

CIRCULAR DATED 5 APRIL 2023

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in the Circular.

If you are in any doubt as to the contents of the Circular of the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, or other professional adviser immediately.

This Circular is circulated to the shareholders of Acesian Partners Limited (the “**Company**”), together with the annual report of the Company for the financial year ended 31 December 2022 (“**Annual Report**”). The purpose of this Circular is to provide shareholders of the Company (“**Shareholders**”) with relevant information pertaining to and to seek Shareholders’ approval for the proposed renewal of the Share Buy Back Mandate and the proposed renewal of the Interested Person Transactions Mandate (as defined in this Circular) to be tabled at the Annual General Meeting of the Company to be held on 27 April 2023 at 10.00 a.m. (“**AGM**”), at 33 Mactaggart Road #04-00 Lee Kay Huan Building, Singapore 368082.

The Notice of AGM and the proxy form are enclosed with the Annual Report. This Circular, together with the Annual Report, have been made available on SGXNET and the Company’s website at the URL <http://www.acesian.com>. **A printed copy of this Circular will NOT be despatched to Shareholders.**

If you have sold or transferred all your issued and fully paid-up ordinary shares in the capital of the Company, you should immediately forward this Circular, the Notice of AGM and the proxy form to the purchaser or transferee, or the stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Circular has been reviewed by the Company’s Sponsor, Asian Corporate Advisors Pte. Ltd., (the “**Sponsor**”). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Mr. Liau H.K., at 160 Robinson Road, #21-05 SBF Center, Singapore 068914, Telephone number: 6221 0271

Terms appearing on the cover of this Circular have the same meanings as defined in this Circular.



ACESIAN PARTNERS LIMITED

(Incorporated in the Republic of Singapore)
(formerly known as “Linair Technologies Limited”)
(Company Registration Number: 199505699D)

- (i) **THE PROPOSED RENEWAL OF THE SHARE BUY BACK MANDATE; AND**
- (ii) **THE PROPOSED RENEWAL OF THE INTERESTED PERSON TRANSACTIONS MANDATE.**

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DEFINITIONS

In this Circular, the following definitions apply throughout unless otherwise stated.

“AGM”	:	The annual general meeting of the Company to be held on 27 April 2023 at 10 a.m.
“Board”	:	The board of directors of the Company as at the date of this Circular
“Catalist Rules”	:	SGX-ST Catalist Rule Section B: Rules of Catalist, as amended, modified and supplemented from time to time
“CDP”	:	The Central Depository (Pte) Limited
“Chern Dar”	:	Chern Dar Enterprise Co. Ltd.
“Circular”	:	This circular to Shareholders dated 5 April 2023
“Companies Act”	:	The Companies Act 1967 of Singapore, as amended or modified from time to time
“Company”	:	Acesian Partners Limited
“Constitution”	:	Constitution of the Company, as amended or modified from time to time
“control”	:	The capacity to dominate decision-making, directly or indirectly, in relation to the financial or operating policies of a company
“controlling shareholder”	:	A person who: (a) holds directly or indirectly 15% or more of the total number of issued shares excluding treasury shares in a company; or (b) in fact exercises control over the company
“Directors”	:	The directors of the Company as at the date of this Circular and each a “ Director ”
“ETFE”	:	Has the meaning ascribed thereto in Section 3.8
“FY”	:	Financial year ended or ending 31 December, as the case may be
“Group”	:	The Company and its subsidiaries
“interested person transaction(s)”	:	Transactions (within the meaning of Chapter 9 of the Catalist Rules) between an entity at risk and an interested person
“interested person”	:	A director, chief executive officer, or controlling shareholder of the Company, or an associate (as defined in Chapter 9 of the Catalist Rules) of any such director, chief executive officer, or controlling shareholder
“IPT Mandate”	:	The general mandate for mandated IPTs which was previously approved by Shareholders and for which renewal is being sought
“IPT(s)”	:	Has the meaning ascribed thereto in Section 3.8

DEFINITIONS

“ Latest Practicable Date ”	:	22 March 2023, being the latest practicable date prior to the issuance of this Circular
“ Market Day ”	:	A day on which the SGX-ST is open for trading in securities
“ NTA ”	:	Net tangible assets
“ Securities Account ”	:	The securities account maintained by a Depositor with CDP, but not including securities sub-accounts maintained with a Depository Agent.
“ SGX-ST ”	:	Singapore Exchange Securities Trading Limited
“ Share Buy Back Mandate ”	:	The general and unconditional mandate proposed to be given by the Shareholders to authorise the Directors to purchase or otherwise acquire, on behalf of the Company, Shares in accordance with the terms set out in this Circular as well as the rules and regulations set forth in the Companies Act and the Catalist Rules
“ Shareholders ”	:	The registered holders of the Shares in the register of members of the Company, except where the registered holder is CDP, the term “ Shareholders ” shall, in relation to such Shares and where the context so admits, mean the Depositors whose Securities Accounts are credited with such Shares
“ Substantial Shareholders ”	:	Persons who have an interest in one or more voting Shares, and the total votes attaching to that Share or those Shares representing not less than 5.0% of the total votes attaching to all the voting Shares in the Company
“ Shares ”	:	Ordinary shares in the share capital of the Company
“ subsidiary ” or “ subsidiaries ”	:	Has the meaning ascribed to it in Section 5 of the Companies Act
“ Take-Over Code ”	:	The Singapore Code on Takeovers and Mergers, as amended or modified from time to time
“ Treasury Shares ”	:	Issued Shares which were (or have been treated as having been) purchased by the Company in circumstances in which Section 76H of the Companies Act applies, and have been held by the Company continuously since purchased
“ % ” or “ per cent ”	:	Per centum or percentage
“ S\$ ” or “ cents ”	:	Singapore dollar and cents, respectively, being the lawful currency of the Republic of Singapore

The terms “**treasury shares**”, “**subsidiary**”, “**subsidiary holding**” and “**related company**” shall have the meaning ascribed to it in the Companies Act.

The terms “**Depositor**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act 2001 of Singapore.

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 and *vice versa*. References to persons, where applicable, shall include corporations.

DEFINITIONS

The headings in the Circular are inserted for convenience only and shall be ignored in construing the Circular.

Any reference in the Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Companies Act or the Catalist Rules or any modification thereof and used in these Circular shall, where applicable, have the same meaning assigned to it under the Companies Act or the Catalist Rules or any modification thereof, as the case may be, unless otherwise provided.

Any discrepancies in the tables included in these Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables in this Circular may not be an arithmetic aggregation of the figures that precede them.

Any reference to a time of day and date in this Circular shall be a reference to Singapore time and date respectively, unless otherwise stated.

Opal Lawyers LLC has been appointed as the legal advisor to the Company as to Singapore law in relation to the share buyback mandate in this Circular.

LETTER TO SHAREHOLDERS

ACESIAN PARTNERS LIMITED

(Incorporated in the Republic of Singapore)
(formerly known as "Linair Technologies Limited")
(Company Registration Number: 199505699D)

Directors:

Neo Gim Kiong (*Non-Executive Chairman and
Lead Independent Non-Executive Director*)
Loh Yih (*Executive Director and Managing Director*)
Wong Kok Chye (*Executive Director and Group Chief Operating Officer*)
Low Ka Choon Kevin (*Independent Non-Executive Director*)
Ho Ta-Huang (*Non-Independent Non-Executive Director*)

Registered Office:

33 Mactaggart Road
#04-00
Singapore 368082

5 April 2023

To: The Shareholders of Acesian Partners Limited

- (A) THE PROPOSED RENEWAL OF THE SHARE BUY BACK MANDATE;**
(B) THE PROPOSED RENEWAL OF THE INTERESTED PERSON TRANSACTIONS MANDATE.

Dear Sir/Madam,

1. INTRODUCTION

1.1 The Directors refer to (a) the notice of AGM dated 5 April 2023 ("**Notice of AGM**") accompanying the Annual Report, convening the AGM to be held on 27 April 2023 and (b) Ordinary Resolutions No. 6 and 7 under the heading of "Special Business" set out in the Notice of AGM: The Directors propose to seek Shareholders' approval for the following corporate actions at the AGM:

- (a) the proposed renewal of the Share Buy Back Mandate;
- (b) the proposed renewal of the interested person transactions mandate (the "**IPT Mandate**").

1.2 The purpose of this Circular is to explain the reasons for, and provide the Shareholders with, relevant information pertaining to the aforesaid proposals to be tabled at the AGM and to seek Shareholders' approval for the resolutions relating to the same.

The SGX-ST assume no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made, or reports contained in this Circular.

