

CIRCULAR DATED 10 SEPTEMBER 2024

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

This Circular is issued by AF Global Limited (the “Company”). If you are in any doubt as to the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant, or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of the Company, you should forward this Circular, the Notice of Extraordinary General Meeting and the attached Proxy Form immediately to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Circular, together with the Notice of EGM, the accompanying Proxy Form and Request Form (as defined herein), may be accessed via SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company’s website at <https://www.afgl.com.sg>. If you have sold or transferred all your ordinary shares which are not deposited with CDP, you should inform the purchaser or the transferee or to the stockbroker, bank or agent through whom the sale or transfer was effected for onward notification to the purchaser or the transferee that this Circular, together with the Notice of EGM, the accompanying Proxy Form and Request Form, can be accessed via SGXNet and the Company’s website.

Printed copies of this Circular will NOT be despatched to Shareholders (as defined herein). For Shareholders’ convenience, printed copies of the Notice of EGM, the accompanying Proxy Form and Request Form will be despatched to Shareholders. Shareholders may request for physical copies of this Circular by filling out the Request Form below and return it to the Company by post to the registered office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632; or if by email to AFGlobalEGM@afgl.com.sg, enclosing a clear scanned completed and signed Request Form, no later than 10.00 a.m. on 18 September 2024.

This Circular has been prepared by the Company for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the “SGX-ST”). The SGX-ST assumes no responsibility for any statements made, opinions expressed, or reports contained in this Circular.



CIRCULAR TO SHAREHOLDERS

IN RELATION TO

- (1) THE RATIFICATION OF THE DISPOSAL OF CERTAIN OF THE GROUP’S ASSETS IN THAILAND TO YTL HOTELS & PROPERTIES SDN. BHD., YTL HOTELS (SINGAPORE) PTE. LTD. AND NICHE PROPERTY (RAWAI) COMPANY LIMITED FOR AN AGGREGATE CONSIDERATION OF THB1,604,303,822**
 - (2) THE PROPOSED CAPITAL REDUCTION AND THE CASH DISTRIBUTION**
-

IMPORTANT DATES AND TIMES:

Last date and time for lodgement of Proxy Form : 29 September 2024 at 10.00 a.m.

Date and time of the EGM : 2 October 2024 at 10.00 a.m.

Place of the EGM : Aspial One
55 Ubi Avenue 3, Level 1
Singapore 408864

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DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout this Circular: -

“1H2023”	:	The six months ended 30 June 2023
“1H2023 Financial Statements”	:	The unaudited consolidated financial statements of the Group for 1H2023
“1H2024”	:	The six months ended 30 June 2024
“1H2024 Financial Statements”	:	The unaudited consolidated financial statements of the Group for 1H2024
“ACRA”	:	Accounting and Corporate Regulatory Authority of Singapore
“Adjusted Aggregate Consideration”	:	The Aggregate Consideration as adjusted to THB1,604,303,822 (equivalent to approximately S\$59,175,000 based on the Completion Exchange Rate) as a result of post-Completion adjustments pursuant to the Shares SPA, further details of which are set out in paragraph 2.3.4 of the Letter to Shareholders in this Circular
“Affected Buildings”	:	Certain buildings and structures located on the plots of land owned by RP Hotels (which had been transferred to the Shares Purchasers upon completion of the Disposal) registered under the name of the Assets Vendor which are part of the Assets, which could only be transferred to Niche Property under applicable Thai Laws after a 30-days period following the Completion Date
“Aggregate Consideration”	:	The aggregate consideration of THB1,600,000,000 (equivalent to approximately S\$59,016,000 based on the Completion Exchange Rate) for the Disposal (prior to any post-Completion adjustments) as announced in the First Announcement
“Agreements”	:	The Shares SPA and the Assets SPA
“Asset 1”	:	Two plots of freehold land represented by land title deeds Nos. 78372 and 78373, located in Rawai Sub-district, Muang Phuket District, Phuket Province, Thailand
“Asset 2”	:	Two condominium units with freehold tenure at Nos. 13 and 18, Building B, Andaman Cove Condominium, Rawai Sub-district, Muang Phuket District, Phuket Province, Thailand
“Asset 3”	:	The rights of occupation and use of two plots of land, located at Moo 2-3 (Bon Island), Rawai Sub-district, Muang Phuket District, Phuket Province, Thailand, together with the buildings and structures including fixtures located on the two plots of land
“Assets”	:	Asset 1, Asset 2 and Asset 3 collectively
“Assets Disposal”	:	The sale of the Assets by the Assets Vendor as described in paragraph 2.1.4.2 of the Letter to Shareholders in this Circular
“Assets Purchaser”	:	Y Property (Rawai) Company Limited, the counterparty to the Assets Vendor under the Assets SPA

