

APPENDIX DATED 10 APRIL 2026

THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

This Appendix is issued by Dezign Format Group Limited (the “Company”, and together with its subsidiaries, the “Group”). If you are in any doubt as to the action that you should take, you should consult your stockbroker, bank manager, solicitor, accountant, or other professional adviser(s) immediately.

If you have sold or transferred all your shares in the capital of the Company held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this Appendix to the purchaser or transferee, as arrangements will be made by CDP for a separate Appendix to be sent to the purchaser or transferee. If you have sold or transferred all your shares in the capital of the Company represented by physical share certificate(s), you should immediately forward this Appendix, together with the Annual Report, the Notice of Annual General Meeting and the accompanying Proxy Form to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected, for onward transmission to the purchaser or the transferee.

This document has been reviewed by the Company’s Sponsor, Evolve Capital Advisory Private Limited. It has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Mr. Jerry Chua (Tel: (65) 6241 6626), at 160 Robinson Road, #20-01/02, SBF Center, Singapore 068914.



APPENDIX

in relation to

- (I) THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE; AND**
- (II) THE PROPOSED RENEWAL OF THE IPT GENERAL MANDATE**

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DEFINITIONS

In this Appendix, the following definitions apply throughout unless otherwise stated:

General

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| “2026 AGM” | : | The AGM to be held at 2 Woodlands Sector 1, #03-21, Woodlands Spectrum, Singapore 738068 on 27 April 2026 at 10:00 a.m. (or any adjournment thereof) |
| “ACRA” | : | The Accounting and Corporate Regulatory Authority of Singapore |
| “AGM” | : | Annual general meeting of the Company |
| “Appendix” | : | This Appendix dated 10 April 2026 issued by the Company to the Shareholders |
| “Approval Date” | : | The date of the general meeting at which the Share Buyback Mandate is approved by Shareholders |
| “Associate” | : | (a) In relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means: (i) his immediate family; (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30.00% or more; and (b) In relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30.00% or more |
| “Average Closing Price” | : | Has the meaning ascribed to it in paragraph 2.3.4 of this Appendix |
| “Audit Committee” | : | The audit committee of the Company for the time being or from time to time, as the case may be |
| “Authority” | : | The Monetary Authority of Singapore |
| “Board” or “Board of Directors” | : | The board of Directors of the Company for the time being or from time to time, as the case may be |
| “Catalist” | : | The Catalist Board of the SGX-ST |
| “Catalist Rules” | : | The Listing Manual Section B: Rules of Catalist of the SGX-ST, as amended, modified or supplemented from time to time |
| “CDP” | : | The Central Depository (Pte) Limited |

DEFINITIONS

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| “Chief Executive Officer” | : | The Chief Executive Officer of the Company as at the date of this Appendix |
| “Companies Act” | : | The Companies Act 1967 of Singapore, as may be amended, supplemented or modified from time to time |
| “Company” | : | Dezign Format Group Limited |
| “Comparable Quotes” | : | Has the meaning ascribed to it in paragraph 3.8(a)(i) of this Appendix |
| “Constitution” | : | The constitutive documents of the Company for the time being in force as originally framed, or as amended or modified from time to time |
| “Control” | : | The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company |
| “Controlling Shareholder” | : | A person who: (i) holds directly or indirectly 15.00% or more of the nominal amount of all voting shares in the Company. The Singapore Exchange Securities Trading Limited may determine that a person who satisfies this paragraph is not a controlling shareholder; or (ii) in fact exercises control over the Company |
| “DBS” | : | DBS Bank Limited |
| “DFPL” | : | Dezign Format Pte Ltd |
| “Dezign Format Malaysia” | : | Dezign Format Sdn. Bhd. |
| “Director” | : | A director of the Company as at the date of this Appendix |
| “EAR Group” | : | Has the meaning ascribed to it in paragraph 3.3 of this Appendix |
| “Entity At Risk” | : | Has the meaning ascribed to it in paragraph 3.3 of this Appendix |
| “EPS” | : | Earnings per Share |
| “Executive Chairman” | : | The Executive Chairman of the Company as at the date of this Appendix |
| “Executive Director” | : | An Executive Director of the Company as at the date of this Appendix |
| “Executive Officer” | : | An Executive Officer of the Company as at the date of this Appendix |
| “FY” or “Financial Year” | : | Financial year ending or, as the case may be, ended 31 December |
| “FY2025” | : | Financial Year ended 31 December 2025 |
| “Group” | : | The Company and its Subsidiaries |

DEFINITIONS

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| “Group Financial Controller” | : | The Group Financial Controller of the Company as at the date of this Appendix |
| “Interested Person” | : | Means a Director, chief executive officer, or Controlling Shareholder or an Associate of any such Director, chief executive officer or Controlling Shareholder, or any person or entity deemed by the SGX-ST 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 |
| “Interested Person Transaction” | : | Means an interested person transaction between an Entity At Risk and an Interested Person |
| “IPT General Mandate” | : | The general mandate as set out in the Offer Document, as obtained pursuant to Chapter 9 of the Catalist Rules, authorising the Group, in its ordinary course of business, to enter into the Mandated Transactions with the Mandated Interested Persons which are necessary for the its day-to-day operations, provided that all such transactions are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders |
| “IPT Relevant Period” | : | Period under Review and for the period from 1 January 2026 to the Latest Practicable Date |
| “IPT Register” | : | Has the meaning ascribed to it in paragraph 3.9(b) of this Appendix |
| “Latest Practicable Date” | : | 2 April 2026, being the latest practicable date prior to the release of this Appendix |
| “Listing” | : | Has the meaning ascribed to it in paragraph 2.1 of this Appendix |
| “Mandated Interested Persons” | : | Has the meaning ascribed to it in paragraph 3.5 of this Appendix |
| “Mandated Transactions” | : | Has the meaning ascribed to it in paragraph 3.6 of this Appendix |
| “Market Day” | : | Has the meaning ascribed to it in paragraph 2.3.4 of this Appendix |
| “Market Purchase” | : | Has the meaning ascribed to it in paragraph 2.3.3.1(a) of this Appendix |
| “Maximum Percentage” | : | Has the meaning ascribed to it in paragraph 2.3.1 of this Appendix |
| “Maximum Price” | : | Has the meaning ascribed to it in paragraph 2.3.4 of this Appendix |
| “NAV” | : | Net asset value |
| “Notice of Annual General Meeting” or “Notice of AGM” | : | The notice of the 2026 AGM dated 10 April 2026 convening the 2026 AGM |
| “NTA” | : | Net tangible assets |
| “Offer Document” | : | The offer document dated 1 August 2025 issued by the Company in respect of the listing of the Company on Catalist |

DEFINITIONS

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| “Off-Market Purchase” | : | Has the meaning ascribed to it in paragraph 2.3.3.1(b) of this Appendix |
| “Ordinary Resolution 14” | : | The resolution for the proposed renewal of the Share Buyback Mandate |
| “Ordinary Resolution 15” | : | The resolution for the proposed renewal of the IPT General Mandate |
| “Period under Review” | : | The period which comprises FY2025 |
| “Proxy Form” | : | The proxy form in respect of the 2026 AGM |
| “Purchase Price” | : | Has the meaning ascribed to it in paragraph 2.6.2(a) of this Appendix |
| “Register of Directors’ Shareholdings” | : | A register of the shareholdings of the Directors of the Company |
| “Register of Substantial Shareholders” | : | A register of the Substantial Shareholders of the Company |
| “Relevant Authorised Person” | : | Has the meaning ascribed to it in paragraph 3.8(a)(iii) of this Appendix |
| “Required Price” | : | In relation to the offer required to be made under the provisions of Rule 14.1 of the Take-over Code, the offer shall be in cash or be accompanied by a cash alternative at a price in accordance with Rule 14.3 of the Take-over Code which is the highest of the highest price paid by the offerors and/ or person(s) acting in concert with them for the Company’s Shares (i) during the offer period and within the preceding six (6) months, (ii) acquired through the exercise of instruments convertible into securities which carry voting rights within six (6) months of the offer and during the offer period, or (iii) acquired through the exercise of rights to subscribe for, and options in respect of, securities which carry voting rights within six (6) months of the offer or during the offer period; or at such price as determined by the SIC under Rule 14.3 of the Take-over Code |
| “SBB Relevant Period” | : | Has the meaning ascribed to it in paragraph 2.3.2 of this Appendix |
| “Securities Accounts” | : | The securities account maintained by a Depositor with CDP, but not including the securities sub-accounts maintained with a Depository Agent |
| “Service Factors” | : | Has the meaning ascribed to it in paragraph 3.8(a)(i) of this Appendix |
| “SFA” | : | The Securities and Futures Act 2001 of Singapore, as may be amended, supplemented or modified from time to time |
| “SGXNET” | : | Singapore Exchange Network, a system network used by listed companies to send information and announcements to the SGX-ST or any other system network prescribed by the SGX-ST |
| “SGX-ST” or “Exchange” | : | The Singapore Exchange Securities Trading Limited |

DEFINITIONS

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| “Share Buyback” | : | The purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate, which can be by way of an Off-Market Purchase or a Market Purchase |
| “Share Buyback Guidance Note” | : | The share buyback guidance note found in Appendix 2 of the Take-over Code, as may be amended, supplemented or modified from time to time |
| “Share Buyback Mandate” | : | The general mandate given by Shareholders to authorise the Directors to purchase or acquire Shares in accordance with the terms set out in this Appendix as well as the rules and regulations set forth in the Companies Act and the Catalist Rules |
| “Shareholders” | : | Registered holders of Shares except that where the registered holder is CDP, the term “Shareholders” in relation to Shares held by CDP shall, where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP and to whose Securities Accounts such Shares are credited |
| “Share(s)” | : | Ordinary share(s) in the capital of the Company |
| “SIC” | : | The Securities Industry Council of Singapore |
| “Skyy Design” | : | Skyy Design Workshop Pte. Ltd. |
| “Sponsor” | : | Evolve Capital Advisory Private Limited |
| “Subsidiary” | : | Has the meaning ascribed to it in Section 5 of the Companies Act |
| “Subsidiary Holdings” | : | Shares held by a Subsidiary in accordance with the Companies Act |
| “Substantial Shareholder” | : | A person who has an interest or interests (directly or indirectly) in voting Shares representing not less than five per cent (5.00%) of all the voting Shares |
| “Take-over Code” | : | The Singapore Code on Take-overs and Mergers, as may be amended, supplemented or modified from time to time |

Currencies, units and others

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| “S\$” and “S\$ cents” | : | Singapore dollars and cents respectively, the lawful currency of Singapore |
| “%” or “per cent.” | : | Percentage or per centum |

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them in Section 81SF of the SFA.