LETTER TO SHAREHOLDERS

2. THE PROPOSED RENEWAL OF THE SHARE BUY BACK MANDATE

Shareholders had adopted the Share Buy Back Mandate at the annual general meeting of the Company held on 30 April 2014, to authorise the Directors to purchase or otherwise acquire Shares on the terms of the Share Buy Back Mandate. The Share Buy Back Mandate was subsequently renewed at the annual general meetings of the Company held on 22 April 2015, 28 April 2016, 28 April 2017, 26 April 2018, 26 April 2019, 25 June 2020, 27 April 2021 and 27 April 2022. The authority conferred by the Share Buy Back Mandate passed at the Company's annual general meeting on 27 April 2022 will expire on the date of the AGM or the date on which the AGM is required by law to be held, whichever is earlier. Accordingly, Shareholders' approval is being sought for the renewal of the Share Buy Back Mandate at the forthcoming AGM.

2.1 Authority and Limits of the Share Buy Back Mandate

The Share Buy Back Mandate, if renewed, will authorise the Directors, from time to time, to purchase Shares either through market purchases ("**Market Purchases**") or off-market purchases on an equal access scheme ("**Off-Market Purchases**") as defined in Section 76C of the Companies Act of up to a maximum of 10 per cent of the total number of issued Shares as at the date of the AGM at which the Share Buy Back Mandate is renewed, at such price up to but not exceeding the Maximum Price (as defined below). For the purpose of calculating the percentage of issued Shares above, any Shares which are held as Treasury Shares and subsidiary holdings will be disregarded.

For illustrative purposes only, based on the total number of issued Shares as at the **Latest Practicable Date**, being 481,245,598 Shares (excluding Treasury Shares and subsidiary holdings, if any), and assuming that no further Shares are issued or purchased and kept as Treasury Shares on or prior to the AGM, no more than 48,124,559 Shares representing 10.0% of the Shares (excluding Treasury Shares and subsidiary holdings, if any) as at the date of the AGM may be bought by the Company pursuant to the Share Buy Back Mandate.

The purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors.

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

- (a) in the case of a Market Purchase, 105% of the Average Closing Price (as defined hereinafter); and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price (as defined hereinafter),

(the "**Maximum Price**") in either case, excluding related expenses of the purchase.

For the above purposes, (i) "**Average Closing Price**" means the average of the closing market prices of the Shares over the last five market days, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant 5-day period and the day on which the purchases are made; and (ii) "**day of making of the offer**" means the day on which the Company announces its intention to make an Off-Market Purchase from Shareholders, stating the purchase price (which shall not be more than Maximum Price calculated on the foregoing basis) for each share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

LETTER TO SHAREHOLDERS

If renewed, the Share Buy Back Mandate will take effect from the date of the AGM and continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting is required by law to be held, whichever is earlier, unless prior thereto, share purchases are carried out to the full extent mandated or the Share Buy Back Mandate is revoked or varied by the Company in a general meeting.

2.2 Manner of Purchase of Shares

Purchases of Shares may be made by way of, *inter alia*:

- (a) Market Purchase, transacted on the SGX-ST through the SGX-ST trading system or, as the case may be, any other stock exchange on which the Shares may for the time being listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose of the purchase; and/or
- (b) Off-Market Purchase (if effected otherwise than on the SGX-ST trading system) in accordance with any equal access scheme(s) as defined under Section 76C of the Companies Act and 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 Companies Act and the Catalist Rules.

The Directors may impose such terms and conditions which are not inconsistent with the Share Buy Back Mandate, the Catalist Rules and the Companies Act as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. An Off-Market Purchase must, however, satisfy all the following conditions:

- (i) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (ii) all of those persons shall be given a reasonable opportunity to accept the offers made; and
- (iii) the terms of all the offers shall be the same, except that there shall be disregarded:
 - (a) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;
 - (b) (if applicable) differences in consideration attributable to the fact that the offers relates to Shares with different amounts remaining unpaid; and
 - (c) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

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

- (a) the terms and conditions of the offer;
- (b) the period and procedures for acceptances;
- (c) the reasons for the proposed Share buy back;
- (d) the consequences, if any, of Share buy back by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (e) whether the Share buy back, if made, would have any effect on the listing of the Company's equity securities on Catalist;

LETTER TO SHAREHOLDERS

- (f) details of any Share buy back made by the Company in the previous 12 months (whether through Market Purchases or Off-Market Purchases in accordance with an equal access scheme), including the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such purchases, where relevant, and the total consideration paid for such purchases; and
- (g) whether the Shares purchased by the Company will be cancelled or kept as Treasury Shares.

2.3 Rationale

The Share Buy Back Mandate will give the Directors the flexibility to purchase or acquire the Shares of the Company if and when circumstances permit. The Directors believe that the Share Buy Back Mandate will provide the Company and its Directors with a mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements, in an expedient and cost-efficient manner. It also allows the Directors to exercise greater control over the Company's share capital structure, dividend payout and cash reserves.

The buy back of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the EPS of the Company, and will only be made when the Directors believe that such buy back would benefit the Company and its Shareholders.

Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Buy Back Mandate will only be made when the Directors believe that such purchases or acquisitions would be made in circumstances which would not result in a material adverse effect on the liquidity and/or the orderly trading of the Shares and/or the financial position of the Company or the Group.

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 authorised.

2.4 Source of Funds for Share Buy Back

In buying back Shares, the Company may only apply funds legally available for such purchase in accordance with its Constitution, and the applicable laws in Singapore. The Company may not buy Shares on Catalist for a consideration other than cash or, in the case of a Market Purchase, for settlement otherwise than in accordance with the trading rules of the SGX-ST.

The buy back of Shares by the Company may be made out of the Company's distributable profits or capital so long as the Company is solvent. In determining that the Company is solvent, the Directors must have regard to the most recently audited financial statements, other relevant circumstances, and may rely on valuations or estimates of assets or liabilities. In determining the value of contingent liabilities, the Directors may take into account the likelihood of the contingency occurring, as well as any counter-claims by the Company.

Pursuant to Section 76F(4) of the Act, the Company is solvent if the following conditions are satisfied on the date of payment for the 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

LETTER TO SHAREHOLDERS

- (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).

When Shares are purchased or acquired, and cancelled:

- (d) if the Shares are purchased or acquired entirely out of the capital of the Company, the Company shall reduce the amount of its share capital by the total amount of the purchase price paid by the Company for the Shares (including brokerage, stamp duties, applicable goods and services tax, clearance fees and other related expenses) (the "**Purchase Price**");
- (e) if the Shares are purchased or acquired entirely out of profits of the Company, the Company shall reduce the amount of its profits by the total amount of the Purchase Price; or
- (f) where the Shares are purchased or acquired out of both the capital and the profits of the Company, the Company shall reduce the amount of its share capital and profits proportionately by the total amount of the Purchase Price.

The Company may use internal resources and/or external borrowings to finance purchases of its Shares pursuant to the Share Buy Back Mandate.

The Directors do not propose to exercise the Share Buy Back Mandate in a manner and to such extent that the liquidity (for example, share trading volume), listing status and capital adequacy position of the Company and its subsidiaries (the "**Group**") would be materially adversely affected.

The purchase or acquisition of Shares pursuant to the Share Buy Back Mandate will only be undertaken if the Directors believe it can benefit the Company, the Group and Shareholders.

2.5 Status of Purchased Shares

2.5.1 Cancellation

Any Share which is purchased or acquired by the Company shall, unless held as Treasury Shares to the extent permitted under the Companies Act, be deemed cancelled immediately on purchase or acquisition, and all rights and privileges attached to that Share will expire on cancellation.

All Shares purchased or acquired by the Company (other than Treasury Shares held by the Company to the extent permitted under the Companies Act) and cancelled will be automatically de-listed by the SGX-ST, and certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of any such purchase or acquisition.

Accordingly, 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.

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

LETTER TO SHAREHOLDERS

2.5.2 Treasury Shares

Under the Companies 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 Companies Act are summarized below:

(i) Maximum Holdings

The number of Shares held as Treasury Shares cannot at any time exceed 10% of the total number of issued Shares ("**Treasury Shares Limit**").

(ii) 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 of the Company's assets 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 allowed. A subdivision or consolidation of any Treasury Shares into Treasury Shares of a smaller amount is also allowed so long as the total value of the Treasury Shares after the subdivision or consolidation is the same as before.

(iii) Disposal and Cancellation

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

- (a) sell the Treasury Shares for cash;
- (b) transfer the Treasury Shares for the purposes of or pursuant to any share scheme, whether for employees, directors or other persons;
- (c) transfer the Treasury Shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the Treasury Shares; or
- (e) sell, transfer or otherwise use the Treasury Shares for such other purposes as may be prescribed by the Minister for Finance.