DEFINITIONS

“Assets SPA”	: The asset sale and purchase agreement as described in paragraph 2.1.4.2 of the Letter to Shareholders in this Circular
“Assets Vendor”	: RP (Thailand) Limited, a subsidiary of the Company, being the vendor of the Assets under the Assets SPA as described in paragraph 2.1.4.2 of the Letter to Shareholders in this Circular
“Board”	: The board of Directors of the Company
“Capital Reduction”	: The proposed capital reduction of the Company as described in paragraph 3.1.2 of the Letter to Shareholders in this Circular
“Cash Distribution”	: The proposed cash distribution to Shareholders of S\$0.035 for each Share, as described in paragraph 3.1.2 of the Letter to Shareholders in this Circular
“Cash Distribution Record Date”	: The record date on which the Share Transfer Books and Register of Members of the Company will be closed to determine the entitlement of the Shareholders to the payment of the proposed Cash Distribution
“CDP”	: The Central Depository (Pte) Limited or any other corporation approved by the Monetary Authority of Singapore as a depository company or corporation for the purposes of the Securities and Futures Act 2001, which operates the Central Depository System for the holding and transfer of book-entry securities
“Company”	: AF Global Limited (Company Registration No. 197301118N)
“Companies Act”	: The Companies Act 1967 of Singapore, as may be amended or modified from time to time
“Completion”	: The completion of the Disposal (other than the Affected Buildings) as described in paragraph 2.3.1 of the Letter to Shareholders in this Circular
“Completion Announcement”	: The announcement made by the Company on SGXNet on 11 July 2024 in relation to the Completion of the Disposal
“Completion Date”	: 10 July 2024, being the date of Completion
“Completion Exchange Rate”	: The exchange rate of THB1:S\$0.036885, being the exchange rate published by the Monetary Authority of Singapore as of 1 July 2024 as agreed between the Shares Vendors and the Shares Purchasers for the purposes of completion of the sale of the Sale Shares to the Shares Purchasers pursuant to the Shares SPA
“Conditions Precedent”	: The conditions precedent under the Agreements as described in paragraph 2.2.6 of the Letter to Shareholders in this Circular
“Corporate Actions”	: Means the Disposal, the payment of the Special Dividend, and the Capital Reduction and Cash Distribution collectively
“Deposit”	: The deposit of S\$6,159,520, which the Shares Vendors and the Shares Purchasers agreed to be equivalent to THB160,000,000 under the terms of the Shares SPA as described in paragraph 2.2.4 of the Letter to Shareholders in this Circular

DEFINITIONS

“Director”	: A director of the Company (whether executive or non-executive)
“Disposal”	: The disposal of the Sale Shares and the Assets by the Group, as described in paragraph 2 of the Letter to Shareholders in this Circular
“Disposal Interest”	: The Assets and RP Hotels, being the subjects of the disposal by the Group under the Shares SPA and Assets SPA
“Effective Date”	: The date on which the Capital Reduction becomes effective
“EGM”	: The extraordinary general meeting of the Company to be convened on 2 October 2024 at 10.00 a.m., the notice of which is set out in this Circular
“EPS”	: Earnings per Share
“First Announcement”	: The initial announcement made by the Company on SGXNet on 10 January 2024 in relation to the Disposal titled, <i>“Proposed Disposal of Certain of the Group’s Assets in Thailand”</i>
“First Exchange Rate”	: The exchange rate of THB1:S\$0.0381, being the applicable exchange used when the First Announcement was made on 9 January 2024
“First LPD”	: 9 January 2024, being the latest practicable date prior to the date of the First Announcement
“FY2022”	: The financial year ended 31 December 2022
“FY2022 Financial Statements”	: The audited financial statements of the Group for FY2022
“FY2023”	: The financial year ended 31 December 2023
“FY2023 Financial Statements”	: The audited financial statements of the Group for FY2023
“Group”	: The Company and its subsidiaries
“Hotel Development”	: The proposed hotel development project on the Hotel Land as described in paragraph 2.1.4.1 of the Letter to Shareholders in this Circular
“Hotel Land”	: Six plots of freehold land owned by RP Hotels, as described in paragraph 2.1.4.1 of the Letter to Shareholders in this Circular
“Listing Manual”	: The listing manual of the SGX-ST, as may be amended or modified from time to time
“NAV”	: Net asset value
“Niche Property”	: Niche Property (Rawai) Company Limited, the assignee for the acquisition of the Assets pursuant to the terms of the Assets SPA
“Notice of EGM”	: The notice of the EGM which is set out in pages N-1 to N-3 of this Circular
“NTA”	: Net tangible asset value

DEFINITIONS

“ Ordinary Resolution ”	: A resolution passed by a simple majority of such members as, being entitled to do so, vote in person or proxy, at a general meeting or a class meeting of the Company
“ Proposals ”	: The proposals to ratify the Disposal by way of an Ordinary Resolution and to approve the Capital Reduction and the Cash Distribution by way of a Special Resolution, at the EGM
“ Proposed Development ”	: The proposed development and construction of the hotel and residential projects on the Hotel Land as described in paragraph 2.2.6.1.5 of the Letter to Shareholders in this Circular
“ Proxy Form ”	: The proxy form in respect of the EGM which is set out in pages N-4 to N-5 of this Circular
“ Purchasers ”	: The Assets Purchaser and the Shares Purchasers
“ Request Form ”	: A request form to be submitted by Shareholders who may wish to request for a printed copy of the Circular
“ Resolution 1 ”	: The Ordinary Resolution in relation to the ratification of the Disposal
“ Resolution 2 ”	: The Special Resolution in relation to the approval of the Capital Reduction and the Cash Distribution
“ RP Hotels ”	: RP Hotels (Thailand) Limited, the company which the Sale Shares are sold by the Shares Vendors pursuant to the Shares SPA
“ Rule 1006 ”	: Rule 1006 of the Listing Manual
“ Securities Account ”	: The securities account maintained by a Depositor with CDP but does not include as securities sub-account maintained with a Depository Agent
“ Securities and Futures Act ”	: The Securities and Futures Act 2001 of Singapore, as may be amended or modified from time to time
“ SGX-ST ”	: Singapore Exchange Securities Trading Limited
“ SGXNet ”	: Singapore Exchange Network, the corporate announcement system maintained by SGX-ST for the submission of information and announcements by listed companies
“ Sale Shares ”	: Shares in RP Hotels representing the entire issued and paid-up share capital of RP Hotels
“ Share Registrar ”	: The Company’s share registrar, Boardroom Corporate & Advisory Services Pte. Ltd. (Company Registration No. 196800531W)
“ Shareholders ”	: Registered holders of Shares except that where the register holder is CDP, the term “ Shareholders ” shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register and whose Securities Accounts are credited with the Shares