Any reference in this Appendix to any enactment is a reference to that enactment for the time being in force, as may be amended or re-enacted. Any word defined under the Companies Act, the Catalist Rules, the SFA, the Take-over Code or any statutory or regulatory modification thereof and used in this Appendix shall, where applicable, have the meaning assigned to it under the Companies Act, Catalist Rules, SFA, Take-over Code such statutory or regulatory modification, as the case may be, unless the context otherwise requires.

DEFINITIONS

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

Any reference in this Appendix to any agreement or document shall include such agreement or document as amended, modified, varied, novated, supplemented or replaced from time to time.

Any reference in this Appendix to a time of day or date is a reference to a time of day or date, as the case may be, in Singapore, unless otherwise stated.

Any discrepancies in this Appendix between the sum of the figures stated and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Appendix may not be an arithmetic aggregation of the figures that precede them.

Dentons Rodyk & Davidson LLP has been appointed as the legal adviser to the Company as to Singapore law in respect of (i) the proposed renewal of the Share Buyback Mandate, and (ii) the proposed renewal of the IPT General Mandate.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

All statements other than statements of historical facts included in this Appendix are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “expect”, “anticipate”, “believe”, “estimate”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “if”, “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Company’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders should not place undue reliance on such forward-looking statements. Further, the Company disclaim any responsibility to update or revise any forward-looking statements for any reason, even if new information becomes available or other events occur in the future, subject to compliance with all applicable laws and regulations and/or the rules of the SGX-ST and/or any other regulatory or supervisory body or agency.

LETTER TO SHAREHOLDERS

DEZIGN FORMAT GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 202516315N)

Directors:

Mr. Chong Yuen Hwa (*Executive Chairman and CEO*)
Mr. Chong Neng Jie (*Executive Director*)
Dr. Tan Khee Giap (*Non-Executive and Lead Independent Director*)
Mr. Choo Beng Lor (*Non-Executive and Independent Director*)
Mr. Leon Lim V-King (*Non-Executive and Independent Director*)

Registered Office:

2 Woodlands Sector 1,
#03-21, Woodlands
Spectrum, Singapore
738068

10 April 2026

To: The Shareholders of Deziign Format Group Limited

Dear Sir/ Madam,

- (1) **THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE**
- (2) **THE PROPOSED RENEWAL OF THE IPT GENERAL MANDATE**

1. INTRODUCTION

1.1 2026 AGM

The Directors refers to the Notice of AGM dated 10 April 2026 in relation to the 2026 AGM to be held on Monday, 27 April 2026 at 10:00 a.m., and in particular, Ordinary Resolution 14 in relation to the proposed renewal of the Share Buyback Mandate, as further elaborated in Section 2 of this Appendix, and Ordinary Resolution 15 in relation to the proposed renewal of the IPT General Mandate, as further elaborated in Section 3 of this Appendix.

1.2 Appendix

The purpose of this Appendix is to provide Shareholders with the relevant information relating to, and to seek Shareholders' approval for, the proposed renewal of the Share Buyback Mandate and the proposed renewal of the IPT General Mandate. The Notice of AGM has been made available to Shareholders on the same date as the date of this Appendix via SGXNET.

The Appendix has been prepared solely for the purpose set out herein and may not be relied on by any persons (other than the Shareholders) nor for any other purpose.

The SGX-ST assumes no responsibility for the contents of this Appendix, including the correctness of any of the statements or opinions made or reports contained in this Appendix.

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

2. THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

2.1 Background

Under the Companies Act, companies are allowed to purchase or otherwise acquire their own shares if their constitution expressly permits them to do so, provided that any such purchase or acquisition is made in accordance with and in the manner prescribed by their constitution, the Companies Act, and such other laws and regulations as may for the time being, be applicable.

LETTER TO SHAREHOLDERS

Regulation 72 of the Company's Constitution expressly permits the Company to purchase or otherwise acquire its issued Shares. As the Company is listed on the Catalist, apart from the Companies Act, it is also required to comply with Part XI of Chapter 8 of the Catalist Rules, which relates to the purchase or acquisition by an issuer of its own shares. Under Rule 866 of the Catalist Rules, a company which wishes to purchase or otherwise acquire its own shares must obtain the approval of its shareholders at a general meeting.

As disclosed in the Offer Document, the Share Buyback Mandate adopted by the Company from the date of the Company's admission to the Catalist (the "**Listing**") will be effective until the next AGM (whereupon it will lapse, unless renewed at such meeting), or until it is varied or revoked by the Company in a general meeting (if so varied or revoked prior to the next AGM), or the date on which purchases and acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated, whichever is the earliest.

The Share Buyback Mandate obtained at Listing will expire at the forthcoming AGM unless it is renewed by Shareholders. Accordingly, the Company is seeking Shareholders' approval to renew the Share Buyback Mandate.

If approved by Shareholders at the 2026 AGM, the authority conferred by the Share Buyback Mandate will continue to be in force until the conclusion of the next AGM or the date by which such an AGM is required to be held (whereupon it will lapse, unless renewed at such meeting) or the date on which the purchases or acquisitions of Shares have been carried out to the full extent mandated, or until it is varied or revoked by the Company at a general meeting (if so varied or revoked prior to the next AGM), whichever is the earliest.

2.2 Rationale for the Share Buyback Mandate

The Company is proposing to renew the Share Buyback Mandate as:

- (a) the Share Buyback Mandate will provide the Company with the flexibility to undertake share purchases and acquisitions at any time, subject to market conditions, during the period when the Share Buyback Mandate is in force;
- (b) in managing the business of the Group, the management of the Company and the Group strive to increase Shareholders' value by improving, amongst others, the return on equity of the Group, which the Share Buybacks may enhance;
- (c) Share Buybacks allow the Company to mitigate short-term market volatility in the price of its Shares, offset the effects of short-term price speculation, and bolster Shareholders' confidence. For illustration purposes, the Company may undertake Share Buybacks in the event the Directors are of the view that the price per Share at such time is undervalued taking into consideration, amongst others, the future earnings and NAV per Share of the Company;
- (d) to the extent that the Company has capital and surplus funds which are in excess of its working capital and financial needs, taking into account its growth and expansion plans, Share Buybacks facilitate the efficient return of excess cash and surplus funds to Shareholders in an expedient, effective and cost efficient manner and allow the Company greater flexibility to manage its capital and maximise returns to Shareholders;
- (e) Shares purchased or acquired under the Share Buyback Mandate may be held by the Company as treasury shares to satisfy the Company's obligations to furnish Shares to participants in any share-based incentive schemes the Company may implement from time to time, thus giving the Company greater flexibility to select the method of providing Shares to employees that is most beneficial to the Company and Shareholders; and
- (f) Directors may utilise Shares purchased or acquired under the Share Buyback Mandate and held as treasury shares to be sold for cash or transferred as consideration for the acquisition of shares in or assets of another company or assets of a person, which may be less dilutive in respect of Shareholders' interests in the share capital of the Company than if new Shares were issued for such purposes.

LETTER TO SHAREHOLDERS

The purchase or acquisition of Shares will only be undertaken if the Directors believe it can benefit the Company and its Shareholders. No purchase or acquisition of Shares will be made in circumstances which would have or may have a material and adverse effect on the liquidity and capital adequacy position of our Group as a whole and/or affect the listing status of our Company on the SGX-ST. The purchase of Shares under the Share Buyback Mandate will only be effected after considering relevant factors such as working capital requirements, availability of financial resources, expansion plans of the Group and the prevailing market conditions. Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Buyback Mandate may not be carried out to the full limit as authorised.

2.3 Authority and limits of the Share Buyback Mandate

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the Share Buyback Mandate, if approved at the AGM, are summarised below.

2.3.1 Maximum Number of Shares

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company. The Company is proposing that the total number of Shares that may be purchased or acquired pursuant to the Share Buyback Mandate be limited to that number of Shares representing not more than 10.00% of the total number of issued Shares of the Company as at the date of the AGM at which the proposed renewal of the Share Buyback Mandate is approved, unless the Company has, at any time during the SBB Relevant Period, effected a reduction of its share capital in accordance with the applicable provisions of the Companies Act, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered ("**Maximum Percentage**"). Any Shares which are held as treasury shares and subsidiary holdings will be disregarded for the purposes of computing the 10.00% limit.

As at the Latest Practicable Date, the Company has no treasury shares and subsidiary holdings. **For illustrative purposes**, on the basis of 200,000,000 Shares in issue as at the Latest Practicable Date, and assuming that no reduction of share capital in accordance with the Companies Act has taken place at any time during the SBB Relevant Period, and no further Shares are issued on or prior to the forthcoming AGM, not more than 20,000,000 Shares (representing 10.00% of the total number of issued Shares as at that date) may be purchased or acquired by the Company pursuant to the Share Buyback Mandate.

However, Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Buyback Mandate may not be undertaken up to the Maximum Percentage as authorised. In particular, the Directors will not undertake any Share Buybacks under circumstances where doing so would have an adverse effect on the free float, liquidity, orderly trading of the Shares and/or financial position of the Company and/or the Group.

The Company will ensure that any Shares purchased or acquired by the Company under the Share Buyback Mandate will not result in a fall in the percentage of Shares held by the public (as defined in the Catalist Rules) to below 10.00% of the total number of issued Shares (excluding treasury shares, preference shares and convertible equity securities). For the purposes above, the Catalist Rules define the public as persons other than the Directors, the Chief Executive Officer, Substantial Shareholders or Controlling Shareholders of the Company and the subsidiaries, as well as the Associates of such persons.

In addition, based on the Company's cash position as at 31 December 2025, the Company will only purchase or acquire a maximum of 1,500,000 Shares, as purchasing or acquiring any Shares in excess of 1,500,000 may cause the Company to be in a negative cash position. For the avoidance of doubt, the Company will only purchase Shares under the Share Buyback Mandate after considering the relevant factors such as working capital requirements, availability of financial resources, expansion plans of the Group and the prevailing market conditions. Accordingly the Company will evaluate its cash position on an on-going basis which may consequently allow it to acquire more than 1,500,000 Shares.

LETTER TO SHAREHOLDERS

2.3.2 Duration of Authority

Share Buybacks under the Share Buyback Mandate may be made, at any time and from time to time, commencing on and from the Approval Date and expiring on the earlier of:

- (a) the conclusion of the next AGM of the Company or the date by which such AGM is required by the applicable law in Singapore or the Constitution to be held (whereupon it will lapse, unless renewed at such meeting);
- (b) the date on which the Share Buybacks are carried out to the full extent mandated; or
- (c) the date on which the authority conferred in the Share Buyback Mandate is varied or revoked by Shareholders in a general meeting,

(referred to as the “**SBB Relevant Period**”).

The authority conferred on the Directors by the Share Buyback Mandate may be renewed by Shareholders in a general meeting of the Company, such as at the next AGM or at a special general meeting to be convened immediately after the conclusion or adjournment of the next AGM.

2.3.3 Manner of Share Buybacks

2.3.3.1 If and when circumstances permit, the Directors may decide to effect Share Buybacks by way of either:

- (a) an on-market purchase, transacted on the SGX-ST through the ready market or any other stock exchange on which the Shares may, for the time being, be listed and quoted (as the case may be), through one (1) or more duly licensed stockbrokers appointed by the Company for such purpose (“**Market Purchase**”); and/or
- (b) an off-market purchase (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by Section 76C of the Companies Act and Catalist Rules (“**Off-Market Purchase**”).

2.3.3.2 In an Off-Market Purchase, the Directors may impose such terms and conditions, which are consistent with the Share Buyback 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 such equal access scheme(s). Under the Companies Act, an equal access scheme must satisfy all the following conditions:

- (a) offers for the Share Buybacks must be made to every person who holds issued Shares to purchase or acquire the same percentage of their Shares on a *pro rata* basis;
- (b) each person, as set out in sub-paragraph (a) must be given a reasonable opportunity to accept the offers made; and
- (c) the terms of the offers must be the same, except that there shall be disregarded:
 - (i) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;
 - (ii) (if applicable) differences in consideration attributable to the fact that offers relate to Shares with different amounts remaining unpaid; and
 - (iii) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

LETTER TO SHAREHOLDERS

2.3.3.3 If the Company wishes to make an Off-Market Purchase in accordance with an equal access scheme, the Company must, as required under Rule 870 of the Catalist Rules, issue an offer document to all Shareholders, which must contain at least the following information in respect of each Off-Market Purchase:

- (a) the terms and conditions of the offer;
- (b) the period and procedures for acceptance of the offer;
- (c) the reasons for the proposed Share Buyback;
- (d) the consequences, if any, of the Share Buyback by the Company arising under the Take-over Code or other applicable take-over rules;
- (e) whether the Share Buyback, if effected, would have any effect on the listing of the Shares on the SGX-ST;
- (f) details of any Share Buybacks (whether Market Purchases or Off-Market Purchases in accordance with an equal access scheme) made by the Company in the previous 12 months, setting out the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and
- (g) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

2.3.4 Maximum Purchase Price

The purchase price of the Shares (excluding brokerage, commission, stamp duties, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors, but in any case, cannot exceed, in respect of each Share:

- (i) in the case of a Market Purchase, 105.00% of the Average Closing Price (as defined below) of the Shares; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120.00% of the Average Closing Price (as defined below) of the Shares,

(the “**Maximum Price**”) in either case, excluding related expenses of the Share Buyback.

For the purposes above:

“**Average Closing Price**” means the average of the Closing Market Prices (as defined below) of a Share over the last five (5) Market Days on which the Shares are transacted on the SGX-ST:

- (a) (in the case of a Market Purchase) immediately preceding the day of the Market Purchase or,
- (b) (in the case of an Off-Market Purchase) the day of the making of the offer pursuant to the Off-Market Purchase, being 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 the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase,

and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Day period and the day of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase.

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“**Closing Market Price**” means the last dealt price for a Share transacted through the SGX-ST’s trading system as shown in any publication of the SGX-ST or other sources.

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

“**date of the making of the offer**” means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from Shareholders, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

2.4 Status of Purchased Shares and Cancellation

At the time of each Share Buyback, the Company may decide whether the Shares purchased will be (a) cancelled; (b) held as treasury shares in accordance with the Companies Act; or (c) partly cancelled and partly kept as treasury shares, depending on the needs of the Company and as the Directors deem fit in the interests of the Company at that time.

A Share purchased or acquired by the Company under the Share Buyback Mandate shall be deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation), unless such Share is held by the Company as a treasury share in accordance with the Companies Act. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company under the Share Buyback Mandate, which are not held as treasury shares and deemed cancelled. All such cancelled Shares will also be automatically delisted by the SGX-ST, and (where applicable) all certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following the settlement of any such Share Buyback.

2.5 Purchased Shares held as 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 (i) the Catalist Rules and (ii) the Companies Act, are summarised below.

2.5.1 Maximum Holdings

The aggregate number of Shares held by the Company as treasury shares following Share Buybacks cannot at any time exceed 10.00% of the total number of issued Shares at that time. Any Shares held as treasury shares in excess of this limit shall be disposed of or cancelled by the Company in accordance with Section 76K of the Companies Act within six (6) months from the date such limit is exceeded, of such further period as may be allowed by ACRA.

2.5.2 Voting and Other Rights

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

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

A subdivision or consolidation of any treasury share into treasury shares of a smaller amount is allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before the subdivision or consolidation, as the case may be.

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2.5.3 Disposal and Cancellation

Where any Shares purchased or acquired under Share Buybacks are held by the Company 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,
- (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 purpose as may be allowed under Companies Act.

In addition, Rule 704(31) of the Catalist Rules requires that the Company, 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 which have been sold, transferred, cancelled and/or used;
- (d) the 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 issued Shares (of the same class as the treasury shares) which are listed before and after such sale, transfer, cancellation and/or use; and
- (f) value of the treasury shares if they are sold, transferred, cancelled and/or used.

The Company will make the foregoing announcements required under the Catalist Rules in respect of any sale, transfer, cancellation and/or use of the treasury shares as and when appropriate.

2.6 **Source of Funds for the Share Buyback**

For the purposes of purchasing Shares under the Share Buyback Mandate, the Company may only apply funds legally available for such purchase in accordance with the Constitution and the applicable laws in Singapore. The Company may not purchase or acquire Shares for a consideration to be satisfied in any manner other than in cash or, in the case of a Market Purchase, for settlement otherwise than in accordance with the Catalist Rules. Under the Companies Act, payment of consideration in respect of Share Buybacks by the Company may be made out of the Company's profits or capital so long as the Company is solvent. The Company may use internal resources to fund the Share Buybacks pursuant to the Share Buyback Mandate.

2.6.1 Pursuant to Section 76F(4) of the Companies Act, the Company is solvent if the following conditions are satisfied:

- (a) there is no ground on which the company could be found to be unable to pay its debts;

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- (b) if –
 - (i) it is intended to commence winding up within the period of 12 months immediately after the date of the payment, the company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up; or
 - (ii) it is not intended so to commence winding up, the company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment; and
- (c) the value of its assets is not less than the value of its liabilities (including contingent liabilities) and will not, after any proposed purchase, acquisition, variation or release (as the case may be), become less than the value of its liabilities (including contingent liabilities).

2.6.2 When Shares are purchased or acquired, and called:

- (a) if the Shares are purchased or acquired entirely out of the capital of the Company, the Company shall reduce the amount of its shares capital by the total amount of the purchase price paid by the Company for the Shares (including any expenses, such as brokerage or commission incurred directly in the purchase or acquisition of the Shares) (the “**Purchase Price**”);
- (b) 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
- (c) where there are Shares acquired 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.

2.7 Financial Effects of the Share Buyback Mandate

It is not possible for the Company to realistically calculate or quantify the impact or financial effects of any potential Share Buyback(s) as such effects would depend on factors such as the aggregate number of Shares purchased or acquired, the Purchase Price paid at the relevant time, and the amount (if any) borrowed by the Company to fund the Share Buyback(s), whether the purchase or acquisition is made out of profits or capital, and whether the Shares purchased or acquired are held in treasury or cancelled. It should be noted that where the purchase or acquisition is made out of profits, the purchase price paid by the Company for the Shares (excluding brokerage, commissions, stamp duties, applicable goods and services tax, clearance fees 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 Buyback Mandate in a manner and to such extent that the liquidity and capital adequacy position of the Group would be materially and adversely affected. The Share Buybacks will only be effected after considering relevant factors such as the working capital requirement, availability of financial resources, the expansion and investment plans of the Group, and prevailing market conditions. The proposed Share Buyback Mandate will be exercised with a view to enhancing the EPS and/or NTA per Share of the Group.

