per Share or the highest and lowest price paid for such Shares, as applicable.

(b) Insider Trading

As the Company would be regarded as an “insider” in relation to any proposed purchase or acquisition of its Shares, the Company will not engage in any Share Buy-Back pursuant to the proposed Share Buy-Back Mandate at any time after a price sensitive matter or development has occurred or has been the subject of a decision until the price sensitive information has been announced. In particular, in line with the best practices on securities dealings in the Listing Manual, the Company will not engage in any Share Buy-Back pursuant to the proposed Share Buy-Back Mandate during the period of one month immediately preceding the announcement of the Company’s half year (if applicable) and full year results and the period of two weeks before the announcement of the financial results of the Company for each of the first, second and third quarter of its financial years (if applicable).

(c) Listing Status

The Listing Rules require a listed company to ensure that at least 10% of its shares (excluding preference shares and convertible equity securities) in a class that is listed are at all times held by the public. As defined in the Listing Rules, the “public” refers to persons other than the directors, chief executive officer, substantial shareholders or controlling shareholders of the Company and its subsidiaries, as well as the associates (as defined in the Listing Rules) of such persons.

As at the Latest Practicable Date, approximately 78,809,748 Shares representing 28.627% of the issued share capital are held in the hands of the public. Assuming that the Company purchases maximum of 10% of the issued Shares from such public Shareholders and the Shares brought back are cancelled, the resultant percentage of the issued Shares held by public would be reduced to approximately 18.627%. Accordingly, the Company is of the view that there is a sufficient number of Shares in issue held by the public which would permit the Company to undertake Share Buy-Back up to the full 10% limit pursuant to the proposed Share Buy-Back Mandate without affecting the listing status of the Shares on the SGX-ST.

Accordingly, the Directors are of the view that there is, at present, a sufficient number of Shares in issue held by the public which would permit the Company to undertake purchases of its Shares up to the full 10% limit pursuant to the Share Buy-Back Mandate. Nonetheless, the Directors will at all times ensure that when purchasing any Shares pursuant to the Share Buy-Back Mandate, at least 10% of its Shares will remain in the

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hands of the public in accordance with the Listing Rules without: (a) affecting the listing status of the Company; (b) causing market illiquidity of the Shares; or (c) affecting adversely the orderly trading of the Shares.

3.10 Take-Over Obligations

The circumstances under which Shareholders, including Directors and persons acting in concert with them respectively, will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code after a purchase or acquisition of Shares by the Company are set out in Appendix 2 of the Take-over Code. Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below.

(i) Obligation to Make a Take-over Offer

Pursuant to Appendix 2 of the Take-over Code, any increase in the percentage of voting rights held by a shareholder and persons acting in concert with him resulting from a Share Buy-Back by the Company will be treated as an acquisition for the purposes of Rule 14 of the Take-Over Code.

Under Rule 14 of the Take-Over Code, a Shareholder and persons acting in concert with the Shareholder will incur an obligation to make a mandatory takeover offer if, *inter alia*, he and persons acting in concert with him increase their voting rights in the Company to 30% or more or, if they, together holding between 30% and 50% of the Company's voting rights, increase their voting rights in the Company by more than 1% in any period of 6 months.

Consequently, depending on the number of Shares purchased or acquired by the Company and the number of issued Shares at that time, a Shareholder or group of Shareholders acting in concert with each other could obtain or consolidate effective control of the Company and could become obliged to make a take-over offer under Rule 14 of the Take-over Code.

(ii) Persons Acting in Concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company to obtain or consolidate effective control of that company. Unless the contrary is established, the following persons, *inter alia*, will be presumed to be acting in concert with each other, namely:

- (i) the following companies:-
 - (A) A company;
 - (B) The parent company of (A);
 - (C) The subsidiaries of (A);
 - (D) The fellow subsidiaries of (A);
 - (E) The associated companies of any of (A), (B), (C), or (D);
 - (F) Companies whose associated companies include any of (A), (B), (C), (D) or (E); and
 - (G) Any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

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- (ii) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts). Close relatives include immediate family (i.e. parents, siblings, spouse and children), siblings of parents (i.e. uncles and aunties) as well as their children (i.e. cousins) and children of siblings (i.e. nephews and nieces).;
- (iii) a company with any of its pension funds and employee share schemes;
- (iv) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
- (v) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and persons controlling, controlled by or under the same control as the adviser;
- (vi) directors of a company (together with their close relatives, related trusts, and companies controlled by any of such directors, their close relatives and related trusts) which is subject to an offer or where the directors have reason to believe a *bona fide* offer for their company may be imminent;
- (vii) partners; and
- (viii) the following persons and entities:-
 - (A) An individual;
 - (B) The close relatives of (A);
 - (C) The related trusts of (A);
 - (D) Any person who is accustomed to act in accordance with the instructions of (A); and
 - (E) Companies controlled by any of (A), (B), (C) or (D); and
 - (F) Any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

For this purpose, ownership or control of at least 20% but not more than 50% of the voting rights of a company will be regarded as the test of associated company status.