DEFINITIONS

“Shareholder Undertakings”	: The irrevocable undertakings provided by Aspial Corporation Limited and Mr Koh Wee Meng as described in paragraph 2.9 of the Letter to Shareholders in this Circular
“Shares”	: Ordinary shares in the capital of the Company, which excludes treasury shares
“Shares Disposal”	: The sale of the Sale Shares by the Group pursuant to the Shares SPA
“Shares Purchasers”	: YTL Hotels & Properties Sdn. Bhd. and YTL Hotels (Singapore) Pte. Ltd., the purchasers of the Sale Shares pursuant to the Shares SPA
“Shares SPA”	: The share sale and purchase agreement as described in paragraph 2.1.4.1 of the Letter to Shareholders in this Circular
“Shares Vendors”	: Bon (38) Investment Pte. Ltd., Bon 88 Investment Pte. Ltd., Rawai (38) Investment Pte. Ltd. and Rawai 88 Investment Pte Ltd., the subsidiaries of the Company which sold the Shares Vendors the Sale Shares pursuant to the Shares SPA
“Solvency Statements”	: The solvency statements to be made by the Directors in relation to the Capital Reduction and compliance with other relevant solvency requirements as required by the Companies Act
“Special Dividend”	: The special interim cash dividend of S\$0.015 for each Share held by the entitled Shareholders who hold Shares as at 5.00 pm on the Special Dividend Record Date
“Special Dividend Record Date”	: 16 August 2024, the record date on which the Share Transfer Books and Register of Members of the Company will be closed to determine the entitlement of the Shareholders to the payment of the Special Dividend
“Special Resolution”	: A resolution passed by a majority of not less than three-fourths of such members as, being entitled to do so, vote in person or proxy, at a general meeting or a class meeting of the Company
“Transactions”	: The Disposal, the Capital Reduction and the Cash Distribution collectively
“Vendors”	: The Shares Vendors and the Assets Vendor collectively
“Waiver”	: The waiver of the requirement under Rule 1014(2) of the Listing Manual for the Disposal as described in paragraph 2.8 of the Letter to Shareholders in this Circular
“Waiver Application”	: The application by the Company to the SGX-ST for the Waiver
“Waiver Conditions”	: The conditions subject to which the SGX-ST has advised that it had no objection to the Company’s application for the Waiver
“YTL Corporation”	: YTL Corporation Berhad, further details of which are set out in paragraph 2.4.2 of the Letter to Shareholders in this Circular
“S\$” and “cents”	: Singapore dollar and cents respectively, the lawful currency of Singapore

DEFINITIONS

“**THB**” : Thai Baht, the lawful currency of Thailand

“**%**” : Per centum or percentage

The terms “**Depositors**”, “**Depository**”, “**Depository Agent**” and “**Depository Register**” shall have the same meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act.

The terms “**associate**”, “**associated company**” and “**subsidiary**” shall have the same meanings ascribed to them respectively in the Listing Manual and the Companies Act.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the Securities and Futures Act or the Listing Manual or any statutory modification thereof and used in this Circular shall, where applicable, have the same meaning ascribed to it under the Companies Act, the Securities and Futures Act or the Listing Manual or any such statutory modification thereof, as the case may be, unless the context requires otherwise.

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

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

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

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

LETTER TO SHAREHOLDERS

AF GLOBAL LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.: 197301118N)

Board of Directors:

Koh Wee Seng (Non-Executive Chairman)
Chay Yue Kai (Chief Executive Officer and Executive Director)
Periakaruppan Aravindan (Non-Executive Director)
Roy Yeo Kan Kiang (Lead Independent Director)
Yeo Wee Kiong (Independent Director)
Pan Pei Say (Independent Director)

Registered Office:

Aspial One
55 Ubi Avenue 3
#04-01
Singapore 408864

10 September 2024

To: The Shareholders of AF Global Limited

Dear Sir / Madam,

(1) **THE RATIFICATION OF THE DISPOSAL OF CERTAIN OF THE GROUP'S ASSETS IN THAILAND TO YTL HOTELS & PROPERTIES SDN. BHD., YTL HOTELS (SINGAPORE) PTE. LTD. AND NICHE PROPERTY (RAWAI) COMPANY LIMITED FOR AN AGGREGATE CONSIDERATION OF THB1,604,303,822**

(2) **THE PROPOSED CAPITAL REDUCTION AND THE CASH DISTRIBUTION**

1. INTRODUCTION

1.1 We refer to the Notice of EGM of the Company convening the EGM to be held on 2 October 2024 at 10.00 a.m. As set out in the Notice of EGM, the Company will be seeking Shareholders' approval of the following proposals (the "**Proposals**") to be tabled at the EGM:

1.1.1 the ratification of the Disposal by way of an Ordinary Resolution ("**Resolution 1**"); and

1.1.2 the approval of the Capital Reduction and the Cash Distribution by way of a Special Resolution ("**Resolution 2**"),

(collectively, the "**Proposals**").

1.2 The purpose of this Circular is to provide Shareholders with the rationale for, and information relating to, the Disposal, the Capital Reduction and the Cash Distribution (collectively, the "**Transactions**") and to seek Shareholders' approval for the Proposals at the EGM. This Circular has been prepared solely for the purpose set out herein and may not be relied on by any persons other than Shareholders, nor for any other purpose.

1.3 As the Disposal has already been completed and certain Shareholders representing 73.1% of the voting rights of the Company have undertaken pursuant to the Shareholder Undertakings to vote in favour of Resolution 1, **Resolution 1 is expected to be approved regardless of the how the other Shareholders may vote in respect of Resolution 1 during the EGM.** The EGM would give Shareholders the opportunity to ask questions and seek clarification about the Disposal in accordance with Chapter 10 of the Listing Manual. The Notice of EGM is set out at pages N-1 to N-3 of this Circular.

1.4 The passing of Resolution 1 is independent of the approval of Resolution 2, meaning passing or failure to pass one resolution will not affect the passing of the other resolution.

1.5 Venture Law LLC is the legal adviser to the Company in relation to this Circular, the Proposals, and the Transactions.