For illustrative purposes only, the financial effects on the Company and the Group arising from the Share Buybacks, based on the audited financial statements of the Company and the Group for FY2025, are prepared based on the assumptions set out below:

- (a) the Share Buyback Mandate had been effective on 1 January 2025;
- (b) the issued share capital of the Company as at 1 January 2025 is 200,000,000 Shares;

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- (c) the Maximum Percentage which may be acquired by the Company pursuant to the Share Buyback Mandate is 14,252,500 Shares, taking into account the free float requirements;
- (d) in the case of Market Purchases by the Company and assuming that the Company purchases or acquires 14,252,500 Shares at the Maximum Price of S\$0.20 for each Share (being the price equivalent to 105.00% of the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of shares is approximately S\$2.86 million;
- (e) in the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 14,252,500 Shares at the Maximum Price of S\$0.23 for each Share (being the price equivalent to 120.00% of the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date, the maximum amount of funds required for the purchase or acquisition of 14,252,500 Shares is approximately S\$3.26 million;
- (f) the Share Buybacks are funded solely by internal cash/resources of the Group; and transaction costs incurred during the Share Buybacks pursuant to the Share Buyback Mandate are assumed to be insignificant and have thus been ignored for the purpose of computing the financial effects;
- (g) the Company had purchased or acquired 1,500,000 Shares on 1 January 2025 as based on the cash position of the Company as at 31 December 2025, purchasing or acquiring any Shares in excess of 1,500,000 may cause the Company to be in a negative cash position.

Based on the above assumptions, the financial effects of:

- (a) the acquisition of 1,500,000 Shares by the Company in a Market Purchase or Off-Market Purchase pursuant to the Share Buyback Mandate by way of purchases made entirely out of capital, such Shares being thereafter cancelled ("**Scenario A**"); and
- (b) the acquisition of 1,500,000 Shares by the Company in a Market Purchase or Off-Market Purchase pursuant to the Share Buyback Mandate by way of purchases made entirely out of capital, such Shares being thereafter held by the Company as treasury shares ("**Scenario B**"), on the audited combined financial results of the Group for FY2025, are set out below:

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Scenario A – Share Buybacks with the Shares cancelled thereafter

| | Group | | | Company | | |
|--|-----------------------|----------------------|---------------------|-----------------------|----------------------|---------------------|
| | Before Share Buybacks | After Share Buybacks | | Before Share Buybacks | After Share Buybacks | |
| | | Market Purchase | Off-Market Purchase | | Market Purchase | Off-Market Purchase |
| As at 31 December 2025 | S\$'000 | S\$'000 | S\$'000 | S\$'000 | S\$'000 | S\$'000 |
| Share capital | 18,063 | 17,762 | 17,720 | 18,063 | 17,762 | 17,720 |
| Retained profits | 2,616 | 2,616 | 2,616 | 743 | 743 | 743 |
| Other reserves | (9,596) | (9,596) | (9,596) | – | – | – |
| Non-controlling interest | (5) | (5) | (5) | – | – | – |
| Total equity | 11,078 | 10,777 | 10,735 | 18,806 | 18,505 | 18,463 |
| NAV ⁽¹⁾ | 11,083 | 10,782 | 10,740 | 18,806 | 18,505 | 18,463 |
| Current assets | 19,323 | 19,022 | 18,980 | 6,920 | 6,619 | 6,577 |
| Current liabilities | 11,900 | 11,900 | 11,900 | 106 | 106 | 106 |
| Working capital | 7,423 | 7,122 | 7,080 | 6,814 | 6,513 | 6,471 |
| Cash and cash equivalents | 4,855 | 4,554 | 4,512 | 405 | 104 | 62 |
| Total borrowings ⁽²⁾ | 2,391 | 2,391 | 2,391 | – | – | – |
| Profit attributable to Owners of the Company | 1,153 | 1,153 | 1,153 | 743 | 743 | 743 |
| Total issued number of shares (excluding treasury shares) ('000) | 200,000 | 198,500 | 198,500 | 200,000 | 198,500 | 198,500 |
| Weighted average number of Shares for FY2025 ('000) | 200,000 | 198,500 | 198,500 | 200,000 | 198,500 | 198,500 |
| Financial Ratios | | | | | | |
| NAV per Share (cents) ⁽³⁾ | 5.54 | 5.43 | 5.41 | 9.40 | 9.32 | 9.30 |
| Gearing ratio (times) ⁽⁴⁾ | 0.22 | 0.22 | 0.22 | n.a | n.a | n.a |
| Current ratio (times) ⁽⁵⁾ | 1.62 | 1.60 | 1.59 | 65.28 | 62.44 | 62.05 |
| EPS (cents) ⁽⁶⁾ | 0.58 | 0.58 | 0.58 | 0.37 | 0.37 | 0.37 |

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Scenario B – Share Buybacks with the Shares held as Treasury Shares

| | Group | | | Company | | |
|--|-----------------------|----------------------|---------------------|-----------------------|----------------------|---------------------|
| | Before Share Buybacks | After Share Buybacks | | Before Share Buybacks | After Share Buybacks | |
| | | Market Purchase | Off-Market Purchase | | Market Purchase | Off-Market Purchase |
| As at 31 December 2025 | S\$'000 | S\$'000 | S\$'000 | S\$'000 | S\$'000 | S\$'000 |
| Share capital | 18,063 | 18,063 | 18,063 | 18,063 | 18,063 | 18,063 |
| Treasury shares | – | (301) | (343) | – | (301) | (343) |
| Retained profits | 2,616 | 2,616 | 2,616 | 743 | 743 | 743 |
| Other reserves | (9,596) | (9,596) | (9,596) | – | – | – |
| Non-controlling interest | (5) | (5) | (5) | – | – | – |
| Total equity | 11,078 | 10,777 | 10,735 | 18,806 | 18,505 | 18,463 |
| NAV ⁽¹⁾ | 11,083 | 10,782 | 10,740 | 18,806 | 18,505 | 18,463 |
| Current assets | 19,323 | 19,022 | 18,980 | 6,920 | 6,619 | 6,577 |
| Current liabilities | 11,900 | 11,900 | 11,900 | 106 | 106 | 106 |
| Working capital | 7,423 | 7,122 | 7,080 | 6,814 | 6,513 | 6,471 |
| Cash and cash equivalents | 4,855 | 4,554 | 4,512 | 405 | 104 | 62 |
| Total borrowings ⁽²⁾ | 2,391 | 2,391 | 2,391 | – | – | – |
| Profit attributable to Owners of the Company | 1,153 | 1,153 | 1,153 | 743 | 743 | 743 |
| Total issued number of shares (excluding treasury shares) ('000) | 200,000 | 198,500 | 198,500 | 200,000 | 198,500 | 198,500 |
| Weighted average number of Shares for FY2025 ('000) | 200,000 | 198,500 | 198,500 | 200,000 | 198,500 | 198,500 |
| Financial Ratios | | | | | | |
| NAV per Share (cents) ⁽³⁾ | 5.54 | 5.43 | 5.41 | 9.40 | 9.32 | 9.30 |
| Gearing ratio (times) ⁽⁴⁾ | 0.22 | 0.22 | 0.22 | n.a | n.a | n.a |
| Current ratio (times) ⁽⁵⁾ | 1.62 | 1.60 | 1.59 | 65.28 | 62.44 | 62.05 |
| EPS (cents) ⁽⁶⁾ | 0.58 | 0.58 | 0.58 | 0.37 | 0.37 | 0.37 |

Notes:

- (1) NAV presents total equity less intangible assets and non-controlling interests.
- (2) Total borrowings comprise of external bank borrowings and lease liabilities as at 31 December 2025.
- (3) NAV per Share represents NAV divided by the number of Shares (excluding treasury shares) as at 31 December 2025.
- (4) “Gearing ratio” represents total borrowings divided by total equity.
- (5) “Current ratio” represents current assets divided by current liabilities.
- (6) EPS represents net profit attributable to owners of the Company for FY2025 respectively divided by the weighted average number of Shares for FY2025.

The financial effects set out above, based on the respective aforesaid assumptions, are for illustrative purposes only. In particular, it is important to note that the above analysis is based on the Group and the Company’s audited combined financial statements for FY2025 and is not representative of the future financial performance of the Group and/or the Company. In addition, the actual impact will be dependent on, amongst others, the actual number and price of Shares that may be purchased or acquired by the Company and whether the Shares purchased or acquired are held in treasury or cancelled.

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It should be noted that although the Share Buyback Mandate would authorise the Company to purchase or otherwise acquire up to 10.00% of the issued Shares, the Company may not necessarily purchase or acquire or be able to purchase or otherwise acquire the entire 10.00% of the issued Shares. In addition, the Company may cancel, or hold as treasury shares, all or part of the Shares purchased or otherwise acquired. The Company will take into account both financial and non-financial factors (for example, the public float of the Company, prevailing market conditions and the performance of the Shares) in assessing the relative impact of a Share purchase before execution. The Directors do not intend to exercise the Share Buyback Mandate up to the maximum limit if such exercise would materially and adversely affect the financial position of the Company or the Group. The Directors will also at all times ensure that when purchasing any Shares pursuant to the Share Buyback Mandate, at least 10.00% of the Shares will remain in the hands of the public in accordance with the Catalist Rules.