(iv) Announcement under the Catalist Rules

Under Rule 704(31) of the Catalist Rules, the Company must immediately announce any sale, transfer, cancellation and/or use of Treasury Shares stating the following:

- (a) Date of the sale, transfer, cancellation and/or use;
- (b) Purpose of such sale, transfer, cancellation and/or use;
- (c) Number of treasury shares sold, transferred, cancelled and/or used;
- (d) Number of treasury shares before and after such sale, transfer, cancellation and/or use;
- (e) 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
- (f) Value of the treasury shares if they are used for a sale or transfer, or cancelled.

LETTER TO SHAREHOLDERS

As at the Latest Practicable Date, the Company has 17,252,900 Treasury Shares. Where Shares purchased pursuant to the Share Buy Back Mandate are held as Treasury Shares, the number of such Shares to be held as Treasury Shares, when aggregated with the existing Treasury Shares held, shall not, subject to the Act, exceed the Treasury Shares Limit at any time.

2.6 Illustrative Financial Effects of the Share Buy-Back Mandate

2.6.1 Source of Funds

The financial impact on the Group arising from purchases or acquisition 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 retained profits of the Company, the aggregate number of Shares purchased or acquired, the consideration paid for such Shares and whether the Shares purchased or acquired are held as Treasury Shares or cancelled.

Shareholders should note that the financial effects illustrated below are for illustration purposes only. In particular, it is important to note that the financial analysis set out below are based on the audited consolidated financial statements for financial year ended 31 December 2022 (“**FY2022**”) and are not necessarily representative of future financial performance of the Group. Although the proposed Share Buy Back Mandate would authorise the Company to buy back up to 10% of the Company’s Shares, the Company may not necessarily buy back or be able to buy back 10% of the Shares in full.

2.6.2 Financial Effects of the Share Buy Back Mandate

It is not possible for the Company to realistically calculate or quantify the impact of purchases that may be made pursuant to the Share Buy Back Mandate on the financial effects as it would depend on factors such as the aggregate number of Shares purchased or acquired, the Purchase Prices paid at the relevant time, and the amount (if any) borrowed by the Company to fund the purchases, whether the purchase or acquisition is made out of profits or capital, and whether the Shares purchased are held in treasury or cancelled.

The Purchase Price paid by the Company for the Shares (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

The Directors do not propose to exercise the Share Buy Back Mandate to such an extent that it would have a material adverse effect on the working capital requirements of the Group. The purchase of the Shares 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 the prevailing market conditions.

The proposed Share Buy Back Mandate will be exercised with a view to enhance the earnings and/or net tangible assets (“**NTA**”) value per Share of the Group. The financial effects presented in this Section of this Addendum are based on the assumptions set out below:

(a) *Information as at the Latest Practicable Date*

As at the Latest Practicable Date, the Company has 481,245,598 issued Shares (excluding Treasury Shares and subsidiary holdings, if any).

LETTER TO SHAREHOLDERS

(b) *Illustrative Financial Effects*

Purely for illustrative purposes, on the basis of 481,245,598 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are held by the Company as Treasury Shares on or prior to the AGM, the purchase by the Company of 10% of its Shares will result in the purchase of 48,124,559 Shares.

In the case of Market Purchases by the Company and assuming that the Company purchases or acquires 48,124,559 Shares at the Maximum Price of S\$0.062 for each Share (being the price equivalent to 105% of the Average Closing Price of the Shares for the five consecutive Market Days on which the Shares were traded on Catalist immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 48,124,559 Shares is approximately S\$2,983,723.

In the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 48,124,559 Shares at the Maximum Price of S\$0.071 for each Share (being the price equivalent to 120% of the Average Closing Price of the Shares for the five consecutive Market Days on which the Shares were traded on Catalist immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 48,124,559 Shares is approximately S\$3,416,844.

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

- (i) the Share Buy Back Mandate had been effective on 1 January 2022; and
- (ii) such Share purchases are funded solely by internal resources,

the financial effects of the share buy back on the audited consolidated financial results of the Group for FY2022 assuming the share purchases are fully funded by internal resources, are set out below:-

LETTER TO SHAREHOLDERS

(i) **Purchases made entirely out of distributable profits or capital and held as Treasury Shares**

(a) **Market Purchases**

As at 31 December 2022	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
	Group		Company	
	(\$'000)	(\$'000)	(\$'000)	(\$'000)
Shareholders' Funds	15,623	12,639	11,057	8,073
Net Tangible Assets	15,623	12,639	11,057	8,073
Current Assets	26,738	23,754	12,104	9,120
Current Liabilities	12,738	12,738	2,427	2,427
Number of Shares ('000)	481,246	433,121	481,246	433,121
Treasury Shares ('000)	17,253	48,125	17,253	48,125

Financial Ratios

NTA per share (cents)	3.25	2.92	2.30	1.86
Current Ratio (times)	2.10	1.86	4.99	3.76
Basic EPS (cents) ⁽¹⁾	1.644	1.826	0.991	1.101

(b) **Off-Market Purchases**

As at 31 December 2022	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
	Group		Company	
	(\$'000)	(\$'000)	(\$'000)	(\$'000)
Shareholders' Funds	15,623	12,206	11,057	7,640
Net Tangible Assets	15,623	12,206	11,057	7,640
Current Assets	26,738	23,321	12,104	8,687
Current Liabilities	12,738	12,738	2,427	2,427
Number of Shares ('000)	481,246	433,121	481,246	433,121
Treasury Shares ('000)	17,253	48,125	17,253	48,125

Financial Ratios

NTA per share (cents)	3.25	2.82	2.30	1.76
Current Ratio (times)	2.10	1.83	4.99	3.58
Basic EPS (cents) ⁽¹⁾	1.644	1.826	0.991	1.101

LETTER TO SHAREHOLDERS

(ii) *Purchases made out of capital or distributable profits and cancelled*

(a) *Market Purchases*

As at 31 December 2022	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
	Group		Company	
	(S\$'000)	(S\$'000)	(S\$'000)	(S\$'000)
Shareholders' Funds	15,623	12,639	11,057	8,073
Net Tangible Assets	15,623	12,639	11,057	8,073
Current Assets	26,738	23,754	12,104	9,120
Current Liabilities	12,738	12,738	2,427	2,427
Number of Shares ('000)	481,246	433,121	481,246	433,121
Treasury Shares ('000)	17,253	–	17,253	–

Financial Ratios

NTA per share (cents)	3.25	2.92	2.30	1.86
Current Ratio (times)	2.10	1.86	4.99	3.76
Basic EPS (cents) ⁽¹⁾	1.644	1.826	0.991	1.101

(b) *Off-Market Purchases*

As at 31 December 2022	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
	Group		Company	
	(S\$'000)	(S\$'000)	(S\$'000)	(S\$'000)
Shareholders' Funds	15,623	12,206	11,057	7,640
Net Tangible Assets	15,623	12,206	11,057	7,640
Current Assets	26,738	23,321	12,104	8,687
Current Liabilities	12,738	12,738	2,427	2,427
Number of Shares ('000)	481,246	433,121	481,246	433,121
Treasury Shares ('000)	17,253	–	17,253	–

Financial Ratios

NTA per share (cents)	3.25	2.82	2.30	1.76
Current Ratio (times)	2.10	1.83	4.99	3.58
Basic EPS (cents) ⁽¹⁾	1.644	1.826	0.991	1.101

Note:

- (1) Based on the weighted average number of Shares in issue as at the Latest Practicable Date of 481,245,598 and adjusted for Shares purchase of 48,124,559 Shares.

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The financial effects set out above are for illustrative purposes only. In particular, it is important to note that the above analysis is based on the audited financial statements of the Company and the Group for FY2022, and is not necessarily representative of the future financial performance of the Company or the Group. Although the Share Buy Back Mandate if renewed would authorise the Company to purchase up to 10% of the issued Shares, the Company may not necessarily purchase or be able to purchase the entire 10% of the issued Shares. 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 purchase or acquisition before execution. Although the Share Buy-back Mandate would authorise the Company to purchase or acquire up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 10% of the total number of its issued Shares (excluding treasury shares and subsidiary holdings). In addition, the Company may cancel all or part of the Shares purchased or acquired or hold all or part of the Shares purchased or acquired in treasury.

2.7 Take-over Implications under the Singapore Code on Takeovers and Mergers

Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note. The take-over implication arising from any purchase or acquisition by the Company of its Shares are set out below:

2.7.1 Obligation to make a Take-over Offer

Pursuant to the Take-over Code, an increase of a shareholder's proportionate interest in the voting rights of the Company 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 ("**Rule 14**").