LETTER TO SHAREHOLDERS

2. THE DISPOSAL

2.1 Information on the Disposal

2.1.1 On 10 January 2024, the Company announced that the Group has entered into two sale and purchase agreements for the disposal of certain of the Group's assets in Thailand. Further information on the Disposal is set out below.

2.1.2 As disclosed in the First Announcement, the Company had, prior to the date of the First Announcement, made an application to the SGX-ST for a waiver of the requirement under Rule 1014(2) of the Listing Manual for the Disposal to be made conditional upon approval of Shareholders in a general meeting. The SGX-ST had no objection to the Waiver Application, subject to various conditions as disclosed in the First Announcement, including an undertaking to seek Shareholders' ratification of the Disposal within 3 months from the Completion Date. See paragraph 2.8 of this Circular below for more information on the Waiver.

2.1.3 As at the date of this Circular, the Disposal has been fully completed. See paragraph 2.3 of this Circular below for more information on the completion of the Disposal.

2.1.4 On 10 January 2024, the Group entered into the following two sale and purchase agreements (the "**Agreements**"):

2.1.4.1 a share sale and purchase agreement (the "**Shares SPA**") between Bon (38) Investment Pte. Ltd., Bon 88 Investment Pte. Ltd., Rawai (38) Investment Pte. Ltd. and Rawai 88 Investment Pte. Ltd. as vendors (collectively, the "**Shares Vendors**"), and YTL Hotels & Properties Sdn. Bhd. and YTL Hotels (Singapore) Pte. Ltd. as purchasers (the "**Shares Purchasers**"). Subject to the terms of the Shares SPA, the Shares Vendors, each of which holds 2,375,000 shares of THB100 each in RP Hotels (Thailand) Limited ("**RP Hotels**"), will sell to the Shares Purchasers or a permitted assignee (the "**Shares Disposal**") an aggregate of 9,500,000 ordinary shares of THB100 each, representing the entire issued and paid-up share capital of RP Hotels (the "**Sale Shares**"). RP Hotels owns six plots of freehold land (the "**Hotel Land**") in Phuket, Thailand, which were proposed to be used for a hotel development project (the "**Hotel Development**"); and

2.1.4.2 an asset sale and purchase agreement (the "**Assets SPA**") between RP (Thailand) Limited, a subsidiary of the Company (the "**Assets Vendor**"), and together with the Shares Vendors, the "**Vendors**"), and Y Property (Rawai) Company Limited (the "**Assets Purchaser**"), and together with the Shares Purchasers, the "**Purchasers**"). Subject to the terms of the Assets SPA, the Assets Vendor will sell to the Assets Purchaser or a permitted assignee the following assets (the "**Assets Disposal**"), and together with the Shares Disposal, the "**Disposal**"):

2.1.4.2.1 two plots of freehold land represented by land title deeds Nos. 78372 and 78373, located in Rawai Sub-district, Muang Phuket District, Phuket Province, Thailand (including the buildings thereon) which were proposed to be used for a residential development project, together with the buildings and structures, including their fixtures, located on the two plots of land ("**Asset 1**");

2.1.4.2.2 two condominium units with freehold tenure at Nos. 13 and 18, Building B, Andaman Cove Condominium, Rawai Sub-district, Muang Phuket District, Phuket Province, Thailand ("**Asset 2**"); and

LETTER TO SHAREHOLDERS

2.1.4.2.3 the rights of occupation and use of two plots of land with an area of (i) approximately 24,800 square metres of beach land with approximately 270 metres of beach frontage, and (ii) approximately 6,400 square metres of land, located on Bon Island, Phuket, Thailand, together with the buildings and structures, including their fixtures, located on the two plots of land located at Moo 2-3 (Bon Island), Rawai Sub-district, Muang Phuket District, Phuket Province, Thailand (“**Asset 3**”, and together with Asset 1 and Asset 2, the “**Assets**”, and RP Hotels and the Assets collectively, the “**Disposal Interest**”).

2.1.5 RP Hotels and the Assets were disposed collectively as part of a packaged transaction as, notwithstanding the ownership by different entities of the Group previously, the Hotel Land owned by RP Hotels and the Assets are located adjacent to one another, and it was the Group’s commercial intention to dispose of them collectively instead of individually as the marketability of any remaining plots may be affected if certain plots were disposed of earlier than the rest.

2.1.6 As at the date of the First Announcement, RP Hotels had a registered capital of THB950,000,000 (equivalent to approximately S\$36,195,000 based on the closing exchange rate of THB1:S\$0.0381 on 9 January 2024 (the “**First Exchange Rate**”), and indebtedness amounting THB59,000,000 (equivalent to approximately S\$2,248,000 based on the First Exchange Rate) and S\$3,038,000 owing to related companies of the Group. Prior to Completion, RP Hotels was an indirect wholly-owned subsidiary of the Company, held through the Shares Vendors, being a special purpose vehicle engaged in the ownership of the Hotel Land, where the former Evason Phuket Resort and Six Senses Spa used to be located. The Hotel Land was proposed to be used for the Hotel Development, which together with the Assets, form part of a wider development integrating both hotel and residential developments and access to an exclusive beach. This is a legacy project from the Company’s previous controlling shareholder, when the Company was then known and listed as L.C. Development Ltd.