2.8 Limit on Shareholdings

The Company does not have any individual shareholding limit or foreign shareholding limit. As at the Latest Practicable Date, approximately 34,252,500 Shares, representing approximately 17.13% of the total number of issued Shares are held by public Shareholders. In the event that the Company should, pursuant to the Share Buyback Mandate, purchase or acquire Shares up to the Maximum Percentage, 14,252,500 Shares representing approximately 7.13% of the Shares (excluding treasury shares) would continue to be in the hands of the public, which will then not meet the free float requirements of the Catalist Rules.

Accordingly, the Directors will at all times ensure that when purchasing any Shares pursuant to the Share Buyback Mandate, at least 10.00% of the Shares will remain in the hands of the public in accordance with the Catalist Rules and that such purchases will not (a) affect the listing status of the Company; (b) cause market illiquidity of the Shares; or (c) affect adversely the orderly trading of the Shares.

2.9 Restriction on Share Buybacks

While the Catalist Rules do not expressly prohibit any purchase or acquisition of shares by a listed company during any particular time, because the 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 Buyback 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 set out in Rule 1204(19) of the Catalist Rules, the Company will not purchase or acquire any Shares during the period commencing one (1) month immediately preceding the announcement of the Company's half-year and full year financial statements (if the Company does not announce its quarterly financial statements) and the period of two (2) weeks immediately preceding the announcement of the Company's financial statements for each of the first three quarters of the financial year and one (1) month before the announcement of the Company's full-year financial statements (if the Company announces its quarterly financial statements, whether required by SGX-ST or otherwise), as the case may be, and ending on the date of announcement of the relevant financial statements.

2.10 Tax implications

Shareholders who are in doubt as to their respective tax positions or the tax implications of the Share Buybacks by the Company or who may be subject to tax whether in or outside of Singapore should consult their own professional advisers.

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2.11 Take-over Code implications arising from Share Buybacks

The Group is not required to obtain SIC's approval in relation to the proposed adoption of the Share Buyback Mandate.

Appendix 2 of the Take-over Code contains the Share Buyback Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are summarised below.

2.11.1 Obligation to make a Take-over offer

If, as a result of any purchase or acquisition by the Company of its Shares under the Share Buyback Mandate, the proportionate interest in the voting capital of the Company of a Shareholder and persons acting in concert with him increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. If such increase results in a change of effective control, or, as a result of such increase, a Shareholder or group of Shareholders acting in concert obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert could become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code.

Rule 14.1 of the Take-over Code requires, amongst others, that, except with the consent of the SIC, where:

- (a) any person acquires, whether by a series of transactions over a period of time or not, shares which (taken together with shares held or acquired by persons acting in concert with him) carry 30.00% or more of the voting rights of a company; or
- (b) any person who, together with persons acting in concert with him, holds not less than 30.00% but not more than 50.00% of the voting rights of a company and such person, or any person(s) acting in concert with him, acquires in any period of six (6) months additional shares carrying more than 1.00% of the voting rights,

such person shall extend immediately an offer to the holders of any class of shares in the capital which carries votes and in which such person, or persons acting in concert with him, hold shares. In addition to such person, each of the principal members of the group of persons acting in concert with him may, according to the circumstances of the case, also incur the obligation to extend such an offer under the Take-over Code.

The offer required to be made under the provisions of Rule 14.1 of the Take-Over Code shall, in respect of each class of shares in the capital involved, be in cash or be accompanied by a cash alternative at the Required Price.

For the above purposes, "Required Price" means in relation to the offer required to be made under the provisions of Rule 14.1 of the Take-Over Code, the offer shall be in cash or be accompanied by a cash alternative at a price in accordance with Rule 14.3 of the Take-over Code which is the highest of the highest price paid by the offerors and/ or person(s) acting in concert with them for the shares (i) during the offer period and within the preceding six (6) months; (ii) acquired through the exercise of instruments convertible into securities which carry voting rights within six (6) months of the offer and during the offer period; or (iii) acquired through the exercise of rights to subscribe for, and options in respect of, securities which carry voting rights within six (6) months of the offer or during the offer period; or at such price as determined by the SIC under Rule 14.3 of the Take-over Code.

2.11.2 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.

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Unless the contrary is established, the following persons will, *inter alia*, be presumed to be acting in concert:

- (a) 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);
- (b) a company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the aforementioned companies, any company whose associated companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights. For this purpose, a company is an associated company of another company if the second company owns or controls at least 20.00% but not more than 50.00% of the voting rights of the first-mentioned company;
- (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 the 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 10.00% 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 them, 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) an individual, his close relatives, his related trusts, any person who is accustomed to act according to his instructions, companies controlled by any of the aforementioned, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing persons for the purchase of voting rights.

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

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

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, the Directors and persons acting in concert with them will incur an obligation to make a take-over offer for the Company under Rule 14 if, as a result of the Company purchasing or acquiring Shares, (a) the voting rights of such Directors and their concert parties would increase to 30.00% or more, or (b) (if the voting rights of such Directors and their concert parties fall between 30.00% and 50.00% of the Company's voting rights) the voting rights of such Directors and their concert parties would increase by more than 1% in any period of six (6) months, but excluding treasury shares in the calculation of such percentages of voting rights. Consequently, Shareholders who are deemed to be acting in concert with the Directors under the Take-over Code could be obliged to make such an offer under Rule 14.

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Under Appendix 2 of 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 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company would increase to 30.00% or more, or, if such Shareholder holds between 30.00% and 50.00% of the Company's voting rights, the voting rights of such Shareholder would increase by more than one per cent (1.00%) in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Buyback Mandate.

However, Shareholders will be subject to the provisions of Rule 14 of the Take-over Code if they acquire Shares after the Company's Share Buybacks. For the purpose of the Take-over Code, an increase in the percentage of voting rights as a result of the Share Buyback will be taken into account in determining whether a Shareholder and persons acting in concert with him have increased their voting rights by more than one percent (1.00%) in any period of six (6) months.

Shareholders (including Directors) and their concert parties who hold more than 50.00% of the Company's voting rights are under no obligation to make a take-over offer if the voting rights of such Shareholders and their concert parties were to increase as a result of the Company purchasing or acquiring Shares. In calculating the percentages of voting rights of such Directors and their concert parties, treasury shares shall be excluded.

If the Company decides to cease the Share Buybacks before such number of shares authorised by Shareholders have been purchased in full, the Company will promptly inform Shareholders of such cessation. This will assist Shareholders in determining if they can buy any more Shares without incurring an obligation under Rule 14 of the Take-over Code.

To the best of the Directors' knowledge, they are not aware of any fact(s) or factor(s) 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 consequences under Rule 14 of the Take-over Code would ensue as a result of a purchase of Shares by the Company pursuant to the Share Buyback Mandate.

| | Before Purchase | | | | After Purchase | |
|---|------------------|-----------------------|------------------|-------|------------------|-------|
| | Direct Interest | Deemed Interest | Total Interest | | Total Interest | |
| | Number of Shares | Number of Shares | Number of Shares | % | Number of Shares | % |
| <u>Directors</u> | | | | | | |
| Chong Yuen Hwa ⁽²⁾ | 64,102,500 | 40,000 ⁽¹⁾ | 64,142,500 | 32.07 | 64,142,500 | 34.53 |
| Chong Neng Jie | – | – | – | – | – | – |
| Tan Khee Giap | – | – | – | – | – | – |
| Choo Beng Lor | – | – | – | – | – | – |
| Leon Lim V-king | – | – | – | – | – | – |
| <u>Substantial Shareholders</u> (other than the Directors) | | | | | | |
| Chong Nen Sing ⁽²⁾ | 67,432,500 | – | 67,432,500 | 33.72 | 67,432,500 | 36.31 |
| Chong Ngian Thiam ⁽²⁾ | 16,675,000 | – | 16,675,000 | 8.34 | 16,675,000 | 8.98 |
| Loh Chye Chuan | 13,320,000 | – | 13,320,000 | 6.66 | 13,320,000 | 7.17 |
| <u>Other</u> | | | | | | |
| Chong Mun Ngoong ⁽²⁾ | 3,330,000 | – | 3,330,000 | 1.67 | 3,330,000 | 1.79 |

Notes:

- (1) Chong Yuen Hwa's deemed interest is derived from 30,000 Shares held by his spouse, Ling Ai Ling, and 10,000 shares held via Tiger Brokers (Singapore) Pte. Ltd., by virtue of Section 7 of the Companies Act.
- (2) Chong Yuen Hwa, Chong Nen Sing, Chong Ngian Thiam and Chong Mun Ngoong are siblings.

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In the event the Company undertakes Shares purchases of up to 7.13% of the issued share capital of the Company as permitted by the Shares Buyback Mandate, the shareholdings and voting rights of the above Directors and Substantial Shareholders and their concert parties (as defined in the Take-over Code), namely, Chong Yuen Hwa, Ling Ai Ling, Chong Nen Sing, Chong Ngian Thiam and Chong Mun Ngoong aggregating 88.78%, will remain above 50.00%. Accordingly, no general offer is required to be made pursuant to the Take-Over Code.

2.11.4 Application of the Take-over Code

Based on substantial shareholding notifications received by the Company under Part VII of the SFA as at the Latest Practicable Date, as set out in Section 4 below, none of the Substantial Shareholders would become obliged to make mandatory offer for the Company under Rule 14 of the Take-over Code as a result of the purchase or acquisition by the Company of the maximum limit of ten per cent (10.00%) of its issued Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date.

To the best of the Directors' knowledge, save as disclosed above, there are no persons who may incur an obligation to make a take-over offer as a result of any purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate. Further details of the interests of the Directors and Substantial Shareholders of the Company in Shares as at the Latest Practicable Date are set out in Section 4 of this Circular.

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. If you are in any doubt as to whether you would incur any obligations to make a take-over offer as a result of any purchase of Shares by the Company pursuant to the proposed Share Buyback Mandate, you are advised to consult your professional advisers and/or the SIC at the earliest opportunity before you acquire any Shares in the Company during the period when the proposed Share Buyback Mandate is in force.