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

2.7.2 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 Take-over Code presumes, *inter alia*, the following individuals and companies to be persons acting in concert with each other:

- (a) the following companies:
 - (i) a company;
 - (ii) the parent company of (i);
 - (iii) the subsidiaries of (i);
 - (iv) the fellow subsidiaries of (i);
 - (v) the associated companies of any of (i), (ii), (iii) or (iv);

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- (vi) companies whose associated companies include any of (i), (ii), (iii), (iv) or (v); and
- (vii) 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; and
- (b) 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).
- (c) a company with any of its pension funds and employee share schemes;
- (d) 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;
- (e) 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, and all the funds which the adviser manages on a discretionary basis, where the shareholdings of the adviser and any of those funds in the client total 10% or more of the client's equity share capital;
- (f) 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;
- (g) partners; and
- (h) the following persons and entities:-
 - (i) an individual;
 - (ii) the close relatives of (i);
 - (iii) the related trusts of (i);
 - (iv) any person who is accustomed to act in accordance with the instructions of (i); and
 - (v) companies controlled by any of (i), (ii), (iii) or (iv); and
 - (vi) 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 twenty per cent (20%) but not more than fifty per cent (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 mandatory take-over offer under Rule 14 after a purchase or acquisition of Shares by the Company are set out in Appendix 2 of the Take-over Code.

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2.7.3 Effect of Rule 14 and Appendix 2 of the Take-over Code

In general terms, the effect of Rule 14 and Appendix 2 to the Take-over Code is that, unless exempted, the Directors and their concert parties will incur an obligation to make a mandatory take-over offer under Rule 14 if, as a result of any purchase or acquisition by the Company of its Shares:

- (a) the voting rights of such Directors and their concert parties would increase to 30.0% or more; or
- (b) in the event that such Directors and their concert parties hold between 30.0% and 50.0% of the Company's voting rights, if the voting rights of such Directors and their concert parties would increase by more than 1.0% in any period of six (6) months.

In calculating the percentages of voting rights of such Directors and their concert parties, Treasury Shares shall be excluded.

When a group acting in concert holds over 50.0% of the voting rights, no obligations would normally arise from acquisitions by any member of the group. However, the Securities Industry Council ("SIC") may, subject to various considerations as set out in Note 5 to Rule 14.1 of the Take-over Code, regard as giving rise to an obligation to make an offer any acquisition by a single member or sub-group of the group acting in concert of voting rights sufficient to increase his or its holding to 30.0% or more, if he or it already hold between 30.0% to 50.0%, by more than 1.0% in any six (6) month period.

Under Appendix 2 to the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder would increase to 30.0% or more, or, if such Shareholder holds between 30.0% and 50.0% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1.0% in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the ordinary resolution authorising the Share Buyback Mandate.

If the Company decides to cease the Share buy backs before it has purchased in full such number of Shares authorised by its Shareholders at the AGM, the Company will promptly inform its Shareholders of such cessation. This will assist Shareholders to determine if they can buy any more Shares without incurring an obligation under Rule 14.

2.7.4 Application of the Take-Over Code

As at the Latest Practicable Date, Mr. Loh Yih and Cavangh Group Pte. Ltd. collectively hold 30.81% of the total Shares of the Company. Mr. Loh Yih holds 100% of the shares in Cavangh Group Pte. Ltd. and is deemed to be interested in the 47,380,000 Shares of the Company held by Cavangh Group Pte. Ltd.

Based on the shareholdings of Mr. Loh Yih, Cavangh Group Pte. Ltd. and parties acting in concert with them as at the Latest Practicable Date, and assuming that:

- (a) there is no change in their holdings of Shares between the Latest Practicable Date and the date of the resolution to be passed in relation to the Share Buy Back Mandate (being the date of the AGM); and
- (b) no new Shares are issued by the Company between the Latest Practicable Date and the date of the resolution to be passed in relation to the Share Buy Back Mandate (being the date of the AGM),

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the respective holdings of Shares of Mr. Loh Yih, Cavangh Group Pte. Ltd. and parties acting in concert with them as at the date of the resolution to be passed in relation to the Share Buy Back Mandate (being the date of the AGM) and after the purchase or acquisition by the Company of 10.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) pursuant to the Share Buy Back Mandate are as follows:

Shareholder	Number of shares and voting rights as at the Latest Practicable Date (%)	Percentage of shares and voting rights as at the date of this letter (%) ⁽¹⁾	Percentage of shares and voting rights after maximum share purchase permitted under Share Buy Back Mandate (%) ⁽²⁾
Loh Yih	100,877,558	20.96	23.29
Cavangh Group Pte. Ltd.	47,380,000	9.85	10.94
Total	148,257,558	30.81	34.23

Notes:

- (1) The percentage of shares and voting rights is based on the existing number of 481,245,598 Shares.
- (2) The percentage of shares and voting rights is based on the total number 433,121,039 Shares assuming a full repurchase of 10% of the shares of the Company pursuant to the Share Buy Back Mandate.

Assuming that there is no change in the number of Shares held or deemed to be held by Mr. Loh Yih, Cavangh Group Pte. Ltd. and parties acting in concert with them from the Latest Practicable Date, in the event that the Company undertakes Share buy backs of up to 10.0% of the total number of issued Shares (excluding treasury shares) as permitted by the Share Buy Back Mandate, the total shareholding interest of Mr. Loh Yih, Cavangh Group Pte. Ltd. and parties acting in concert with them would increase by 1.0% or more in any period of 6 months as a result of the exercise of the Share Buy Back Mandate. As a consequence, Mr. Loh Yih and parties acting in concert with him (including Cavangh Group Pte. Ltd.) would be required to make a mandatory take-over offer for the Shares held by the other Shareholders under Rule 14.

2.7.5 Conditions for Exemption from Take-Over Code

Mr. Loh Yih and parties acting in concert with him (including Cavangh Group Pte. Ltd.) will be exempted from the requirement to make an offer for the Shares held by the other Shareholders pursuant to Rule 14 as a result of the Company purchasing or acquiring the Shares pursuant to the Share Buy Back Mandate, subject to the following conditions pursuant to Section 3(a) of Appendix 2 of the Take-over Code:

- (a) this Circular to Shareholders contains advice to the effect that by voting for the Share Buy Back Mandate, Shareholders are waiving their right to a general offer at the required price from Mr. Loh Yih and parties acting in concert with him (including Cavangh Group Pte. Ltd.), and the names of Mr. Loh Yih and persons acting in concert with them (including Cavangh Group Pte. Ltd.), their voting rights at the time of the resolution for the Share Buyback Mandate (which is the date of the AGM) and after the Share buy backs are disclosed in this Circular;
- (b) the resolution to authorise the Share Buy Back Mandate is approved by a majority of those Shareholders present and voting at the AGM on a poll who could not become obliged to make an offer as a result of the Share Buybacks;

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- (c) Mr. Loh Yih, Cavangh Group Pte. Ltd. and parties acting in concert with them to abstain from voting for and/or recommending Shareholders to vote in favour of the resolution to authorise the Share Buy Back Mandate;
- (d) within 7 days after the passing of the resolution to authorise the Share Buy Back Mandate, Mr. Loh Yih shall submit to the SIC a duly signed form as prescribed by the SIC;
- (e) Mr. Loh Yih, Cavangh Group Pte. Ltd. and parties acting in concert with them are 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:-
 - (i) the date on which the authority of the Share Buy Back Mandate expires; and
 - (ii) the date on which the Company announces it has bought back such number of Shares as authorised by Shareholders at the AGM or it has decided to cease buying back its Shares, as the case may be,

if such acquisitions, taken together with the Share buy backs, would cause their aggregate voting rights to increase by more than 1% in the preceding 6 months.

As such, if the aggregate voting rights held by Mr. Loh Yih and parties acting in concert with him (including Cavangh Group Pte. Ltd.) increase by more than 1% in any period of 6 months solely as a result of the purchase or acquisition of Shares by the Company pursuant to the Share Buy Back Mandate, and none of them has acquired any Shares during the period set out in paragraph 2.7.5(e), then Mr. Loh Yih and parties acting in concert with him (including Cavangh Group Pte. Ltd.) would be eligible for the exemption from the requirement to make a general offer under Rule 14, or where such exemption had been granted, would continue to enjoy the exemption.

If the Company has purchased or acquired such number of its Shares as authorised by its Shareholders at the AGM or has ceased to purchase or acquire its Shares and the aggregate voting rights held by Mr. Loh Yih and parties acting in concert with him (including Cavangh Group Pte. Ltd.) at such time have increased by more than 1% in any period of 6 months as a result of the exercise of the Share Buy Back Mandate, Mr. Loh Yih and parties acting in concert with him (including Cavangh Group Pte. Ltd.) will incur a general offer obligation for the Company if they acquire additional voting rights in the Company (other than as a result of the Share buy backs) before the date of the Company's next AGM.