The circumstances under which Shareholders, including Directors and persons acting in concert with them respectively will incur an obligation to make a takeover offer under Rule 14 after a purchase of Shares by the Company are set out in Appendix 2 of the Take-over Code.

(iii) Effect of Rule 14 and Appendix 2 of the Take-over Code

In general terms, the effect of Appendix 2 of the Take-over Code is that, unless exempted, Directors and persons acting in concert with them will incur an obligation to make a takeover offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its ordinary shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or if the voting rights of such Directors and their concert parties fall between 30% and 50% of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than 1% in any period of six months. In calculating the percentages of voting rights of such Directors and their concert parties, treasury shares shall be excluded.

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Under Appendix 2 of the Take-over Code, a Shareholder who is not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its ordinary shares, the voting rights of such Shareholder in the Company would increase to 30% or more, or if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six months. Such Shareholder need not abstain from voting in respect of the resolution authorizing the Share Buy-Back Mandate.

Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Take-over Code as a result of any purchase or acquisition of shares by the Company should consult the Securities Industry Council ("SIC") and/or their professional advisers at the earliest opportunity.

(iv) The Relevant Director and his concert parties

As at the Latest Practicable Date, in respect of Mr Ma Wei Dong, the Non-Independent and Non-Executive Chairman/Director of the Company (the "**Relevant Director**") who is also the controlling shareholder of the Company, Madam Jin Liyan is presumed to be acting in concert with the Relevant Director under the Take-over Code, who collectively with the Relevant Director, are hereafter referred to as the "**Relevant Parties**".

As at the Latest Practicable Date, the Relevant Parties have an aggregate interest (direct and deemed) in 113,029,500 Shares, representing approximately 42.13% of the total number of issued Shares (excluding treasury shares). The interests of the Relevant Parties in the issued Shares as at the Latest Practicable Date are set out in Section 3.10(h) of this Circular.

In the event that the Company should, pursuant to the Share Buy-Back Mandate, purchase or acquire up to 10% of its issued Shares (excluding treasury shares and subsidiary holdings) ("**Full Buy-back**"), the aggregate shareholding interest of approximately 42.13% held by the Relevant Parties may increase by more than 1% in any 6-month period. If the shareholding interest held by the Relevant Parties should fall to between 30% to 50%, the Relevant Director and other members of the Relevant Parties could incur a mandatory take-over obligation for the issued Shares under the Take-over Code.

(v) Conditions for exemption from having to make a take-over offer

The Relevant Director and persons acting in concert with him will be exempted from the requirement to make a general offer for the Company under Rule 14, when read with Appendix 2 of the Take-over Code, following an increase in the aggregate percentage of total voting rights in the Company held by the Relevant Director and persons acting in concert with him by more than 1% in any 6-month period as a result of the Company purchasing its Shares under the Share Buy-Back Mandate, subject to the following conditions:

- (i) the circular to Shareholders seeking their approval for the Share Buy-Back Mandate will contain advice to the effect that by voting in favour of the resolution to approve the renewal of the Share Buy-Back Mandate (the "**Buy-back Resolution**"), Shareholders are waiving their right to a general offer at the required price from any of the Relevant Director and persons acting in concert with him;
- (ii) the aforesaid circular discloses the names and voting rights of the Relevant Director and persons acting in concert with him (a) as of the time of the Buy-back Resolution, and (b) after a Full Buy-back;