2.12 **Details of Previous Share Buybacks made by the Company**

The Company has not purchased or acquired any Share in the last 12 months preceding the Latest Practicable Date.

2.13 **Reporting requirements**

- (a) Under the Companies Act, where the Company purchases or acquires its Shares, the Company shall:
- (i) lodge with ACRA a copy of the Shareholders' resolution to approve any purchase or acquisition of Shares by the Company, within thirty (30) days of the passing of such resolution; and
 - (ii) lodge with ACRA a notice of purchase or acquisition of Shares in the prescribed form within thirty (30) days of a Share Buyback. Such notification is to include details such as the date of the Share Buyback, the number of Shares purchased or acquired by the Company, the number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued share capital before and after the Share Buyback, the amount of consideration paid by the Company for the Share Buyback, whether the Shares were purchased or acquired out of profits or the capital of the Company and any such other particulars that may be prescribed by the Companies Act.

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- (b) Pursuant to the Catalist Rule 871, the Company shall announce any Share Buyback via SGXNET not later than 9:00 a.m.:
- (i) in the case of a Market Purchase, on the Market Day following the day on which the Market Purchase was made; and
 - (ii) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptance of the offer for the Off-Market Purchase.

Such announcement (which must be in the form of Appendix 8D to the Catalist Rules) must include, *inter alia*, details of the date of the purchase, the total number of shares purchased, the number of shares cancelled, the number of shares held as treasury shares, the purchase price per share or the highest and lowest prices paid for such shares (as applicable), the total consideration (including stamp duties and clearing charges) paid or payable for the shares, the number of shares purchased as at the date of announcement (on a cumulative basis), the number of issued shares excluding treasury shares and subsidiary holdings after the purchase, the number of treasury shares held after the purchase and the number of subsidiary holdings after the purchase.

- (c) Further, pursuant to Catalist Rule 704(31), the Company must immediately announce any sale, transfer, cancellation and/or use of treasury shares, stating the following:
- (i) date of the sale, transfer, cancellation and/or use;
 - (ii) purpose of such sale, transfer, cancellation and/or use;
 - (iii) number of treasury shares sold, transferred, cancelled and/or used;
 - (iv) number of treasury shares before and after such sale, transfer, cancellation and/or use;
 - (v) percentage of the number of treasury shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and
 - (vi) value of the treasury shares sold, transferred, cancelled and/or used.
- (d) Under the Companies Act, the Directors shall lodge with ACRA the notice of cancellation or disposal of treasury shares in the prescribed form, within thirty (30) days of the cancellation or disposal of treasury shares.

3. PROPOSED RENEWAL OF THE IPT GENERAL MANDATE

3.1 Background

Chapter 9 of the Catalist Rules allows a listed company to obtain a 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 in respect of the purchase or sale of assets, undertakings or businesses), that may be carried out with the listed company's interested persons. A general mandate is subject to annual renewal.

As disclosed in the Offer Document, the IPT General Mandate adopted by the Company will be effective from the date of Listing until the earlier of the following: (a) the conclusion of the Company's first AGM following the date of Listing; or (b) the first anniversary of the date of Listing.

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Accordingly, the adopted IPT General Mandate will expire upon the conclusion of the forthcoming AGM. Pursuant to Rule 920 of the Catalist Rules, the Company will seek Shareholders' approval for the proposed renewal of the IPT General Mandate.

The renewal of the IPT General Mandate will enable the Group, in its ordinary course of business, to enter into the Interested Person Transactions specified in paragraph 3.6 below with any Mandated Interested Persons, provided that such transactions are made on normal commercial terms, will not be prejudicial to the interests of the Company and its minority Shareholders, and are in accordance with the guidelines and review procedures for such transactions set out in paragraph 3.8 of this Circular.

3.2 Chapter 9 of the Catalist Rules

- 3.2.1 Chapter 9 of the Catalist Rules applies to transactions between an Entity At Risk and an Interested Person. The objective of Chapter 9, as stated in Rule 901 of the Catalist Rules, is to guard against the risk that Interested Persons could influence a listed company, its subsidiaries or associated companies to enter into transactions with Interested Persons that may adversely affect the interests of the listed company or its shareholders.
- 3.2.2 Save for transactions which are not considered to put the listed company at risk and which are therefore excluded from the ambit of Chapter 9 of the Catalist Rules, an immediate announcement and/or shareholders' approval would be required in respect of these transactions with interested persons if the value of the transaction is equal to or exceeds certain financial thresholds (as highlighted below).
- 3.2.3 Pursuant to Rule 905 of the Catalist Rules, a listed company must make an immediate announcement of any Interested Person Transaction of a value equal to, or more than 3.00% of the Group's latest audited NTA. If the aggregate value of all transactions entered into with the same Interested Person during the same financial year amounts to 3.00% or more of the Group's latest audited NTA, the listed company must make an immediate announcement of the latest transaction and all future transactions entered into with that same Interested Person during that financial year.
- 3.2.4 Pursuant to Rule 906 of the Catalist Rules, a listed company must obtain shareholder approval for any Interested Person Transaction of a value equal to, or more than:
- (a) 5.00% of the Group's latest audited NTA; or
 - (b) 5.00% of the Group's latest audited NTA, when aggregated with other transactions entered into with the same Interested Person during the same financial year.

However, a transaction which has been approved by shareholders, or is the subject of aggregation with another transaction that has been approved by shareholders, need not be included in any subsequent aggregation.

The above requirements for immediate announcement and/or for shareholders' approval do not apply to any transaction below S\$100,000. Under Rules 905(5) and 906(4) of the Catalist Rules, while transactions below S\$100,000 are not normally aggregated, the SGX-ST may aggregate any such transaction entered into during the same financial year and treat them as if they were one (1) transaction in accordance with Rule 902 of the Catalist Rules.

3.3 Entities At Risk contemplated under the IPT General Mandate

For the purposes of the IPT General Mandate, an "Entity At Risk" means:

- (a) the Company;
- (b) a subsidiary of the Company (excluding subsidiaries listed on the SGX-ST or an (approved exchanged);

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- (c) an associated Company of the Company (other than an associated Company that is listed on the SGX-ST or an approved exchange) over which the Group, or the Group and its Interested Person(s), has or have control,

(together, the “**EAR Group**”).

3.4 The Particulars of the IPT General Mandate to be Renewed

The categories of transactions, procedures, and Entities At Risk and Interested Persons to which the proposed renewal of the IPT General Mandate will apply to are the same as that of the IPT General Mandate as disclosed in the Offer Document. The activities in respect of which the IPT General Mandate is sought to be renewed remain unchanged.

The renewed IPT General Mandate will take effect from the passing of the ordinary resolution relating thereto at the forthcoming AGM and will (unless revoked or varied by the Company in a general meeting) continue in force until the conclusion of the next AGM. Approval from Shareholders will be sought for the renewal of the IPT General Mandate at the next AGM (or extraordinary general meeting following such annual general meeting) and each subsequent AGM (or extraordinary general meeting following such AGM), subject to satisfactory review by the Audit Committee of its continued relevance and application to the transactions with the Mandated Interested Persons, and its confirmation that the methods and review procedures for the transactions with the Mandated Interested Persons are sufficient to ensure that the transactions are carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

3.5 Name of Mandated Interested Person contemplated under the IPT General Mandate

The IPT General Mandate will apply to the transactions that are carried out between the Group and Skyy Design (“**Mandated Interested Person**”, being an “interested person” as defined in the Catalist Rules).

3.6 Categories of the Interested Person Transactions contemplated under the IPT General Mandate

The recurrent transactions with the Mandated Interested Person, which will be covered by the IPT General Mandate, comprise the obtaining of sub-contracting services from the Mandated Interested Person, including but not limited to, fabrication, carpentry, set-up, installation and dismantling services, as well as the provision of manpower and operational support services (“**Mandated Transactions**”).

For the avoidance of doubt, there will be no sale or purchase of any assets, undertakings or businesses within the scope of the IPT General Mandate.

Transactions with the Mandated Interested Person which do not fall within the ambit of the IPT General Mandate will be subject to the relevant provisions of Chapter 9 of the Catalist Rules and/or applicable provisions of the Catalist Rules and/or any applicable law. In particular, if such transactions are of an aggregate value equal to or more than 5.00% of the Group’s latest audited NTA, future transactions of such a nature will be subject to the Shareholders’ approval before they can be entered into.

Provision of sub-contracting services by Skyy Design

Skyy Design is incorporated in Singapore and provides sub-contracting services for certain aspects of the Group’s design-and-build and commercial/retail fit-out projects, including fabrication, production work, implementing design plans for exhibits, decorations, booths, custom environments, pop-up stores, and the provision of manpower and operational support.

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90.00% of the shareholdings of Skyy Design is owned by Mr. Chong Yean Keong, the brother of Mr. Chong Yuen Hwa (the Controlling Shareholder and Executive Chairman and Chief Executive Officer), Mr. Chong Ngian Thiam (the Executive Officer and Substantial Shareholder) and Mr. Chong Nen Sing (the Controlling Shareholder). The remaining 10.00% of the shares in Skyy Design is held by Mr. Lee Wan Chew, who is the nephew of Mr. Chong Yean Keong. Accordingly, Skyy Design is an Associate of each of Mr. Chong Yuen Hwa, Mr. Chong Ngian Thiam and Mr. Chong Nen Sing.