2.2 Principal Terms of the Disposal

2.2.1 As announced in the First Announcement, the aggregate consideration for the Disposal (the “**Aggregate Consideration**”), subject to adjustments as of Completion (see paragraph 2.2.3 below), was THB1,600,000,000 (approximately S\$60,960,000 based on the First Exchange Rate, being the latest practicable date prior to the date of the First Announcement (the “**First LPD**”), comprising THB1,180,000,000 (approximately S\$44,958,000 based on the First Exchange Rate) for the Sale Shares under the Shares SPA which included the repayment of the indebtedness of RP Hotels to related companies of the Group¹, and THB420,000,000 (approximately S\$16,002,000 based on the First Exchange Rate) for the Assets under the Assets SPA. The Aggregate Consideration was arrived at arm’s length on a ‘willing buyer willing seller’ basis between the Vendors and the Purchasers and after taking into account the following:

2.2.1.1 an independent valuation of the Hotel Land of THB1,100,000,000 (approximately S\$41,910,000 based on the First Exchange Rate) which was conducted for the purposes of the preparation of the Group’s audited financial statements for the financial year ended 31 December 2022 (“**FY2022**”);

¹ Such indebtedness as at the date of the First Announcement comprises (i) THB59,000,000 (approximately S\$2,248,000 based on the First Exchange Rate) owing to a fellow Thai subsidiary company of the Company, and S\$3,038,000 owing to another Singapore subsidiary of the Company, which were received by the Group. Upon the Completion Date when the Group completed the disposal of its interest in RP Hotels, the Singapore dollar indebtedness increased from S\$3,038,000 to S\$4,305,000 due to additional advances made by a Singapore subsidiary of the Company to RP Hotels for payments of amounts owing by RP Hotels to other third parties. All outstanding amounts owing to the Group’s related entities, comprising (i) THB59,000,000 (approximately S\$2,176,000 based on the Completion Exchange Rate), and (ii) S\$4,305,000, were repaid to the Group on the Completion Date.

LETTER TO SHAREHOLDERS

- 2.2.1.2** an independent valuation of Asset 1 of THB392,000,000 (approximately S\$14,935,000 based on the First Exchange Rate) which was conducted for the purposes of the preparation of the Group's audited financial statements for FY2022. This valuation excludes any valuation of buildings and structures or any components thereof located on Asset 1, which do not have any value as they are intended to be demolished to make way for the new development; and
- 2.2.1.3** an independent valuation of Asset 2 of THB21,100,000 (approximately S\$804,000 based on the First Exchange Rate) which was conducted for the purposes of the preparation of the Group's audited financial statements for the financial year ended 31 December 2021.
- 2.2.2** No independent valuation of the Sale Shares and the Assets was carried out for the purpose of the Disposal as the last independent valuations of the Hotel Land, Asset 1 and Asset 2 were done in recent years and the management is of the view there is no material change to the valuation of these assets, whereas Asset 3 is immaterial to the Group.
- 2.2.3** The Aggregate Consideration was subject to post-Completion adjustments as the consideration under the Shares SPA may increase or decrease depending on the actual cash, debt and working capital of RP Hotels at Completion, as determined in accordance with the terms of the Shares SPA. See paragraph 2.3.4 below for more information on the post-Completion adjustments.
- 2.2.4** Further to the terms of the Shares SPA, the Shares Purchasers paid into escrow a deposit of S\$6,159,520, which the Shares Vendors and the Shares Purchasers agreed to be equivalent to THB160,000,000 (which is equivalent to 10% of the Aggregate Consideration as initially agreed under the Agreements prior to the applicable post-Completion adjustments) under the terms of the Shares SPA (the "**Deposit**") using an exchange rate of THB1:S\$0.038497, which is based on the daily exchange rate published by the Monetary Authority of Singapore as of 5 January 2024. The Deposit will be held on behalf of the Shares Vendors by an escrow agent in an escrow account in accordance with the terms of an escrow agreement dated 10 January 2024 between the Company, YTL Hotels (Singapore) Pte. Ltd., and a third party financial institution as the escrow agent (the "**Escrow Agreement**"). On Completion, the Deposit shall be released to the Shares Vendors and the Purchasers shall pay the balance (less the Deposit amount) to the Vendors. In the event of termination of the Shares SPA (the "**Shares SPA Termination**"), the Deposit will be paid to the Shares Vendors or the Shares Purchasers, as the case may be, depending on the situation leading to the Shares SPA Termination, as agreed under the Shares SPA.
- 2.2.5** On 11 July 2024, the Company announced in the Completion Announcement that:
- 2.2.5.1** the Assets Purchaser had nominated Niche Property (Rawai) Company Limited ("**Niche Property**") as the assignee for the acquisition of the Assets, and in connection thereto, the Assets Vendor entered into a novation agreement dated 21 June 2024 (the "**Novation Agreement**") with the Assets Purchaser and Niche Property, pursuant to which the rights and obligations of the Assets Purchaser are transferred to Niche Property;
- 2.2.5.2** in relation to the plots of land owned by RP Hotels (the abovementioned subsidiary which had been transferred to the Shares Purchasers upon completion of the Disposal), as some buildings and structures on the land are registered under the Assets Vendor, the transfer of the Affected Buildings to Niche Property under applicable Thai laws, could only be completed after a 30-days period (the "**Affected Buildings**"); and