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- (iii) the Buy-back Resolution is approved by a majority of the Shareholders who are present and voting at the meeting on a poll who could not become obliged to make a general offer for the Company as a result of the buy-back of Shares by the Company pursuant to the Share Buy-Back Mandate;
- (iv) within 7 days after the passing of the Buy-back Resolution, the Relevant Director is to submit to the SIC a duly signed form as prescribed by the SIC;
- (v) the Relevant Director and persons acting in concert with him abstain from (a) voting on the Buy-back Resolution, and (b) recommending Shareholders to vote in favour of the Buy-back Resolution;
- (vi) the Relevant Director and persons acting in concert with him have not acquired and will not acquire any Shares between the date on which they know that the announcement of the proposal for the renewal of the Share Buy-Back Mandate is imminent and the earlier of:
 - (a) the date on which the authority of the Share Buy-Back Mandate expires; and
 - (b) the date on which the Company announces that it has (1) bought back such number of Shares as authorised by the shareholders at the latest general meeting, or (2) decided to cease buying back the Shares, as the case may be,if any such acquisitions, taken together with the Share buy-back, would cause the aggregate voting rights in the Company of the Relevant Director and persons acting in concert with him to increase by more than 30% or more; and
- (vii) the Relevant Director and persons acting in concert with him, together holding between 30% and 50% of the Company's voting rights, not to have acquired and not to acquire any shares between the date on which they know that the announcement of the Share Buy-Back Mandate is imminent and the earlier of:
 - (a) the date on which the authority of the Share Buy-Back Mandate expires; and
 - (b) the date on which the Company announces that it has (1) bought back such number of Shares as authorised by shareholders at the latest general meeting or (2) decided to cease buying back the Shares, as the case may be,if such acquisitions, taken together with the buy-back, would cause their aggregate voting rights to increase by more than 1% in the preceding 6 months.

It follows that where the aggregate voting rights held by the Relevant Director and persons acting in concert with him increase by more than 1% solely as a result of the buy-back of Shares and none of them has acquired any Shares during the relevant period defined above, then the Relevant Director and/or persons acting in concert with him would be eligible for the SIC's exemption from the requirement to make a general offer under Rule 14 of the Take-over Code, or where such exemption had been granted, would continue to enjoy the exemption.

If the Company ceases to buy-back Shares pursuant to the Share Buy-Back Mandate and the increase in the aggregate voting rights held by the Relevant Director and the persons acting in concert with him is less than 1%, the Relevant Director and persons acting in concert with him may acquire further voting rights in the Company. However, any increase in their percentage voting rights as a result of the buy-back of Shares pursuant to the Share Buy-Back Mandate will be taken into account together with any voting rights acquired by the Relevant Director and persons acting in concert with him (by whatever means) in determining whether they have increased their voting rights by more than 1% in any 6-month period.

LETTER TO SHAREHOLDERS

(vi) **Advice to Shareholders**

Shareholders should note that by voting in favour of the ordinary resolution relating to the adoption of Share Buy-Back Mandate, they will be waiving their rights to a take-over offer at the required price by the Concert Parties who, as a result of the purchase or acquisition of Shares by the Company pursuant to the Share Buy-Back Mandate, would increase their collective interest in the Shares by more than 1% in any period of 6 months. Such a take-over offer, if required to be made and had not been exempted by SIC, would have to be made in cash or be accompanied by a cash alternative at not less than the highest price (excluding stamp duty and commission) paid by the Concert Parties for any Share within the preceding six (6) months.

(vii) **Form 2 submission to the SIC**

Form 2 (Submission by directors and their concert parties pursuant to Appendix 2) is the prescribed form to be submitted to the SIC by a director and persons acting in concert with him pursuant to the conditions for exemption (see condition (iv) of sub-paragraph (e) above headed “Conditions for exemption from having to make a take-over offer”) from the requirement to make a take-over offer under Rule 14 of the Take-over Code as a result of the buy-back of shares by a listed company under its Share Buy-Back Mandate.

As at the Latest Practicable Date, the Relevant Director has informed the Company that he will be submitting a Form 2 to the SIC within 7 days after the passing of the ordinary resolution authorising the adoption of the Share Buy-Back Mandate at the EGM.

(viii) **Voting rights of the Relevant Parties before and after share purchase**

Based on the direct holdings of Shares of the Relevant Parties as at the Latest Practicable Date, and assuming that:

- (i) there is no change in their direct holdings of Shares between the Latest Practicable Date and the date of the EGM;
- (ii) no new Shares are issued to the Relevant Director and/or the Relevant Parties by the Company following the approval being received from Shareholders at the EGM for the adoption of the Share Buy-Back Mandate; and
- (iii) the Relevant Parties do not sell or otherwise dispose of their holding of Shares, the aggregate interest (direct and deemed) of the Relevant Parties in the issued Shares as at the date of the EGM and after the purchase by the Company of 10% of the issued Shares (excluding treasury shares and subsidiary holdings) pursuant to the Share Buy-Back Mandate are as follows:

Relevant Parties	Before Share Buy-Back (as at date of EGM)		After Share Buy-Back (as at date of EGM)	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Relevant Director				
Ma Weidong	112,500,000	41.93	112,500,000	46.59
Concert parties				
Jin Liyan	529,500	0.20	529,500	0.22

Notes:

- (1) “%” Before Share Buy-Back is rounded to 2 decimal places and is based on 268,312,252 issued Shares (excluding treasury shares) as at the Latest Practicable date, and “%” after Share Buy-Back is rounded to 2 decimal places and is based on 241,481,027 issued Shares (excluding treasury shares). There were no subsidiary holdings as at the Latest Practicable date.