3.7 Rationale for and Benefits of the Proposed Renewal of the IPT General Mandate

Skyy Design has been one of the Group's sub-contractors since 2011. Skyy Design is an event and exhibition fabricating company that specialises in event support and carpentry. Skyy Design's range of fabrication services extends to, among other things, festive décor, pop-up booths, exhibition booths, wall displays, display standee / entrance and backdrops. Skyy Design also, from time to time, provides the Group with manpower in respect of the operations and servicing of certain projects. Given the long working history between Skyy Design and the Group, Skyy Design is well-versed in and familiar with the expectations and requirements of the services and standards that the Group and customers expect. Over the course of the services provided by Skyy Design, the Group has assessed and ascertained that the quality of their services, as well as their capabilities, align with the requirements and those of the customers for whom the Company has engaged Skyy Design as a sub-contractor. Accordingly, Skyy Design has been an approved sub-contractor of the Group since 2011, and the Company envisages that it will continue to engage in such transactions with Skyy Design in the ordinary course of the Group's business from time to time, depending on the requirements and demands of the ongoing projects at the relevant time. Accordingly, the IPT General Mandate would enable the EAR Group to tap on the experience of Skyy Design and obtain quality sub-contracting services from a reliable source.

The IPT General Mandate is intended to facilitate transactions which are transacted from time to time between the EAR Group and the Mandated Interested Person, and the EAR Group will benefit from, *inter alia*, having access to competitive quotes from a Mandated Interested Person in addition to obtaining quotes from or transacting with unrelated third parties for their provision of services as a sub-contractor.

The IPT General Mandate and its subsequent renewal on an annual basis would enhance the ability of the Group to pursue business opportunities which are time-sensitive in nature and eliminate the need to announce and/or convene separate general meetings from time to time to seek Shareholders' prior approval as and when potential Mandated Transactions with the Mandated Interested Person arise, thereby saving substantial administrative time and costs expended in convening such meetings, without compromising the corporate objectives of the EAR Group and adversely affecting the business opportunities available to the EAR Group.

3.8 Methods and Procedures for Mandated Transactions with the Mandated Interested Person

To ensure that Mandated Transactions with the Mandated Interested Person are undertaken at: (a) arm's length and on normal commercial terms consistent with the Group's usual business practices and on terms which are generally not less favourable to the Group than those extended by unrelated third parties to the EAR Group or not more favourable to the Mandated Interested Person than those extended by the EAR Group to unrelated third parties; or (b) in any event on terms no less favourable to the EAR Group than prevailing open market rates, and will not be prejudicial to the interests of the Group and its minority Shareholders, the EAR Group will adopt the following methods and procedures to undertake the conduct of the Mandated Transactions under the IPT General Mandate:

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- (a) Obtaining of sub-contracting services from mandated interested Person
- (i) Before any procurement of sub-contracting services from the Mandated Interested Person, quotations from at least two (2) unrelated third-party suppliers for the same (or substantially similar) types of sub-contracting services will be obtained for comparison wherever appropriate and practicable (the “**Comparable Quotes**”) in order to determine whether the pricing and terms being offered by the Mandated Interested Person are comparable to prevailing market rates and to ensure that such pricing (including fee or profit margins) and terms being offered to the EAR Group are no less favourable than commercial terms extended by other unrelated third parties to the EAR Group. In general, the Company will only procure sub-contracting services from the Mandated Interested Person if the price of such sub-contracting services to be paid by the EAR Group to the Mandated Interested Person is not higher than the most competitive quote of the Comparable Quotes, after taking into account relevant factors such as the track record, experience, expertise and reliability of the suppliers, complexity of services to be provided, availability and delivery schedules, payment terms, cost and margins of the Mandated Interested Person and any other relevant factors (the “**Service Factors**”);
 - (ii) In the event that it is not practicable to obtain such Comparable Quotes (for instance, if there are no unrelated third-party vendors providing similar services to the EAR Group), the price and commercial terms offered by the Mandated Interested Person will be compared to the same (or substantially similar) types of transactions entered into between the Mandated Interested Person and unrelated third parties. The review procedures in such cases may include, where applicable, requesting for and reviewing the standard price lists provided by the Mandated Interested Person to its customers for such and services, and shall be based on the commercial merits of the transaction;
 - (iii) In the event that it is not practicable to compare the pricing and terms offered by the Mandated Interested Person to the EAR Group, with the same (or substantially similar) types of transactions entered into between the Mandated Interested Person and unrelated third parties, the pricing and terms of the proposed Mandated Transaction(s) shall be subject to the review and approval of the Chief Executive Officer or Group Financial Controller or, in the event the Chief Executive Officer and Group Financial Controller have an interest in the Mandated Transaction(s) or are nominees of the Mandated Interested Person, an officer of similar or equivalent rank (who must have no interest, direct or indirect, in the Mandated Interested Person and the Mandated Transaction(s)) (a “**Relevant Authorised Person**”), and as designated by the Audit Committee for such Mandated Transaction(s) shall evaluate whether the terms offered by the Mandated Interested Person are fair and reasonable, having regard to the Services Factors, the costs and benefits to the Group and the rationale for entering into the Mandated Transaction(s); and
 - (iv) Where the Mandated Interested Person seeks reimbursement from the Group for expenses incurred in relation to the services provided to the Group, the finance department shall review and ensure that the relevant supporting documents are attached to the reimbursement claims, which is the standard procedure carried out for reimbursement claims from the unrelated third-party suppliers.

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- (b) In addition, the following approval thresholds will apply to the Mandated Transactions generally:
- (i) All Mandated Transactions equal to or exceeding S\$100,000 in value but below 3.00% of the value of the Group's latest audited NTA will be subject to review and prior approval by the Chief Executive Officer or the Group Financial Controller or, in the event the Chief Executive Officer and Group Financial Controller have an interest in the Mandated Transaction(s) or are nominees of the Mandated Interested Person, a Relevant Authorised Person shall review and approve the relevant Mandated Transactions(s);
 - (ii) In the event that all of the Relevant Authorised Persons have an interest in the transaction, are nominees for the time being of the Mandated Interested Person or have associates (as defined in the Catalist Rules) involved in the decision-making process on the part of the Mandated Interested Person or are subject to such conflicts of interest, the review and approval process shall be undertaken by the Chairman of the Audit Committee or another member of the Audit Committee (who is not a nominee of the Mandated Interested Person, has no interest, whether direct or indirect, in the Mandated Interested Person or the Mandated Transactions and is not subject to such conflicts of interest) as designated by the Chairman of the Audit Committee from time to time for such purpose;
 - (iii) Where the value of such Mandated Transactions (either individually or cumulative during the same financial year) is equal to or exceeding 3.00% of the value of the Group's latest audited NTA, such Mandated Transactions will be subject to the review and prior approval of the Audit Committee;
 - (iv) For the avoidance of doubt, Mandated Transactions which have already been reviewed and approved by the Audit Committee will not be included in such calculations;
 - (v) In the event that a member of the Audit Committee has an interest in the Mandated Transactions, or is a nominee for the time being of any of the Mandated Interested Person (or its associates), or if he or she also serves as a director on the board of directors of any of the Mandated Interested Person, he or she shall abstain from participating in the review and approval process of the Audit Committee in relation to such Mandated Transactions;
 - (vi) In the event that a member of the Audit Committee (who is not a nominee of the Mandated Interested Person, has no interest in the transaction and is not subject to such conflicts of interest) also serves as an independent non-executive director on the board of directors, or (as the case may be) an audit or other board committee of the Mandated Interested Person, and she/he participates in the review and approval process of the Audit Committee in relation to a transaction with that Mandated Interested Person, she/he will abstain from participating on any decision before the board or committee of that Mandated Interested Person with respect to such transaction; and
 - (vii) Any of the Relevant Authorised Persons and the Audit Committee may, as she/he deems fit, request additional information pertaining to the transaction under review from independent sources or advisers, including but not limited to requesting an independent financial adviser's opinion and/or the obtaining of valuations from independent professional valuers.

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Any transaction to be entered into under the IPT General Mandate shall only be approved by the above-approving authority if the transactions are carried out at arm's length and on normal commercial terms, in accordance with the methods and procedures outlined in paragraphs (a) and (b) of this section, and the basis on which the transactions are entered into are properly documented in the IPT Register (as defined below), accompanied with supporting documents.

For the purposes of sub-paragraphs (b)(ii) and (iii) above, the value of a transaction shall be determined based on the full contract value at the time of entry into the transaction.

3.9 Additional Methods and Procedures

In addition to the methods and procedures set out above, the Company will implement the following methods and procedures to ensure that the Mandated Transactions carried out under the IPT General Mandate are undertaken at arm's length basis and on normal commercial terms:

- (a) A register will be maintained to record the list of all interested person(s) (including the Mandated Interested Person) and their associates (which is to be updated immediately if there are any changes) to enable the identification of the interested person(s). The list of interested person(s) shall be reviewed on a semi-annual basis by the Group Financial Controller and subject to such verifications or declarations as required by the Audit Committee for such period as determined by them. This list of interested person(s) shall be disseminated to any staff of the Group that the Group's finance team considers relevant for the purposes of entering into transactions that fall under the IPT General Mandate.
- (b) A register will be maintained to record all interested person transactions (including the Mandated Transactions) carried out with all interested person(s) (including the bases on which the interested person transactions are entered into, amount and nature) (the "**IPT Register**") by the Group's finance team, which shall be reviewed by the Group Financial Controller on a monthly basis. The IPT Register will also record any interested person transactions that are below S\$100,000 in value, although such transactions are not typically required to be aggregated under Chapter 9 of the Catalist Rules.
- (c) The Company will also file the documents relating to the Mandated Transactions separately, including the contracts entered into with the Mandated Interested Person, the relevant supporting documents and approval forms for ease of review by internal auditors, the Audit Committee and/or any senior management staff designated by the Audit Committee to conduct such review.
- (d) The Audit Committee shall review all Mandated Transactions (except where Mandated Transactions are required under the methods and procedures of the IPT General Mandate to be approved by the Audit Committee prior to the entry thereof) at least on a semi-annual basis to ensure that they are carried out on normal commercial terms and in accordance with the procedures outlined above. All relevant non-quantitative factors will also be taken into account. Such review includes the examination of the transaction and its supporting documents or such other data deemed necessary by the Audit Committee. The Audit Committee shall, when it deems fit, request any additional information pertaining to the transaction under review from independent sources, advisers or valuers or require additional review by the internal auditors in respect of the Mandated Transactions.
- (e) The Audit Committee will review the IPT Register and the file(s) relating to the Mandated Transactions on a semi-annual basis.
- (f) The annual internal audit plan will incorporate a review of the Mandated Transactions entered into, pursuant to the IPT General Mandate, to ensure that the methods and procedures in respect of the Mandated Transactions have been adhered to. The internal auditors will report to the Audit Committee annually and highlight any discrepancies or significant variances from the established methods and procedures for the Mandated Transactions to the Audit Committee.