2.7.6 Submission of Form 2

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 from the requirement to make a general offer under Rule 14 as a result of the Share buy backs pursuant to the exercise of the Share Buy Back Mandate.

As at the Latest Practicable Date, Mr. Loh Yih has informed the Company that he will be submitting Form 2 to the SIC within seven (7) days after the passing of the resolution approving the renewal of the Share Buy Back Mandate at the forthcoming AGM.

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2.7.7 Advice to Shareholders

Shareholders should note that by voting to approve the Share Buy Back Mandate, they are waiving their right to a general offer by Mr. Loh Yih and parties acting in concert with him (including Cavangh Group Pte. Ltd.) in the circumstances set out above. Such a general offer, if required to be made and had not been exempted by the SIC, would have to be made in cash or be accompanied by a cash alternative at not less than the highest price (excluding related expenses) paid by Mr. Loh Yih and parties acting in concert with him for any Shares within the preceding six (6) months.

Save as disclosed above, the Directors are not aware of any facts or factors which suggest or imply that any particular person(s) and/or Shareholder(s) are, or may be regarded as, parties acting in concert such that their respective interests in voting shares in the capital of the Company should or ought to be consolidated, and become obligated to make a mandatory offer under Rule 14 of the Take-over Code as a result of a purchase or acquisition of Shares by the Company pursuant to the Share Buy Back Mandate.

The statements in this Circular do not purport to be a comprehensive or exhaustive description of all implications that may arise under the Take-over Code. **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 their professional advisers, the SIC and/or other relevant authorities at the earliest opportunity.**

2.8 Taxation

Shareholders who are in doubt as to their respective tax positions or any such tax implications or who may be subject to tax in a jurisdiction other than Singapore should consult their own professional advisors.

2.9 Interested Persons

The Company is prohibited from knowingly buying Shares on Catalist from an “interested person” as defined in the Catalist Rules, that is, a Director, the chief executive officer of the Company or controlling shareholder of the Company or any of their Associates, and an interested person is prohibited from knowingly selling his Shares to the Company.

2.10 Reporting Requirements

Within 30 days of passing of a Shareholders’ resolution to approve the purchases of Shares by the Company, the Company shall lodge a copy of the resolution with ACRA.

In addition, within 30 days of the cancellation or disposal of treasury shares in accordance with the provisions of the Companies Act, the Company will lodge with ACRA a notice of cancellation or disposal of treasury shares with such information as may be prescribed from time to time.

2.11 Catalist Rules

2.11.1 As at the Latest Practicable Date, 183,067,540 shares representing 38.04% of the issued share capital of the Company are held in the hands of the public. Assuming that the Company exercises the Share Buy-back Mandate in full and purchases the maximum of 48,124,559 Shares, being 10 per cent of the total number of issued Shares (excluding Treasury Shares and subsidiary holdings, if any) as at the Latest Practicable Date from members of the public by way of a Market Purchase, the resultant number of shares held by the public would be approximately 134,942,981 Shares, representing approximately 31.16% of the total number of issued Shares.

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Accordingly, the Company is of the view that there is a sufficient number of the Shares in issue held by public Shareholders which would permit the Company to undertake purchases or acquisitions of its Shares through Market Purchases up to the full 10% limit pursuant to the Share Buy Back Mandate without adversely affecting the listing status of the Shares on Catalist, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to adversely affect orderly trading.

- 2.11.2 Under the Catalist Rules, a listed company may only purchase shares by way of a market acquisition at a price which is not more than 5% above the average closing market price. The term average closing market price is defined as the average of the closing market prices of shares over the last 5 market days, on which transactions in the shares were recorded, before the day on which purchases are made, and deemed to be adjusted for any corporate action that occurs during the relevant 5 day period and the day on which the purchases are made. The Maximum Price for a Share in relation to Market Purchases by the Company, referred to in Section 2.1 of this Circular, conforms to this restriction.

The company does not have any limits on Shareholders (both local and foreign).

Additionally, the Catalist Rules also specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m.:

- (a) in the case of a Market Purchase, on the Market Day following the day of purchase of any of its shares; and
- (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer.

Such announcement shall include, *inter alia*, details of the total number of shares authorised for purchase, the date of purchase, the total number of shares purchased, the number of share cancelled or kept as treasury shares, the Purchase Price per share or the highest price and lowest price per share (as applicable), the total consideration paid for the shares and the number of issued shares after purchase, in the form prescribed under Appendix 8D of the Catalist Rules.

While the Catalist Rules does not expressly prohibit any purchase of shares by a listed company during any particular time, because the listed company would be regarded as an “insider” in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Buy Back Mandate at any time after any matter or development of a price-sensitive nature has occurred or has been the subject of consideration and/or a decision of the Board until such price-sensitive information has been publicly announced. Further, in conformity with the best practices on dealing with securities under the Catalist Rules, the Company will not purchase or acquire any Shares through Market Purchases during the period commencing one month immediately preceding the announcement of the Company’s interim (half-year) results and the annual (full-year) results.

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2.12 Details of the Shares Bought by the Company in the Previous 12 Months

Information of the share buybacks carried out by the Company during the 12-month period preceding the Latest Practicable Date is set out below.

Date of Transaction	Type of Transaction	Total Number of Shares Acquired	Price Paid per Share (S\$)	Highest Price per Share (S\$)	Lowest Price per Share (S\$)	Total Consideration (S\$)
9 November 2022	Market Purchase	5,127,700	–	0.039	0.037	196,339.61
18 January 2023	Market Purchase	7,195,900	–	0.043	0.040	301,143.02
9 March 2023	Market Purchase	4,929,300	–	0.056	0.055	274,473.60

3. THE PROPOSED RENEWAL OF THE IPT MANDATE

3.1 Background

Shareholders had previously adopted the IPT Mandate at an extraordinary general meeting of the Company held on 28 October 2015 (the “**2015 EGM**”), such adoption being expressed to take effect until the conclusion of the Company’s forthcoming AGM. The particulars of the interested person transactions in respect of which the IPT Mandate is sought to be renewed, including the rationale for the renewal and the review procedures implemented by the Company to ensure that the interested person transactions with the Interested Persons covered by the renewed IPT Mandate will be transacted on normal commercial terms, are set out in this Circular for the easy reference of the Shareholders.

3.2 Annual Renewal of the IPT Mandate

The rationale of the IPT Mandate, the scope of the IPT Mandate, the benefit to Shareholders, the classes of Interested Persons, the particulars of the Interested Person Transactions and the review procedures for Interested Person Transactions in respect of which the IPT Mandate is sought to be renewed remain unchanged and are set out in the Appendix to this Circular.

Approval from Shareholders will be sought for the renewal of the IPT Mandate at the next annual general meeting and at each subsequent annual general meeting of the Company, subject to satisfactory review by the Audit Committee of its continued application to transactions with Interested Persons.

3.3 Chapter 9 of the Catalist Rules

Chapter 9 of the Catalist Rules governs transactions by the Company with the Interested Persons. When Chapter 9 of the Catalist Rules applies to a transaction and the value of that transaction alone or in aggregation with other transactions conducted with the same Interested Person during the financial year reaches, or exceeds, certain materiality thresholds, the Company is required to make an immediate announcement, or to make an immediate announcement and seek Shareholders’ approval for that transaction.

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3.4 Shareholders' Approval

Except for certain transactions which, by reason of the nature of such transactions, are not considered to put the Company at risk to the Interested Persons and hence are excluded from the ambit of Chapter 9 of the Catalist Rules, immediate announcement and/or Shareholders' approval as the case may be would be required in respect of Interested Person Transactions if certain financial thresholds (which are based on the value of the transactions as compared with the Group's latest audited NTA) are reached or exceeded. In particular, Shareholders' approval is required for an Interested Person Transaction of a value equal to, or which exceeds:

- (a) 5% of the Group's latest audited NTA; or
- (b) 5% of the Group's latest audited NTA, when aggregated with other transactions entered into with the same Interested Person during the same financial year.

Based on the latest audited consolidated accounts of the Group for the financial year ended 31 December 2022, the consolidated NTA of the Group was approximately S\$15,622,615. For the purposes of Chapter 9 of the Catalist Rules, 5% of the latest audited NTA of the Group for the financial year ended 31 December 2022 would be approximately S\$781,131.

3.5 General Mandate

Chapter 9 of the Catalist Rules permits the Company, however, to seek a mandate from the Shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials (but not in respect of the purchase or sale of assets, undertakings or businesses) that may be carried out with the Interested Persons.