LETTER TO SHAREHOLDERS

4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTEREST

The interests of our Directors and Substantial Shareholders as at the Latest Practicable Date were as follows:

	Direct Interest		Deemed Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Interests of Directors				
Ma Weidong ⁽²⁾	112,500,000	41.93	529,500	0.20
Lim Huan Chiang	1,345,500	0.50	-	-
Sam Chong Keen	-	-	-	-
Darlington Tseng Te-Lin	418,238	0.16	-	-
Kenneth Loo	-	-	-	-
Thomas Lam Kwong Fai	-	-	-	-
Interests of substantial shareholders				
Oei Hong Leong	64,889,944	24.18	-	-

Notes:

(1) “%” is based on 268,312,252 issued Shares (excluding treasury shares) as at the Latest Practicable date.

(2) Mr. Ma Weidong is deemed interested in 529,500 ordinary shares held by his spouse, Mrs Jin Li Yan by virtue of Section 7 of the Act.

5. SHARES PURCHASED BY THE COMPANY

The Company has not made any Share Buy-Back in the 12 months preceding the date of this Circular.

6. DIRECTORS' RECOMMENDATION

6.1 The Proposed Amendments to the Constitution of the Company

The Directors are of the opinion that the proposed amendments to the Constitution are in the interests of the Company. Accordingly, they recommend that Shareholders vote in favour of the special resolution relating to the proposed amendments to the Constitution to be proposed at the EGM.

6.2 The Proposed Adoption of the Proposed Share Buy-Back Mandate

The Directors are of the opinion that the proposed adoption of the Share Buy-Back Mandate is in the best interest of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the ordinary resolution relating to the proposed adoption of the Share Buy-Back Mandate to be proposed at the EGM.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the proposed amendments to the Constitution, the proposed adoption of the Share Buy-Back Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in the Circular has been extracted from published or otherwise publicly available

LETTER TO SHAREHOLDERS

sources of 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 the Circular in its proper form and context.

8. ADVICE TO SHAREHOLDERS

As different Shareholders would have different investment objectives and profiles with specific investment objectives, financial situation, tax position or unique needs or constraints, the Directors recommend that any individual Shareholder who may require specific advice in relation to his specific investment portfolio should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers.

Shareholders who are in any doubt as to the action they should take should consult their stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

9. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote at the EGM on their behalf are requested to complete, sign and return the proxy form attached to the notice of EGM in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the office of the Company's registered office, 61 Tai Seng Avenue #03-03 Print Media Hub @ Paya Lebar iPark Singapore 534168, not less than forty-eight (48) hours before the time fixed for the EGM.

The completion and lodgement of the proxy form by a Shareholder will not prevent him from attending and voting in person at the EGM if he subsequently wishes to do so. However, any appointment of a proxy or proxies by such Shareholder shall be deemed to be revoked if the Shareholder attends the EGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the proxy form to the EGM.

A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register maintained by the CDP not less than 72 hours before the time fixed for the EGM or any adjournment thereof.

10. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 61 Tai Seng Avenue #03-03 Print Media Hub @ Paya Lebar iPark Singapore 534168 during normal business hours from the date of this Appendix up to and including the date of the EGM:

- (1) The Constitution of the Company; and
- (2) Annual Report for FY2023.

Yours faithfully
For and on behalf of the Board of Directors of
A-SMART HOLDINGS LTD.

LIM HUAN CHIANG
Executive Director and Chief Executive Officer

APPENDIX

The proposed amendments to the Constitution of the Company are set out below. It is proposed that the following Regulations in the Constitution be amended in the following manner where text in strikethrough indicates deletions from and underlined text indicates additions to the Constitution of the Company. References to “Articles” in this Appendix are references to the regulations in the Constitution of the Company pursuant to Section 35 of the Act effective 3 January 2016.