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- 2.2.5.3** the Assets Vendor and Niche Property entered into an addendum to the Assets SPA dated 21 June 2024 (as modified by the Novation Agreement), pursuant to which they agreed, among others, to complete the sale of the Affected Buildings to Niche Property after a 30-days period and Niche Property shall pay the Assets Vendor THB400,000,000 on the Completion Date for the Assets, excluding the Affected Buildings, and the balance of THB20,000,000 upon the completion of the transfer of the Affected Buildings by the Assets Vendor to Niche Property, which is expected to be no later than end-August 2024. The Assets Vendor received THB400,000,000 from Niche Property for the completion of the transfer of the Assets (excluding the Affected Buildings) on 10 July 2024.
- 2.2.6** The Disposal was conditional upon the following conditions precedents (each, a “**Condition Precedent**” and collectively, the “**Conditions Precedent**”) being satisfied (or waived by the relevant party) under the Agreements:
- 2.2.6.1** the Vendors having procured the following:
- 2.2.6.1.1** the warranties given by the Vendors in the Agreements being true and accurate and not misleading in all material respects on and as of the date of this Announcement and shall be true and accurate and not misleading in all material respects on and as of the Completion Date pursuant to the terms of the Agreements;
 - 2.2.6.1.2** no material adverse effect in respect of the Disposal Interest has occurred and is continuing;
 - 2.2.6.1.3** no statute, regulation or decision which would prohibit, restrict or materially delay the execution, delivery or performance of the Agreements or the consummation of the transactions contemplated by the Agreements having been proposed, enacted or taken by any governmental authority;
 - 2.2.6.1.4** the Board of Investment of Thailand investment promotion certificate having been obtained under the name of RP Hotels on terms agreed in the Shares SPA;
 - 2.2.6.1.5** the approval of the Environment Impact Assessment Report required for the proposed development and construction of the hotel and residential projects on the Hotel Land (the “**Proposed Development**”) having been obtained by RP Hotels shall remain valid and subsisting on the Completion Date (as defined below);
 - 2.2.6.1.6** the receipt of certain demolition and construction permits in accordance with the Agreements;
 - 2.2.6.1.7** all titles to the Hotel Land are in order and free from all encumbrances (other than as agreed in the Shares SPA);
 - 2.2.6.1.8** to procure the entry of service agreements by RP Hotels with certain persons identified under the Shares SPA for the provision of their services reasonably required in relation to the construction of the Proposed Development for such period agreed under the Shares SPA;
 - 2.2.6.1.9** there being no resolution and/or order for the compulsory acquisition or intended acquisition of expropriation by any governmental authority in Thailand of the Hotel Land or material part thereof on or before Completion;

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2.2.6.1.10 any and all outstanding obligations of RP Hotels (other than any such obligations agreed with the Shares Purchasers in writing) having been settled in a manner satisfactory to the Shares Purchasers (acting reasonably and in good faith); and

2.2.6.1.11 certain indebtedness of RP Hotels to related companies of the Group being settled in a manner satisfactory to the Shares Purchasers (acting reasonably and in good faith); and

2.2.6.2 the Purchasers having procured the following:

2.2.6.2.1 the Purchasers having received all corporate and/or regulatory authorisations and approvals necessary for the Purchasers to enter into and perform its obligations under the Agreements, including, where required, consent of the Bank Negara Malaysia (Central Bank of Malaysia) for the consummation of the transactions under the Agreements on terms acceptable to the Purchasers;

2.2.6.2.2 the warranties given by the Purchasers in the Agreements being true and accurate in all material respects on and as of the date of this Announcement and shall be true and accurate in all material respects on and as of the Completion Date pursuant to the terms of the Agreements; and

2.2.6.2.3 the fulfilment of all the conditions precedent to be procured by the Purchasers under the Agreements.

2.2.7 If the Conditions Precedents were not satisfied or waived by 10 September 2024 (or such other date as may be agreed between the Vendors and the Purchasers), then, unless mutually agreed otherwise by the Vendors and the Purchasers, the Agreements would cease and be terminated (except in respect of provisions expressed to survive termination). In certain situations where the termination of the Agreements would not be due to the failure of the Purchasers to procure the satisfaction of the Conditions Precedent applicable to them, the Shares Vendor would be required to return the Deposit to the Shares Purchasers in accordance with the terms of the Shares SPA and the Escrow Agreement.

2.2.8 The Conditions Precedents were satisfied prior to the completion of the Disposal on 10 July 2024.

2.3 Completion of the Disposal

2.3.1 Further to the updates announced by the Company on 11 July 2024 as set out in paragraph 2.2.5 of this Circular, completion of the Disposal (other than the Affected Buildings) pursuant to the Agreements (“**Completion**”) took place on 10 July 2024 (“**Completion Date**”). The disposal of the Assets by the Group was completed with Niche Property, whereas the disposal of the Sale Shares was completed with the Shares Purchasers. Niche Property is a company incorporated under the laws of Thailand and is unrelated to the Company’s directors, chief executive officer and controlling shareholders.

2.3.2 As disclosed in paragraph 2.2.5.1 of this Circular, the Assets Purchaser had nominated Niche Property as the assignee for the acquisition of the Assets. On the Completion Date:

2.3.2.1 the Shares Purchasers completed the acquisition of the Sale Shares from the Shares Vendors and approximately S\$37,365,000 was received by the Shares Vendors after deducting the Deposit of S\$6,159,520 (as disclosed in paragraph 2.2.4 of this Circular), which was released to the Shares Vendors by the escrow agent. The Shares Vendors and the Shares Purchasers agreed that the total sum of approximately S\$43,524,000 is to be equivalent to THB1,180,000,000 (based on the Completion Exchange Rate); and

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- 2.3.2.2** Niche Property completed the acquisition of the Assets (other than the Affected Buildings) and paid the Assets Vendor THB400,000,000 (equivalent to approximately S\$14,754,000 based on the Completion Exchange Rate).
- 2.3.3** On 15 August 2024, the Company announced that the Assets Vendor completed the transfer of the Affected Buildings to Niche Property and Niche Property paid the Assets Vendor the balance consideration of THB20,000,000 (equivalent to approximately S\$738,000 based on the Completion Exchange Rate).
- 2.3.4** As disclosed in the First Announcement, the Aggregate Consideration was subject to post-Completion adjustments as the consideration under the Shares SPA may increase or decrease depending on the actual cash, debt and working capital of RP Hotels at Completion. Further to the terms of the Shares SPA, having taken into account the cash, debt and working capital of RP Hotels as of the date of the Completion pursuant to the terms of the Shares SPA, the consideration for the Sale Shares that included repayment of certain indebtedness of RP Hotels to related companies of the Group has been adjusted from THB1,180,000,000 to THB1,184,303,822, and the Aggregate Consideration has been adjusted from THB1,600,000,000 to THB1,604,303,822 (the “**Adjusted Aggregate Consideration**”) (equivalent to approximately S\$59,175,000 based on the Completion Exchange Rate). Accordingly, the Shares Vendors had received an additional payment of approximately S\$159,000 (which the Shares Vendors and the Shares Purchasers agreed to be equivalent to the adjustment amount of THB4,303,822 based on the Completion Exchange Rate), in settlement of the difference between the initial Aggregate Consideration of THB1,600,000,000 and the Adjusted Aggregate Consideration of THB1,604,303,822. For the avoidance of doubt, there was no change to the consideration for the Assets (including the Affected Buildings) under the Assets SPA, being THB420,000,000.