3.6 Audit Committee's Statement

Pursuant to Rule 920(1)(c) of the Catalist Rules, the Audit Committee confirms that:-

- (i) the review procedures for Interested Person Transactions set out in the Appendix of this Circular (the "**Review Procedures**") have not changed since Shareholders approved the Shareholders' Mandate at the 2015 EGM; and
- (ii) the Review Procedures are sufficient to ensure that the Interested Person Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

If, during the periodic reviews by the Audit Committee, the Audit Committee is of the view that the Review Procedures are inadequate or inappropriate to ensure that the Interested Person Transactions will be on normal commercial terms, and will be prejudicial to the interests of the Company and its minority Shareholders, or in the event of any amendment to Chapter 9 of the Catalist Rules, it will in consultation with the Board take such action as it deems proper in respect of such procedures and/or modify or implement such procedures as may be necessary and direct the Company to revert to Shareholders for a fresh mandate based on new guidelines and procedures for transactions with interested persons to ensure that Interested Person Transactions will be on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

3.7 Disclosure of Interested Persons Transactions pursuant to Shareholders' Mandate

The Company will announce the aggregate value of transactions conducted with Interested Persons pursuant to the Shareholders' Mandate for the half yearly and full year financial periods which the Company is required to report on pursuant to the Catalist Rules and within the time required for the announcement of such report.

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Disclosure will also be made in the Company's Annual Report of the aggregate value of transactions conducted with Interested Persons pursuant to the Shareholders' Mandate during the financial year, and in the Annual Reports for subsequent financial years that the Shareholders' Mandate continues to be in force, in accordance with the requirements of Chapter 9 of the Catalist Rules.

3.8 Categories of IPTs

The Group envisages that in the ordinary course of its business and due to increased business demands, a range of supply transactions between the Group and Chern Dar are likely to occur from time to time. Such transactions would include, but are not limited to the purchase of trade products (collectively, the "IPTs").

Chern Dar has been manufacturing and supplying the Group with certain stainless steel and galvanised steel products since around year 2001. These products include accessories such as angle flanges, pressed elbows and worm gears, which are not manufactured by the Group.

Chern Dar also manufactures and supplies to the Group stainless steel and galvanised steel products such as the ETFE coated straight ducts, reducers, blind plates and regulating dampers. The Group has made purchases of the aforementioned products from Chern Dar after taking into account the maximum manufacturing capacity of the Group's subsidiaries and their capacity limitations in fulfilling the increased orders of these products.

4 ABSTENTION FROM VOTING

4.1 Abstention from Voting on Ordinary Resolution 6

Mr. Loh Yih and parties acting in concert with him (including Cavangh Pte. Ltd.) shall abstain from voting on Ordinary Resolution 6 regarding the proposed renewal of the Share Buy Back Mandate at the AGM, and the Company shall disregard any votes cast by Mr. Loh Yih and parties acting in concert with him (including Cavangh Pte. Ltd.) on the said resolution. They shall also not accept appointment as proxies for Shareholders to vote on Ordinary Resolution 7, unless specific instructions have been given in the Proxy Form(s) on how the votes are to be cast in respect of such resolution.

4.2 Abstention from Voting on Ordinary Resolution 7

In accordance with Rule 919 and 920(1)(b)(viii) of the Catalist Rules, the interested person, namely, Chern Dar, will abstain, and will procure that each of its associates will abstain from voting in respect of each of their shareholdings in the Company on the resolution approving the proposed renewal of the IPT Mandate. Pursuant to Rule 1203(5) of the Catalist Rules, the Company will disregard any votes on the said resolution cast by Chern Dar and its associates or by any person required to abstain by the listing rule or pursuant to a court order where such court order is served on the Company.

Further, Chern Dar and Mr Ho Ta-Huang shall decline, and ensure that its or his associates decline to accept appointment as proxy/proxies to vote at the AGM for other Shareholders in respect of the resolution relating to the proposed renewal of the IPT Mandate unless the Shareholders concerned shall have given specific instructions as to the manner in which his votes are to be cast at the AGM.

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5 INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, the interests of the Directors and Substantial Shareholders in the Shares are set out below:

	Direct Interest (No. of Shares)	Deemed Interest (No. of Shares)	Total Interest (%) ⁽¹⁾
<u>Directors</u>			
Loh Yih ⁽²⁾	100,877,558	47,380,000	30.81
Wong Kok Chye ⁽³⁾	6,822,000	–	1.42
Ho Ta-Huang ⁽⁴⁾	–	45,583,000	9.47
Neo Gim Kiong	–	–	–
Low Ka Choon Kevin	–	–	–
Qiu Jun ⁽⁵⁾	–	–	–
<u>Substantial Shareholders</u>			
Cavangh Group Pte. Ltd.	47,380,000	–	9.85
Chern Dar Enterprise Co. Ltd ⁽⁶⁾	–	45,583,000	9.47
Goh Tiow Guan	50,900,000	–	10.58
Kelvin Kwok Ying Choy	46,615,500	–	9.69

Notes:

- (1) Calculated based on the Company's issued share capital of 481,245,598 Shares (excluding Treasury Shares and subsidiary holdings) as at the Latest Practicable Date.
- (2) Mr. Loh Yih holds 100% of the shares in Cavangh Group Pte. Ltd., and is deemed to be interested in the 47,380,000 Shares held by Cavangh Group Pte. Ltd..
- (3) Mr. Wong Kok Chye will not be seeking re-election as Director of the Company at the upcoming AGM. Accordingly, Mr. Wong Kok Chye will step down as Executive Director but remain as Group Chief Operating Officer immediately following the conclusion of the AGM.
- (4) Mr. Ho Ta-Huang is deemed to be interested in the 45,583,000 Shares held by Chern Dar Enterprise Co. Ltd.
- (5) Mr. Qiu Jun has ceased as Executive Director and Business Development Director (China) with effect from 27 March 2023.
- (6) The Shares held by Chern Dar Enterprise Co. Ltd are held in the name of Phillip Securities Pte Ltd.

6 STATEMENT OF THE AUDIT COMMITTEE

The Audit Committee, save for Mr Ho Ta-Huang, who will abstain from opining on the proposed renewal of the IPT Mandate, having considered, *inter alia*, the terms, the rationale and benefits of the proposed renewal of the IPT Mandate, is satisfied that the terms of the proposed renewal of the IPT Mandate, and the review procedures for interested person transactions, as well as the half year reviews to be made by the Audit Committee in relation thereto, if adhered to, are sufficient to ensure that the IPTs will be conducted on normal commercial terms and would not be prejudicial to the interests of the Company and its minority Shareholders. The Audit Committee confirms that the review procedures under the IPT Mandate have not changed since Shareholders approved its adoption at the Company's 2015 EGM.

7 DIRECTORS' RECOMMENDATION

7.1 The Renewal of the Share Buy Back Mandate

Save for Mr. Loh Yih, who has abstained from making any recommendation in respect of the proposed renewal of the Share Buy Back Mandate, the Directors are of the opinion that the proposed renewal of the Share Buy Back Mandate is in the best interests of the Company. Accordingly, the Directors (excluding Mr. Loh Yih) recommend that Shareholders vote in favour of the Ordinary Resolution 6 as set out in the Notice of AGM relating to the proposed renewal of the Share Buy Back Mandate.

LETTER TO SHAREHOLDERS

7.2 The Renewal of the IPT Mandate

As the Company's Non-Independent Non-Executive Director, Mr Ho Ta-Huang, is the founder and Chairman of Chern Dar, he has abstained from making any recommendations on the renewal of the IPT Mandate to be proposed at the AGM.

Save as disclosed above, none of the Directors have any interest, direct and indirect, in the proposed renewal of the IPT Mandate.

Having reviewed and considered the guidelines and review procedures in relation to the proposed renewal of the IPT Mandate, the rationale for and benefit of the proposed renewal of the IPT Mandate, the Directors (excluding Mr Ho Ta-Huang) are of the view that the proposed renewal of the IPT Mandate is in the best interests of the Company and recommend that the Shareholders vote in favour of the Ordinary Resolution 7 relating to the proposed adoption of the Renewal of the IPT Mandate, as set out in the Notice of AGM.

The Directors, in rendering their recommendation, have not had regard to the specific investment objectives, financial situation, tax position and/or unique needs and constraints of any Shareholder. As different Shareholders would have different investment objectives, the Directors recommend that any individual Shareholder who may require specific advice in relation to the proposed renewal of the IPT Mandate should consult his stockbroker, bank manager, solicitor, accountant or other professional advisers.