INTERPRETATION

- 2 **INTERPRETATION CLAUSE.** In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

WORDS

MEANINGS

Member (and any references to a shareholder)

Any registered holder of shares in the Company, or where such registered holder is the Depository, the Depositors on whose behalf the Depository holder of any shares holds the shares PROVIDED ALWAYS THAT (a) a Depositor shall only be entitled to attend any general meeting and to speak and vote thereat if his name appears in the Depository Register ~~forty-eight~~ seventy-two (72) hours before the general meeting as a Depositor on whose behalf the Depository holds shares in the Company, the Company being entitled then to deem each such Depositor as holding such number of shares as is actually credited to the Securities Account of the Depositor as at such time, according to the records of the Depository as supplied by the Depository to the Company, or where a Depositor has appointed a proxy, such proxy as representing such number of shares or where a Depositor has appointed two proxies and specified the proportion of his shares which each proxy is to represent, to apportion the said number of shares standing to his Securities Account between the two proxies in the same proportion as specified by the Depositor in appointing the proxies; (b) the Company shall be entitled to reject any instrument of proxy lodged by any Depositor whose name does not appear on the Depository Register as a Depositor on whose behalf the Depository holds shares in the Company ~~forty-eight~~ seventy-two (72) hours before the general meeting at which the proxy is to act; (c) the Company shall not be obliged to enter the names and particulars of such Depositor in its Register of Members; (d) the Company shall be entitled to pay any dividends payable to such Depositor to the Depository and, to the extent of the payment made to the Depository, the Company shall be discharged from any and all liability in respect of that payment; and (e) the provisions in these Articles relating to the transfer, transmission or certification of shares shall not apply to any transactions affecting book-entry securities (as defined in the Act). PROVIDED FURTHER THAT any reference to a Member does not include the Company itself where it is such a member by virtue of its holding shares as treasury shares.

APPENDIX

VOTES OF MEMBERS

70 APPOINTMENT OF PROXIES

- (1) A Member may appoint not more than two proxies to attend and vote at the same general meeting.
- (2) Where the Member appoints more than one proxy to attend and vote at the same general meeting he shall specify on each instrument of proxy the number of shares in respect of which the appointment is made, failing which, the appointment shall be deemed to be in the alternative.
- (3) No instrument appointing a proxy of a Depositor shall be rendered invalid merely by reason of any discrepancy between the Depositor's shareholding specified in the instrument of proxy, or where the same has been apportioned between two 'proxies the aggregate of the proportions of the Depositor's shareholding they are specified to represent, and the true balance standing to the Securities Account of the Depositor as appears on the Depository Register ~~forty-eight~~ seventy-two (72) hours before the general meeting. In the event of such discrepancy, the Directors shall be entitled to deem such proxy to represent the true balance standing to the Securities Account of the Depositor as appears on the Depository Register seventy-two (72) hours before the general meeting, or where two (2) proxies have been appointed by such Depositor, to apportion the said number of shares standing to his Securities Account between the two (2) proxies in the same proportion as specified by the Depositor in appointing the proxies.

71 **INSTRUMENT APPOINTING A PROXY TO BE LEFT AT THE OFFICE.** An instrument of proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates, provided that an instrument of proxy relating to more than one (1) meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not be required again to be delivered for the purposes of any subsequent meeting to which it relates. An instrument of proxy:-

- (i) if sent personally or by post, must be left at such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the general meeting (or, if no place is so specified, at the Office); or
- (ii) subject always to Article 120, if submitted by electronic communication, must be received through such means as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the general meeting.

and in either case the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power of authority shall be deposited at the Office not less than ~~forty-eight~~ seventy-two (72) hours before the time for holding and meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. The deposit of an instrument appointing a proxy does not preclude the Member concerned from attending and voting in person at the general meeting, as well as for any adjournment of the meeting to which it relates. In such an event. The appointment of the proxy or proxies is deemed to be revoked by the Member concerned at the point when the Member attends the general meeting.

74A Subject to this Constitution and the Act, the Directors may, at their sole discretion, approve and implement, subject to such security measures as may be deemed necessary or expedient, such voting methods to allow Members who are unable to vote in person at any general meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail or facsimile.

APPENDIX

NOTICES

120(1) **SERVICE OF NOTICES.** A notice or any other document may be served by the Company upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members or, in the case of a Depositor, such address as may be notified by the Depository to the Company for the purpose of the despatch of such notice or document. All notices directed to be given to the Members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the Register of Members, and any notice so given shall be sufficient notice to all the holders of such share.

120(2) Without prejudice to the provisions of Article 120(1) and but subject otherwise to the Act and any applicable listing rules relating to electronic communications, any notice or document (including, without limitations, any financial statements, balance sheet, circular or report) which is required or permitted to be given, sent or served under the Act or under these Articles by the Company, or by the Directors, to a Member of the Company may be given, sent or served using electronic communications:

- (i) to the current address (as provided for in the Act, which may be, but is not limited to, an email address) of that person;
- (ii) by making it available on a website prescribed by the Company from time to time, in accordance with the provisions of these Articles, the Act, applicable regulations and listing rules; or
- (iii) in such manner as such Member expressly consents to by giving notice in writing to the Company,

in accordance with the provisions of these Articles, the Act, the listing rules of the Stock Exchange and/or any other applicable regulations or procedures.