2.4 Information on the Vendors and the Purchasers

- 2.4.1** The Vendors are subsidiaries of the Company. The Shares Vendors are direct subsidiaries of the Company incorporated under the laws of Singapore, and each of their principal activity is that of investment holding. Each of the Shares Vendors held the ordinary shares in RP Hotels which were sold under the Disposal. The Assets Vendor is a subsidiary of the Company incorporated under the laws of Thailand, and is 87% directly and indirectly owned by the Company. The remaining 13% is owned by parties unrelated to the Company or its controlling shareholders. The principal activity of the Assets Vendor is property investment, and it owned the Assets which were sold under the Disposal.
- 2.4.2** The Shares Purchasers are wholly-owned subsidiaries of YTL Corporation Berhad (“**YTL Corporation**”), while the Assets Purchaser is an associated company of YTL Corporation. YTL Corporation is a company incorporated under the laws of Malaysia and listed on Bursa Malaysia Securities Berhad. According to the website of YTL Corporation, it is an integrated infrastructure developer with extensive operations in countries including Malaysia, Singapore, the United Kingdom, Australia, France, Indonesia, Japan, Jordan, the Netherlands, Thailand and Vietnam, and has total assets of Malaysian Ringgit 83.8 billion (USD17.8 billion) as at 31 March 2024.
- 2.4.3** As disclosed in paragraph 2.2.5.1 of this Circular, the Assets Purchaser had nominated Niche Property as the assignee for the acquisition of the Assets, and the sale of the Assets by the Assets Vendor was completed with Niche Property. As of the Completion Date, Niche Property is a company incorporated under the laws of Thailand and is unrelated to the Company’s directors, chief executive officer and controlling shareholders.

2.5 Rationale for the Disposal and Use of Proceeds

- 2.5.1** The Hotel Land and the Assets were intended to be part of a wider development by the Group around Rawai beach in Phuket, Thailand. However, due to the COVID-19 pandemic, the development was put on hold in 2020. Although the pandemic has largely passed, the interest rate environment has been on a significant upward trend since the first half of

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2022. Commencement of development of the Hotel Land and the residential development of Asset 1 would have required significant outlay of capital from the Group, which would require external financing. Due to the high interest rate environment, finance costs for the development would have increased significantly, thereby potentially reducing the return on investment of the Hotel Development and the Assets. The Disposal therefore provided the Group with the opportunity to monetise its investment.

2.5.2 The Company intended that the net proceeds of approximately S\$57,021,000 from the Disposal, after payment of transaction costs of approximately S\$2,536,000 (which includes taxes and other costs and expenses) and after taking into account certain reimbursements received from the Shares Purchasers on Completion (which are not part of the Aggregate Consideration)², would be used to strengthen the Group's cash flow for its general working capital purposes, and the Company would evaluate opportunities to deploy the net proceeds in order to maximise returns to the Shareholders. Following Completion, the Company determined that it has surplus capital in excess of its needs, and determined to distribute the Special Dividend (which has since been paid to entitled Shareholders) and proposed to undertake the Capital Reduction and the Cash Distribution.

2.6 Financial Information in relation to the Disposal

2.6.1 Based on the unaudited consolidated financial statements of the Group for the six months ended 30 June 2024 ("1H2024", and such unaudited consolidated financial statements of the Group for 1H2024, the "1H2024 Financial Statements"), which are the last financial statements published by the Company prior to the date of this Circular, the following table provides a summary of certain key financial information in relation to the Disposal.

	1H2023 (S\$'000)	1H2024 (S\$'000)
NTA of Disposal Interest	(61,313) ⁽¹⁾	(59,998) ⁽²⁾
Reimbursement of agreed costs incurred by RP Hotels pursuant to the Shares SPA	–	382 ⁽³⁾
Aggregate Consideration	60,960 ⁽⁴⁾	59,175 ⁽³⁾
Net deficit	(353)	(441)
Estimated tax, costs and expenses	(2,907) ⁽⁴⁾	(2,536) ⁽⁵⁾
Realisation of accumulated translation loss	(2,741)	(3,934)
One-off non-operating loss on the Disposal ⁽⁶⁾	(6,001)	(6,911)

Notes:

- (1) THB amounts converted to S\$ based on the closing exchange rate of THB1:S\$0.0380 as at 30 June 2023.
- (2) THB amounts converted to S\$ based on the closing exchange rate of THB1:S\$0.0369 as at 30 June 2024.
- (3) THB amounts converted to S\$ based on Completion Exchange Rate of THB1:S\$0.036885.
- (4) THB amounts converted to S\$ based on First Exchange Rate of THB1:S\$0.0381.
- (5) THB amounts converted to S\$ based on an average exchange rate of THB1:S\$0.0371 for the six months ended 30 June 2024.
- (6) The increase in estimated one-off non-operating loss arising from the Disposal of approximately S\$6,001,000 (based on the Aggregate Consideration of THB1,600,000,000 as disclosed in the First Announcement) to S\$6,911,000 (based on the Adjusted Aggregate Consideration of THB1,604,303,822 upon Completion) was mainly due to the increase in realisation of accumulated translation loss arising from the depreciation of the Thai Baht since the First Announcement. Since the date of the First Announcement to the date of the Completion Announcement, the Thai Baht depreciated 3.2% against the Singapore dollar.