8 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 renewal of the Share Buy Back Mandate and the proposed renewal of the IPT 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 this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

9 DOCUMENTS AVAILABLE FOR INSPECTION

Subject to prevailing regulations, orders, advisories and guidelines relating to safe distancing which may be issued by the relevant authorities, copies of the following documents are available for inspection at the registered office of the Company at 33 Mactaggart Road, #04-00, Singapore 368082, during normal business hours, from the date of this Circular up to the date of the AGM:

- (a) the Constitution of the Company;
- (b) the Annual Report of the Company for FY2022; and
- (c) the Circular dated 5 April 2023.

Yours faithfully
For and on behalf of the Board of Directors of
ACESIAN PARTNERS LIMITED

Wong Kok Chye
Executive Director and Group Chief Operating Officer

APPENDIX

THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

1. CHAPTER 9 OF THE CATALIST RULES

- 1.1 Chapter 9 of the Catalist Rules governs transactions in which a listed company or any of its subsidiaries or associated companies (known as an “**entity at risk**”) enters into or proposes to enter into with a party who is an interested person of the listed company. The purpose is to guard against the risk that interested persons could influence the listed company, its subsidiaries or associated companies to enter into transactions with it that may adversely affect the interests of the listed company or its shareholders.
- 1.2 Under Chapter 9 of the Catalist Rules, where there is a transaction between an interested person and an entity at risk, and the value of the transaction alone or in aggregation with other transactions conducted with the same interested person during the financial year reaches or exceeds certain materiality thresholds (which are based on the listed company’s latest audited consolidated net tangible assets (“**NTA**”)), unless the transaction is excluded as described below, the listed company is required to make an immediate announcement, or to make an immediate announcement and seek its shareholder’s approval for the transaction.

In particular, an immediate announcement is required for an interested person transaction of a value equal to, or exceeding:

- (a) 3.0% of the listed company’s latest audited consolidated NTA; or
- (b) 3.0% of the listed company’s latest audited consolidated NTA, when aggregated with the values of all other transactions entered into with the same interested person (as construed under Chapter 9 of the Catalist Rules) during the same financial year.

Further, shareholders’ approval is required for an interested person transaction of a value equal to, or exceeding:

- (a) 5.0% of the listed company’s latest audited consolidated NTA; or
- (b) 5.0% of the listed company’s latest audited consolidated NTA, when aggregated with the values of all other transactions entered into with the same interested person (as construed under Chapter 9 of the Catalist Rules) during the same financial year.

These requirements do not apply to transactions that are below S\$100,000 in value or certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk to its interested person and hence are excluded from the ambit of Chapter 9 of the Catalist Rules.

As per Rule 906(3) of the Catalist Rules, if the group’s latest audited consolidated NTA is negative, the listed company should consult the SGX-ST on the appropriate benchmark to calculate the relevant threshold in Rule 906(1), which may be based on its market capitalisation.

As per Rule 906(4) of the Catalist Rules while transactions below \$100,000 are not normally aggregated under Rule 906(2), the SGX-ST may aggregate any such transaction entered into during the same financial year and treat them as if they were one transaction in accordance with Rule 902.

- 1.3 For illustrative purposes, based on the latest audited consolidated financial statements of the Company and the Group for the financial year ended 31 December 2022, the consolidated NTA of the Group was S\$15,622,615. Accordingly, in relation to the Group, for the purpose of Chapter 9 of the Catalist Rules, in the current financial year Shareholders’ approval is required where:
- (a) the interested person transaction is of a value equal to, or more than, approximately S\$781,131, being 5% of the latest audited consolidated NTA of the Group; or

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- (b) the interested person transaction, when aggregated with other transactions entered into with the same interested person during the same financial year, is of a value equal to, or more than, approximately S\$781,131.
- 1.4 Chapter 9 of the Catalist Rules, however, allows a listed company to seek a general mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials (but not for the purchase or sale of assets, undertakings or businesses) which may be carried out with the listed company's interested persons. A general mandate is subject to annual renewal.
- 1.5 For the purposes of Chapter 9 of the Catalist Rules:
- (a) an **"entity at risk"** means:
- (i) the listed company;
 - (ii) a subsidiary of the listed company that is not listed on the SGX-ST or on an approved exchange; or
 - (iii) an associated company of the listed company that is not listed on the SGX-ST or an approved exchange, provided that the listed company and/or its subsidiaries (the **"listed group"**), or the listed group and its interested person(s), has control over the associated company;
- (b) an **"interested person"** means a director, chief executive officer or controlling shareholder of the listed company or an associate of any such director, chief executive officer or controlling shareholder;
- (i) The SGX-ST may deem any person or entity to be an interested person if the person or entity has entered into, or proposes to enter into: (a) a transaction with an entity at risk; and (b) an agreement or arrangement with an interested person in connection with that transaction.
 - (ii) a **"primary interested person"** means a person or an entity in Catalist Rule 904(4)(a).
- (c) an **"associate"** in relation to an interested person who is a director, chief executive officer or controlling shareholder, includes an immediate family member (that is, the spouse, child, adopted child, step-child, sibling or parent) of such director, chief executive officer or controlling shareholder, the trustees of any trust of which the director/his immediate family, the chief executive officer/his immediate family or the controlling shareholder/his immediate family is a beneficiary, or in the case of a discretionary trust, is a discretionary object, and any company in which the director/his immediate family, the chief executive officer/his immediate family or the controlling shareholder/his immediate family has or have an aggregate interest (directly or indirectly) of 30% or more, and, where a controlling shareholder is a corporation, its subsidiary or holding company or fellow subsidiary or a company in which it and/or they have (directly or indirectly) an interest of 30% or more;
- (d) an **"associated company"** means a company in which at least 20% but not more than 50% of its shares are held by the listed company or group;
- (e) an **"approved exchange"** means a stock exchange that has rules which safeguard the interest of shareholders against interested person transactions according to similar principles as Chapter 9;

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- (f) an “**interested person transaction**” means a transaction between an entity at risk and an interested person; and
 - (g) a “**transaction**” includes the provision or receipt of financial assistance; the acquisition, disposal or leasing of assets; the provision or receipt of goods or services; the issuance or subscription of securities; the granting of or being granted options; and the establishment of joint ventures or joint investments, whether or not entered into in the ordinary course of business, and whether entered into directly or indirectly.
 - (h) “**defence funding**” means the provision of a loan to a director or a chief executive officer of an entity at risk to meet expenditure incurred or to be incurred (i) in defending any criminal or civil proceedings in connection with any alleged negligence, default, breach of duty or breach of trust by that person in relation to the entity at risk; (ii) in connection with an application for relief; (iii) in defending himself in an investigation by a regulatory authority or against any action proposed to be taken by a regulatory authority, in connection with any alleged negligence, default, breach of duty or breach of trust in relation to the entity at risk; and any action to enable such director or chief executive officer to avoid incurring such expenditure.
 - (i) “**net profit**” means profit or loss including discontinued operations that have not been disposed and before income tax and non-controlling interests.
- 1.6 Given that the transactions with Chern Dar are expected to be recurrent transactions and may occur at any time, the proposed renewal of the IPT Mandate will allow the Group to undertake such transactions in a more expeditious manner.
- 1.7 For the avoidance of doubt, there will be no sale or purchase of any assets, undertakings or businesses within the scope of the proposed renewal of the IPT Mandate. The proposed renewal of the IPT Mandate will also not cover any transaction by any entity in the Group with an interested person where such transaction is below S\$100,000 in value as the threshold and aggregation requirements of Chapter 9 of the Catalist Rules would not apply to such transactions. Finally, transactions with other interested persons (other than the classes of interested persons detailed in Section 2 below) that do not fall within the ambit of the proposed renewal of the IPT Mandate will be subject to the relevant provisions of Chapter 9 of the Catalist Rules and/or other applicable provisions of the Catalist Rules.

2. CLASSES OF INTERESTED PERSONS

Mr Ho Ta-Huang is a Non-Independent Non-Executive Director of the Company. He is also the founder and Chairman of Chern Dar, and has a direct interest in 25.38% of the total issued share capital of Chern Dar. Mr Ho Ta-Huang and his brothers own the entire shareholding of Chern Dar. As Mr Ho Ta-Huang and his immediate family have an interest of more than 30% in Chern Dar, Chern Dar is an “interested person” under Rule 904(4) of the Catalist Rules.

The proposed renewal of the IPT Mandate will apply to IPTs that are carried out between (i) any member of the Group (which is the “entity at risk” for purposes of Chapter 9 of the Catalist Rules), and (ii) Chern Dar.

Pursuant to Chapter 9 of the Catalist Rules, for so long as Mr Ho Ta-Huang remains a Director of the Company, and Chern Dar remains an associate of Mr Ho Ta-Huang, Chern Dar will be deemed an “interested person”, and any transaction between Chern Dar and any member of the Group will be deemed an “interested person transaction”.