120(3) Subject to the Act, any regulations made thereunder and applicable listing rules relating to electronic communications, for the purposes of Article 120(2), a Member has given implied consent and agreed to receive such notice or document by way of such electronic communications and subject to the provisions of the Act and the listing rules, shall not have a right to elect to receive a physical copy of such notice or document.

120(4) Notwithstanding Article 120(3) and subject to the prevailing listing rules and the provisions of the Act, the Directors may, at their discretion, at any time give a Member an opportunity to elect within a specified period of time whether to receive such notice or document by way of electronic communications or as a physical copy. A Member shall be deemed to have consented to receive such notice or document by way of electronic communications if he was, by notice in writing given such an opportunity to elect, within such period of time specified in the notice, whether to receive the notice or document by way of electronic communications or as a physical copy, and the Member failed to make an election within the specified time, and he shall not in such an event have a right to receive a physical copy of such notice or document. The Directors shall abide by the provisions of the Act, applicable regulations and the listing rules of the Stock Exchange in exercising their discretion under this Article. The election made under this Article as to the form of the notice or document to be received by the Member shall be a standing election although the Member may make a fresh election at any time and until the Member makes a fresh election, the election that is conveyed under this Article to the Company last in time prevails over all previous elections as to the Member's valid and subsisting election in relation to all notices or documents to be sent to him.

APPENDIX

- 120(5) Notwithstanding Articles 120(3) and 120(4), where a document is sent by electronic communications, the Company shall inform the Member as soon as practicable of how to request a physical copy of that document from the Company. The Company shall provide a physical copy of that document upon such request.
- 120(6) Where the Company uses website publication as the form of electronic communications, the Company shall separately provide a physical notification to shareholders notifying them of the following:
- (i) the publication of the document on the website;
 - (ii) if the document is not available on the website on the date of notification, the date on which it will be available;
 - (iii) the address of the website;
 - (iv) the place on the website where the document may be accessed; and
 - (v) how to access the document.
- 120(7) Subject to the Act and the listing rules of the Stock Exchange, in the case of service via a website, the Company must give separate notice of the publication of the notice or document on that website and the manner in which the notice or document may be accessed, to Shareholders by any one or more of the following means:
- (i) by sending such notice to them personally or through the post pursuant to Article 120(1);
 - (ii) by sending such notice using electronic communications to their current addresses (which may be email addresses) pursuant to Article 120(2)(i);
 - (iii) by way of an advertisement in the daily press; and/or
 - (iv) by way of announcement through the Stock Exchange.
- 120(8) Notwithstanding Articles 120(1) to 120(7), the Company shall serve or deliver physical copies of any notices or documents where the Act or the listing rules of the Stock Exchange provides that such notices or documents must be sent by way of physical copies.
- 120(9) When a notice or document is given, sent or served by electronic communications:
- (a) to the current address of a person, it shall be deemed to have been duly given, sent or served at the time of transmission of the electronic communication by the email server or facility operated by the Company or its service provider to the current address of such person (notwithstanding any delayed receipt, non-delivery or “returned mail” reply message or any other error message indicating that the electronic communication was delayed or not successfully sent) unless otherwise provided under the Act, listing rules of the Stock Exchange and/or any other applicable laws, regulations or procedures; and
 - (b) by making it available on a website as prescribed by the Company from time to time, it shall be deemed to have been duly given, sent or served on the date on which the notice or document is first made available on the website, unless otherwise provided under the Act, listing rules of the Stock Exchange and/or any other applicable laws, regulations or procedures.

APPENDIX

- 123 **WHEN SERVICE DEEMED EFFECTED.** Any notice or other document, if served or sent by post, shall be deemed to have been served or delivered at the time when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter. Any notice or other document given, sent or served using electronic communication (as the case may be) shall be deemed to have been duly given, sent or served in accordance with Regulation 120(9) or as otherwise provided under the Act and/or other applicable regulations or procedures.

