



BEST WORLD INTERNATIONAL LTD

(Company Registration: 199006030Z)

Incorporated in the Republic of Singapore

Extraordinary General Meeting Questions & Answers

All capitalised terms used but not defined herein shall have the same meanings given to them in the circular dated 24 June 2024 (“Circular”), unless otherwise expressly stated or the context otherwise requires.

No.	Questions from Shareholders	Replies
EGM		
1	Will the Company revise offer if cash levels change between Dec 2023 and June 2024? Why or why not?	<p>With reference to the announcement released on 24 May 2024, titled, “Revision of Exit Offer Price, Corrigendum to the Exit Offer Announcement”, and the Circular, the Company will not be revising the Final Exit Offer Price. Once the Company announced that the revision to the Exit Offer Price was final, it is now not able to make any further revisions to it. In arriving at the Final Exit Offer Price of S\$2.56 for each Share, the Company had taken into consideration among others:</p> <ol style="list-style-type: none"> 1) the historical trading price of the Shares for the past 6 months up to and including the Last Undisturbed Trading Day which ranged between S\$1.60 to S\$1.83; 2) the adjusted net asset value (“NAV”) per Share as at 31 December 2023 based on the FY2023 Results and subtracting S\$6.27 million to reflect the total consideration for the share buyback cash purchases of 2,530,000 Shares made by way of market acquisition conducted by the Company after 31 December 2023 and up to the Latest Practicable Date (“Share Buyback”) (“Adjusted NAV”) of S\$1.36; 3) the current cash position of the Group and taking into consideration of the working capital requirements, as well as the operating expenditures of the Company; 4) available resources to the Company which may be impacted by difficulties and constraints on the repatriation of funds from the People’s Republic of China, as well as other overseas markets back to Singapore; and 5) the current market conditions in the industries and markets which the Group operates in.

2	What decisions are the independent directors involved in and what decisions are they not involved in.	<p>The independent directors were involved in all the key matters relating to the Exit Offer that were led by the Company, including but not limited to the following:</p> <ol style="list-style-type: none"> 1) Discussing the options for the Exit Offer and approving the structure; 2) Discussing the project timeline; 3) Approval of the professional parties engaged by the Company; 4) Approving the Exit Offer price and confirming that cash resources are available; 5) Reviewing and discussing the IFA report with IFA 6) Preparing the recommendation of the independent directors in respect of the Exit Offer; and 7) Reviewing and approving of the Circular. <p>They were not involved in the disclosures made by the Non-Participating Shareholders, such as their personal particulars and information relating to their concert parties.</p>
3	Why Selective Capital Reduction? Comparison between various options.	<p>With reference to paragraph 6.2 of the Circular, the Company has explored various options (such as a voluntary general offer and a scheme of arrangement) and determined that the best option currently is to undertake a Selective Capital Reduction, as it:</p> <p>(a) offers a higher exit offer price for Eligible Shareholders as compared to other possible options since the Selective Capital Reduction will not involve any bank borrowings, fees or commissions, has less if any external financing requirements, and will incur lower professional fees and involve fewer professional parties;</p> <p>(b) is an exercise that can be led and controlled by the Company instead of being dependent on external third parties (as in the case of a voluntary general offer); and</p> <p>(c) has fewer requirements to be satisfied (unlike a scheme of arrangement).</p>
4	As mentioned in the circular, the company does not have the right to make compulsory acquisition, does this mean that shareholders can choose not to sell and still have a stake in the privatised company?	<p>If at the EGM the Resolutions are passed and if the Court approves the Selective Capital Reduction, then the Company will proceed with effecting the Selective Capital Reduction which would mean the cancellation of all the Shares held by the Eligible Shareholders save for the Non-Participating Shareholders, and all Eligible Shareholders will receive S \$2.56 for each Share, regardless of whether they voted in favour of or against the Resolutions at the EGM and whether or not they wish to sell or dispose of their Shares.</p>

5	If shareholders choose to stick with the privatised company, will the company still maintain a Investor Relations contact for receiving updates from the company?	Please see the reply to question 4 above. Upon completion of the Selective Capital Reduction (provided that it is successful), the only Shareholders remaining will be the Non-Participating Shareholders. All Eligible Shareholders will thereafter no longer be shareholders in the Company.
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