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3. THE IPT MANDATE

The Company is proposing the renewal of the IPT Mandate, pursuant to Chapter 9 of the Catalist Rules, to enable the Company and its subsidiaries, which are considered to be “entities at risk”, to enter in the ordinary course of business into certain types of transactions with specified classes of interested persons, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such transactions as set out in Section 4. The renewal of the IPT Mandate will:

- 3.1 facilitate entry into the IPTs with the specified classes of interested persons in the ordinary course of the Group’s businesses; and
- 3.2 eliminate the need for the Company to convene separate general meetings on each occasion, pursuant to the financial limits imposed under Chapter 9 of the Catalist Rules, to seek Shareholders’ approval as and when such transactions with interested persons arise, thereby:
 - (a) reducing substantially the administrative time, inconvenience and costs associated with the convening of such meetings; and
 - (b) enabling the Group to maintain its overall competitiveness and not be placed at a disadvantage to other parties that do not require shareholders’ approval to be obtained for entering into such transactions, particularly given the time-sensitive nature of such transactions.

4. REVIEW PROCEDURES FOR THE IPTS

4.1 Review by the Audit Committee or Board

The Audit Committee will review and approve all IPTs (where necessary) to ensure that they are on normal commercial terms and on an arm’s length basis, that is, the transactions are transacted on terms and prices not more favourable to interested persons than if they were transacted with a third party and are not prejudicial to the interests of the Group or minority Shareholders in any way.

4.2 Review procedures

The Group will establish the following review procedures to ensure that all the IPTs under the proposed IPT Mandate are carried out on normal commercial terms and will not be prejudicial to the interests of the Group or minority Shareholders:

4.2.1 Purchase of trade products

As stated in Section 3.8 of this Circular, it is envisaged that the Group may enter into contracts for a range of supply transactions with Chern Dar from time to time. These may include but are not limited to the purchase of trade products.

All contracts entered into or transactions with interested persons are to be carried out at the prevailing market prices, determined by market conditions on terms which are no more favourable to the interested persons than the usual commercial terms extended to unrelated third parties (including, where applicable, preferential prices, rates or discounts accorded to a class of customers or for long-term contracts where the giving of such preferential prices, rates or discounts are commonly practised within the applicable industry and may be extended to unrelated third parties), or otherwise in accordance with applicable industry norms. The Company will source for documented evidences of market prices and quotations, where practicable, for ascertaining the reasonableness of the pricing.

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Where the prevailing market prices or rates are not available due to the nature of the trade products to be purchased and the then prevailing business conditions, the Company will determine and assess a reasonable price to ensure that the price for such trade products purchased from interested persons is in accordance with industry norms and usual business practices, strategic direction of the Group and pricing policies of the relevant company in the Group. The reasonable price as determined by the Company shall be subject to the Audit Committee's concurrence for those orders that are material and in accordance to the Group's contracts and transactions thresholds as stated below. In determining the transaction price or rate payable to interested persons for such products, factors such as, but not limited to, specification, customer requirements, duration of contract, and credit worthiness will be taken into consideration.

Notwithstanding the aforementioned, prior approval will have to be obtained for contracts and transactions in accordance with the following thresholds:

- (a) contracts and transactions amounting to less than S\$50,000 in value to be reviewed and approved by the Deputy Chief Financial Officer or the Group Chief Operating Officer;
- (b) contracts and transactions amounting to or exceeding S\$50,000 but less than S\$600,000 in value to be reviewed and approved by the Deputy Chief Financial Officer and any one (1) of the Directors or Group Chief Operating Officer (who does not have an interest in the contracts and/or transactions); or
- (c) contracts and transactions amounting to or exceeding S\$600,000 in value to be reviewed and approved by the Audit Committee and the Board of Directors.

4.2.2 Additional review procedures

Apart from the abovementioned procedures, to ensure that all future IPTs are carried out on normal commercial terms and will not be prejudicial to the interests of the Group or minority Shareholders, the following additional review procedures in respect of transactions other than the abovementioned, will be implemented by the Group:

- (a) when purchasing any products from an interested person, two (2) other quotations from non-interested persons will be obtained for comparison to ensure that the interests of the Group or minority Shareholders are not disadvantaged. The purchase price or fee for the products shall not be higher than the most competitive price or fee of the two (2) other quotations from non-interested persons. In determining the most competitive price, all pertinent factors, including but not limited to quality, technical requirements, technical specifications, production time, delivery time and schedule, credit terms and track record will be taken into consideration;
- (b) where it is not possible to obtain two (2) other quotations from non-interested persons, the Group's pricing for such products to be purchased from the interested person will be determined by the Group chief executive officer and the chief financial officer or equivalent of the relevant company in the Group, who has no interest in the IPTs, in accordance with the Group's usual business practices and policies. In determining the transaction price payable to the interested person for such products, factors such as, but not limited to, quality, technical requirements, technical specifications, production time, delivery time and schedule, credit terms and track record will be taken into account; and

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- (c) in addition, the Company shall monitor all IPTs entered into by the Group and categorise these transactions as follows:
 - (i) a Category 1 IPT is one where the value thereof, when aggregated with the values of all other transactions entered into with the same interested person, is in excess of 5.0% of the NTA based on the latest audited financial statements of the Group; and
 - (ii) a Category 2 IPT is one where the value thereof, when aggregated with the values of all other transactions entered into with the same interested person, or equal to 5.0% of the NTA based on the latest audited financial statements of the Group.
- 4.2.3 All Category 1 IPTs equal or above S\$100,000 must be approved by the Audit Committee prior to entry whereas Category 2 IPTs need not be approved by the Audit Committee prior to entry but shall be reviewed on a quarter-yearly basis by the Audit Committee.
- 4.2.4 The Audit Committee will review all IPTs, if any, on a quarterly basis, to ensure that they are carried out on an arm's length basis and in accordance with the procedures outlined above. It will take into account all relevant non-quantitative factors. In the event that a member of the Audit Committee is interested in any such transaction, he will abstain from participating in the deliberation, review and approval process in relation to that particular transaction.
- 4.2.5 The Company shall prepare all the relevant information to assist the Audit Committee in its review and will keep a register to record all IPTs, the respective interested person for the IPTs and its associates. The register shall also record the basis for entry into the transactions, including the quotations and other evidence obtained to support such basis.
- 4.2.6 The Company's internal auditors' internal audit plan will incorporate a review of all the IPTs at least once every half year in its audit planning. The internal audit report will be reviewed by the Audit Committee to ascertain whether the guidelines and procedures established to monitor IPTs have been complied with.
- 4.2.7 The Audit Committee shall also review from time to time such guidelines and procedures to determine if they are adequate and/or commercially practicable in ensuring that IPTs are conducted on normal commercial terms, on an arm's length basis and do not prejudice the Group's interests and the interests of Shareholders. Further, if during these periodic reviews by the Audit Committee, the Audit Committee is of the opinion that the methods or procedures for determining transaction prices become inappropriate, the Company will obtain a fresh general mandate from Shareholders based on revised methods or procedures to determine transaction prices that will ensure that IPTs will be on normal commercial terms, on an arm's length basis and not prejudicial to the Group's interests and the interests of Shareholders.
- 4.2.8 In addition, the Audit Committee will include the review of IPTs as part of the standard procedures while examining the adequacy of the Company's internal controls. The Board will also ensure that all disclosure, approval and other requirements on IPTs, including those required by prevailing legislation, the Catalist Rules and accounting standards, are complied with. In addition, such transactions will also be subject to Shareholders' approval if required by the Catalist Rules.

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5. VALIDITY OF THE PROPOSED RENEWAL OF THE IPT MANDATE

If approved by Shareholders at the AGM, the proposed renewal of the IPT Mandate will take effect from the date of receipt of Shareholders' approval, and will (unless revoked or varied by the Company in a general meeting) continue to be in force until the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier, and will apply to IPTs entered into from the date of receipt of the Shareholders' approval. Approval from Shareholders will be sought for the renewal of the IPT Mandate at each subsequent annual general meeting of the Company, subject to satisfactory review by the Audit Committee of its continued application to the IPTs.

6. DISCLOSURE

Pursuant to Chapter 9 of the Catalist Rules, the Company will disclose in its annual report the aggregate value of the IPTs conducted under the proposed renewal of the IPT Mandate during the financial year, and in the annual reports for the subsequent financial years during which the proposed renewal of the IPT Mandate is in force.

In addition, the Company will announce the aggregate value of IPTs conducted pursuant to the proposed IPT Mandate for the financial periods which it is required to report on within the time required for the announcement of such report. These disclosures will be in the form set out in the Catalist Rules.