PERSONAL DATA

- 129(1) **PERSONAL DATA.** A Member who is a natural person is deemed to have consented to the collection, use and disclosure of his personal data (whether such personal data is provided by that Member or is collected through a third party) by the Company (or its agents or service providers) from time to time for any of the following purposes:

- (a) implementation and administration of any corporate action by the Company (or its agents or service providers);
- (b) internal analysis and/or market research by the Company (or its agents or service providers);
- (c) investor relations communications by the Company (or its agents or service providers);
- (d) administration by the Company (or its agents or service providers) of that Member's holding of shares in the capital of the Company;
- (e) implementation and administration of any service provided by the Company (or its agents or service providers) to its Members to receive notices of meetings, annual reports and other shareholder communications and/or for proxy appointment, whether by electronic means or otherwise;
- (f) processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for any general meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to any general meeting (including any adjournment thereof);
- (g) implementation and administration of, and compliance with, any Article of this Constitution;
- (h) compliance with any applicable laws, listing rules, take-over rules, regulations and/or guidelines; and
- (i) purposes which are reasonably related to any of the above purposes.

- 129(2) Any Member who appoints a proxy and/or representative for any general meeting and/or any adjournment thereof is deemed to have warranted that where such Member discloses the personal data of such proxy and/or representative to the Company (or its agents or service providers), that Member has obtained the prior consent of such proxy and/or representative for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy and/or representative for the purposes specified in Article 129(1)(f) and any purposes reasonably related to such Articles, and is deemed to have agreed to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of such Member's breach of warranty.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of A-Smart Holdings Ltd. (the “**Company**”) will be held at No. 2, Allenby Road, Futsing Building, #02-01, Singapore 209973 on 29 November 2024 at 11.00 a.m. (or as soon thereafter as the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same place is concluded or adjourned) for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions:

All capitalized terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meaning ascribed to them in the Circular dated 7 November 2024 issued by the Company to the Shareholders.

SPECIAL RESOLUTION: THE PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

That:

- (a) the Constitution of the Company be and is hereby amended in the manner described in Appendix to the Circular; and
- (b) the Directors of the Company and any of them be and are hereby authorized to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary, or in the interest of the Company to give effect to this resolution as they may deem fit.

ORDINARY RESOLUTION: THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE

That:

- (a) for the purposes of the Act, the exercise by the Directors of the Company of all the powers to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Limit (defined below), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (defined below), whether by way of:
 - (i) Market Purchase, transacted on the SGX-ST through the ready market or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (ii) Off-Market Purchase, (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act and Listing Manual;

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Act and the Listing Manual as may for the time being be applicable, be and is hereby authorized and approved generally and unconditionally (“**Share Buy-Back Mandate**”);

- (b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this resolution relating to the Share Buy-Back mandate and expiring on:
 - (i) the date on which the next annual general meeting of the Company is held or required to be held;
 - (ii) the date on which the authority conferred by the Share Buy-Back Mandate is revoked or varied by Shareholders in a general meeting; or

NOTICE OF EXTRAORDINARY GENERAL MEETING

(iii) the date on which the purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated,

whichever is the earliest;

(c) in this resolution to the Share Buy-Back Mandate

“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 date of the On-Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action which occurs after the relevant 5-day period and the day on which the purchases are made;

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

“Market Day” means a day on which the SGX-ST is open for securities trading;

“Maximum Limit” means that number of Shares representing not more than 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the resolution passed in relation to the Share Buy-Back Mandate, unless the Company has effected a reduction of its share capital in accordance with the applicable provisions of the Act, at any time during the Relevant Period, in which event the total number of Shares of the Company shall be taken to be the total number of Shares of the Company as altered;

“Maximum Price” in relation to a Share to be purchased, means the purchase price (excluding brokerage, stamp duties, applicable goods and services tax, clearance fees and other related expenses) not exceeding:

(i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and

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

(d) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buy-Back 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 Act; and

(e) the Directors of the Company and any of them be and are hereby authorized to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary, or in the interest of the Company to give effect to this resolution as they may deem fit

By Order of the Board
A-SMART HOLDINGS LTD.

Lee Wei Hsiung
Chin Yee Seng
Company Secretaries

Singapore, 7 November 2024

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. A member of the Company (other than a Relevant Intermediary*, as defined in Section 181 of the Companies Act) entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. Where a member appoints two (2) proxies, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole or number of shares) to be represented by each proxy in the instrument appointing the proxies. If no such proportion or number is specified, the first-named proxy shall be treated as representing 100% of the shareholding and the second-named proxy shall be deemed to be an alternate to the first-named.
2. A member of the Company who is a Relevant Intermediary may appoint more than two (2) proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by the member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
3. A proxy need not be a member of the Company.
4. If the member is a corporation, the instrument appointing the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
5. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.
6. The instrument appointing a proxy must be deposited at the registered office of the Company at 61 Tai Seng Avenue, #03-03 Print Media Hub @ Paya Lebar iPark, Singapore 534167 not less than forty-eight (48) hours before the time appointed for the EGM, and in default the instrument of proxy shall not be treated as valid.
7. Members may submit questions related to the resolutions which will be tabled for approval at the EGM, in advance of the EGM by mail to the Company's registered office at 61 Tai Seng Avenue, Print Media Hub, #03-03, Singapore 534167, or email to HR@a-smart.sg no later than 22 November 2024.