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- (g) The Audit Committee will also review from time to time such methods and procedures to determine if they are adequate and/or commercially practicable in ensuring that transactions between the EAR Group and the Mandated Interested Person are conducted at arm's length and on normal commercial terms. If during any of the reviews by the Audit Committee, the Audit Committee is of the view that the methods and procedures for Mandated Transactions have become inappropriate or insufficient in the event of changes to the nature of, or manner in which, the business activities of the Group or the Mandated Interested Person are conducted, it will, in consultation with the Board, take such actions as it deems proper in respect of such methods and procedures and/or modify or implement such methods and procedures as may be necessary to ensure that the Mandated Transactions will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders, and the Company will seek a fresh general mandate from the Shareholders based on new methods and procedures so that Mandated Transactions will be carried out at arm's length, on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders. In the interim, the Audit Committee will review every Mandated Transaction pending the grant of the fresh mandate, which will be in accordance with the requirements of the relevant provisions of Chapter 9 and/or other applicable provisions of the Catalyst Rules (as from time to time amended).
- (h) The Board will also ensure that all disclosure, approval and other requirements on interested person transactions, including those required by prevailing legislation, the Catalyst Rules (in particular, Chapter 9 thereof) and relevant accounting standards, are complied with. The Company will also endeavour to comply with the recommendations set out in the Code of Corporate Governance 2018 issued by the Authority (as amended, modified or supplemented from time to time).

3.10 Disclosure under Catalyst Rules

In accordance with the requirements of Chapter 9 of the Catalyst Rules, the Company will (a) disclose in the Company's annual report the aggregate value of transactions conducted with the Mandated Interested Person pursuant to the IPT General Mandate during the financial year (as well as in the annual reports for subsequent financial years that the IPT General Mandate continues to be in force); and (b) announce the aggregate value of transactions conducted with the Mandated Interested Person pursuant to the IPT General Mandate for the financial periods that the Company is required to report on pursuant to Rule 705 of the Catalyst Rules within the time required for the announcement of such report.

Such disclosure will be made in the annual report in the format as set out in Rule 907 of the Catalyst Rules, presented in the following format:

| Name of interested person | Nature of relationship | Aggregate value of all interested person transactions the year/period during financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920 of the Catalyst Rules. | Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 of the Catalyst Rules (excluding transactions less than S\$100,000) |
|---------------------------|------------------------|--|--|
| | | | |

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The Board will also ensure that all disclosures, approvals and other requirements on the Mandated Transactions, including those required by prevailing legislation, the Catalist Rules and relevant accounting standards, are complied with.

3.11 Audit Committee's Statement

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

- (a) the methods or procedures for determining the transaction prices under the IPT General Mandate since the adoption have not changed; and
- (b) the methods or procedures for determining the transaction prices above are sufficient to ensure that the Mandated Transactions carried out thereunder will be on normal commercial terms, and will not be prejudicial to the interests of the Company and its minority shareholders.

Accordingly, an independent financial adviser's opinion is not required for the renewal of the IPT General Mandate.

4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of Directors and Substantial Shareholders in the Shares as recorded in the Register of Directors' Shareholdings and Register of Substantial Shareholders, respectively, as at the Latest Practicable Date, are as follows:

| | Direct Interest | | Deemed Interest | | Total Interest | |
|--|-----------------|------------------|-----------------------|------------------|----------------|------------------|
| | No. of shares | % ⁽¹⁾ | No. of shares | % ⁽¹⁾ | No. of shares | % ⁽¹⁾ |
| Directors | | | | | | |
| Chong Yuen Hwa ⁽³⁾ | 64,102,500 | 32.05 | 40,000 ⁽²⁾ | 0.02 | 64,142,500 | 32.07 |
| Chong Neng Jie | – | – | – | – | – | – |
| Tan Khee Giap | – | – | – | – | – | – |
| Choo Beng Lor | – | – | – | – | – | – |
| Leon Lim V-king | – | – | – | – | – | – |
| Substantial Shareholders (other than the Directors) | | | | | | |
| Chong Nen Sing ⁽³⁾ | 67,432,500 | 33.72 | – | – | 67,432,500 | 33.72 |
| Chong Ngian Thiam ⁽³⁾ | 16,675,000 | 8.34 | – | – | 16,675,000 | 8.34 |
| Loh Chye Chuan | 13,320,000 | 6.66 | – | – | 13,320,000 | 6.66 |

Notes:

- (1) Based on the total number of 200,000,000 Shares (excluding Treasury Shares and Subsidiary Holdings) as at the Latest Practicable Date. The Company does not hold any Treasury Shares and nil Subsidiary Holdings as at the Latest Practicable Date. Percentage figures are rounded to the nearest two (2) decimal places.
- (2) Chong Yuen Hwa's deemed interest is derived from 30,000 Shares held by his spouse, Ling Ai Ling, and 10,000 shares held via Tiger Brokers (Singapore) Pte. Ltd., by virtue of Section 7 of the Companies Act.
- (3) Chong Yuen Hwa, Chong Nen Sing and Chong Ngian Thiam are siblings.

5. 2026 AGM

The 2026 AGM, notice of which has been made available to Shareholders on the same date as the date of this Appendix, will be held on 27 April 2026 at 10.00 a.m. for the purposes of considering and, if thought fit, passing, with or without modification, *inter alia*, the ordinary resolutions relating to the proposed renewal of the Share Buyback Mandate and the IPT General Mandate.

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6. ABSTENTION FROM VOTING

In accordance with Rule 920(1)(b)(viii) of the Catalist Rules, interested persons will abstain and undertake to ensure that their associates will abstain from voting on the resolutions approving the interested person transactions involving themselves and the Group. Furthermore, such interested persons and their associates shall not act as proxies in relation to such resolutions unless voting instructions have been given by the appointing shareholder. As such, the Controlling Shareholder, Executive Chairman and Chief Executive Officer, Mr. Chong Yuen Hwa, the Executive Officer and Substantial Shareholder, Mr. Chong Ngian Thiam, as well as the Controlling Shareholder, Mr. Chong Nen Sing, and their respective Associates, have abstained from voting on the resolution approving the adoption of the IPT General Mandate and will abstain from voting on the resolutions approving the renewal of the IPT General Mandate.

The Company will disregard any votes cast by the abovementioned persons who are required to abstain from voting on Resolution 15, as well as any votes cast by a person required to abstain from voting on a resolution pursuant to the Catalist Rules or a court order which has been served on the Company.

7. ACTION TO BE TAKEN BY SHAREHOLDERS

If a Shareholder is unable to attend the 2026 AGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the registered office of the Company at 2 Woodlands Sector 1, #03-21, Woodlands Spectrum, Singapore 738068, not less than seventy-two (72) hours before the time fixed for the 2026 AGM. The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the 2026 AGM if he subsequently wishes to do so. In such event, the relevant Proxy Forms will be deemed to be revoked and the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the 2026 AGM.

A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the 2026 AGM and to speak and vote thereat unless his name appears on the Depository Register at least seventy-two (72) hours before the time fixed for the 2026 AGM.

8. DIRECTORS' RECOMMENDATION

8.1 Proposed Renewal of the Share Buyback Mandate

The Directors, having carefully considered the terms and rationale of the proposed renewal of the Share Buyback Mandate, are of the view that the proposed renewal of the Share Buyback Mandate is in the best interests of the Company and accordingly, recommend that Shareholders vote in favour of Ordinary Resolution 14 to approve the proposed renewal of the Share Buyback Mandate as set out in the Notice of AGM.

8.2 Proposed Renewal of the IPT General Mandate

The Directors, save for Mr. Chong Yuen Hwa and Mr. Chong Neng Jie, having considered, inter alia, the terms and rationale of the proposed renewal of the IPT General Mandate, are of the opinion that proposed renewal of the IPT General Mandate is in the best interests of the Company and the Shareholders. Accordingly, the Directors, save for Mr. Chong Yuen Hwa and Mr. Chong Neng Jie, recommend that Shareholders vote in favour of Ordinary Resolution 15 relating to the proposed renewal of the IPT General Mandate as set out in the Notice of AGM.

LETTER TO SHAREHOLDERS

9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the proposed renewal of the Share Buyback Mandate and proposed renewal of the IPT General 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 Appendix misleading. Where information in this Appendix 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 Appendix in its proper form and context.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 2 Woodlands Sector 1, #03-21, Woodlands Spectrum, Singapore 738068, during normal business hours from the date of this Appendix up to and including the date of the 2026 AGM:

- (a) the Constitution of the Company; and
- (b) the Annual Report for FY2025.

The Annual Report may also be accessed on SGXNet at the following URL: <https://www.sgx.com/securities/company-announcements> and is also available on the Company's website at the following URL: <https://dezinformat.com/>.

Yours faithfully
For and on behalf of the Board of Directors of
Dezign Format Group Limited

Chong Yuen Hwa
Executive Chairman and CEO