When submitting the questions, please provide the Company with the following details, for verification purpose:-

- (i) Full name;
- (ii) NRIC number;
- (iii) Current address;
- (iv) Contact number; and
- (v) Number of Shares held. Please also indicate the manner in which you hold Shares in the Company (e.g. via CDP, CPF or SRS).

Shareholders are encouraged to submit their questions before 11.00 a.m. on 22 November 2024, as this will allow the Company sufficient time to address and respond to these questions on or before 25 November 2024, 11.00 a.m. (48 hours prior to the closing date and time for the lodgement of the proxy forms). The responses will be published on (i) the SGX-ST's website; and (ii) the Company's corporate website.

8. Documents relating to the business of the EGM, which comprise the Circular, this Notice of EGM, and the proxy form for the EGM, have been published on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <http://www.a-smart.sg/>.

* A "Relevant Intermediary" is:

- (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Personal Data Privacy

Where a member submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

PROXY FORM

A-SMART HOLDINGS LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 199902058Z)

EXTRAORDINARY GENERAL MEETING PROXY FORM

(Please see notes overleaf before completing this form)

IMPORTANT:

- Relevant intermediaries (as defined in Section 181 of the Companies Act 1967) may appoint more than two (2) proxies to attend, speak and vote at the Extraordinary General Meeting.
- For CPF/SRS investors who have used their CPF/SRS monies to buy A-Smart Holdings Ltd. shares, this form of proxy is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies.

I/We*, _____ (Name) _____ (NRIC/Passport No./Co. Registration No.)

of _____ (Address)

being a member/members* of **A-SMART HOLDINGS LTD.** (the “**Company**”), hereby appoint:

Name	NRIC/Passport Number	Proportion of Shareholdings	
		No. of Shares	%
Address and Email Address			

and/or*

Name	NRIC/Passport Number	Proportion of Shareholdings	
		No. of Shares	%
Address and Email Address			

or failing him/her*, the Chairman of the Extraordinary General Meeting (“**EGM**”) as my/our proxy/proxies* to attend, speak and vote for me/us* on my/our* behalf at the EGM of the Company to be held on 29 November 2024 at 11.00 a.m. at No. 2 Allenby Road, Futsing Building #02-01, Singapore 209973 (or as soon thereafter as the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place is concluded or adjourned) and at any adjournment thereof. I/We* direct my/our proxy/proxies* to vote for or against, or abstain from voting on the Resolutions proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy/proxies* will vote or abstain from voting at his/her discretion.

No.	Resolutions relating to:	No. of votes For**	No. of votes Against**	No. of votes Abstain**
1.	Special Resolution: The Proposed Amendments to the Constitution of the Company			
2.	Ordinary Resolution: The Proposed Adoption of the Share Buy-Back Mandate			

* Delete where inapplicable.

** If you wish to exercise all your votes “For” or “Against” or to “Abstain”, please tick (✓) within the relevant box provided. Alternatively, please indicate the number of votes as appropriate. If you mark (✓) in the “Abstain” box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.

Dated this _____ day of _____ 2024

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature of Shareholder(s)
and/or Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF



PROXY FORM

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member of the Company who is not a Relevant Intermediary* (as defined in Section 181 of the Companies Act 1967) entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member who is not a Relevant Intermediary appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
4. A member who is a Relevant Intermediary may appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by the member (which number and class of shares shall be specified).
5. Subject to Note 9, the completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the EGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the EGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the EGM.
6. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 61 Tai Seng Avenue, #03-03 Print Media Hub @ Paya Lebar iPark, Singapore 534167 not less than forty-eight (48) hours before the time appointed for the EGM, and in default the instrument of proxy shall not be treated as valid.
7. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorized. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
8. A corporation which is a member may authorize by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act 1967 of Singapore.
9. An investor who holds shares under the Central Provident Fund Investment Scheme (“**CPF Investor**”) and/or the Supplementary Retirement Scheme (“**SRS Investors**”) (as may be applicable) may attend and cast his/her vote(s) at the EGM in person. CPF and SRS Investors who are unable to attend the EGM but would like to vote may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the EGM to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the EGM.

* A “**Relevant Intermediary**” is:

- (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services license to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 7 November 2024.