² The reimbursements were for certain costs incurred by RP Hotels as agreed with Shares Purchasers pursuant to the Shares SPA.

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2.6.2 Based on the 1H2023 Financial Statements, the net loss (before income tax, minority interests and extraordinary items) attributable to the Disposal Interest for 1H2023 is approximately THB13,266,000 (approximately S\$516,000 based on an average exchange rate of THB1:S\$0.0389 for the six months ended 30 June 2023). Based on the 1H2024 Financial Statements, the net loss (before income tax, minority interests and extraordinary items) attributable to the Disposal Interest for 1H2024 is approximately THB26,070,000 (approximately S\$967,000 based on an average exchange rate of THB1:S\$0.0371 for the six months ended 30 June 2024).

2.7 Chapter 10 of the Listing Manual

2.7.1 The relative figures in relation to the Disposal computed on the applicable bases set out in Rule 1006 (“**Rule 1006**”) of the Listing Manual are as disclosed below. The relative figures below are as disclosed in the First Announcement and are based on the FY2022 Financial Statements, being the latest available audited financial statements of the Group when the Disposal was first announced on 10 January 2024. As the Rule 1006 relative figures are used to determine the classification of transactions when issuers enter into them, unlike the financial effects in paragraph 4 of this Circular, it is not meaningful to provide updated relative figures using the 1H2024 or FY2023 Financial Statements.

Rule 1006	Bases	The Disposal (S\$'000)	Group (S\$'000)	Relative Figures (%)
(a)	Net asset value of the assets to be disposed of, compared with the net asset value of the Group	61,313 ^{(1), (2)}	208,610 ⁽¹⁾	29.39
(b)	Net loss (before income tax, minority interests and extraordinary items) attributable to the assets to be disposed of, compared with the Group's net profits (before income tax, minority interests and extraordinary items)	(516) ^{(1), (3)}	2,647 ⁽¹⁾	(19.50)
(c)	Aggregate value of the Aggregate Consideration compared with the market capitalisation of the Company (based on the total number of issued shares excluding treasury shares)	60,960 ^{(4), (6)}	81,918 ⁽⁵⁾	74.42 ⁽⁶⁾

Notes:

- (1) Based on the unaudited consolidated financial statements of the Group for the six months ended 30 June 2023.
- (2) Computed based on the book value of the Group's investment in RP Hotels and the Assets as at 30 June 2023 of approximately THB1,613,513,000 (S\$61,313,000 based on the closing exchange rate of THB1:S\$0.0380 as at 30 June 2023).
- (3) Computed based on net loss (before income tax, minority interests and extraordinary items) attributable to RP Hotels and the Assets for the six months ended 30 June 2023 of approximately THB13,266,000 (S\$516,000 based on the average exchange rate of THB1:S\$0.0389 for the six months ended 30 June 2023). Although the Hotel Land and the Assets have not been developed and are non-income producing, there were unrealised exchange losses arising from translating Singapore Dollar inter-company interest payable and some minimal expenses.
- (4) Aggregate Consideration is based on the First Exchange Rate.
- (5) The Company's market capitalisation is based on 1,055,639,464 Shares multiplied by the weighted average price of S\$0.0776 of each Share transacted on the First LPD.
- (6) Based on the initial Aggregate Consideration of THB1,600,000,000 as disclosed in the First Announcement. Based on the Adjusted Aggregate Consideration of THB1,604,303,822 at Completion Exchange Rate, the relative figure would be 72.24%.

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2.7.2 As the relative figures computed based on Rule 1006(a) and Rule 1006(c) exceed 20 per cent., the Disposal constitutes a “major transaction” for the Company under Chapter 10 of the Listing Manual. Accordingly, the Disposal is subject to the approval of Shareholders at an EGM to be convened, unless a waiver is granted by SGX-ST.

2.8 Waiver Application

2.8.1 As disclosed in the First Announcement, the Company had, prior to the date of the First Announcement, made an application to the SGX-ST (the “**Waiver Application**”) for a waiver of the requirement under Rule 1014(2) of the Listing Manual for the Disposal to be made conditional upon approval of the Shareholders in a general meeting (the “**Waiver**”).

2.8.2 The SGX-ST had advised that it has no objection to the Company’s application for the Waiver, subject to the following (the “**Waiver Conditions**”):

2.8.2.1 the Company announcing the Waiver granted, the reasons for seeking the Waiver, the conditions as required under Mainboard Listing Rule 107 and if the Waiver Conditions have been satisfied. If the Waiver Conditions have not been met on the date of the First Announcement, the Company must make an update announcement when the conditions have all been met;

2.8.2.2 submission of a written confirmation from the Company that it is not aware of any information that will have a material bearing on investors’ decision which has yet to be announced by the Company;

2.8.2.3 submission of a written confirmation from the Company that the Waiver is/will not be in contravention of any laws and regulations governing the issuer and its constitution;

2.8.2.4 unanimous approval by the Board for the Disposal;

2.8.2.5 submission of a written undertaking from the Company that it will seek Shareholders’ ratification of the Disposal within 3 months from the Completion Date; and

2.8.2.6 submission of the Shareholder Undertakings (as defined herein).

2.8.3 Pursuant to the above, the Company had announced in the First Announcement that the Waiver Conditions have been fulfilled. In particular, the Company has submitted the undertaking to the SGX-ST that it will seek Shareholders’ ratification for the Disposal within three months from the Completion Date.

2.8.4 Accordingly, the Directors are convening the EGM to seek Shareholders’ ratification of the Disposal on 2 October 2024 at 10.00 a.m.

2.9 Irrevocable Undertakings

2.9.1 In connection with the Waiver, each of Aspiat Corporation Limited and Mr Koh Wee Meng, being majority Shareholders of the Company, has provided irrevocable undertakings to the Company on 10 January 2024 (the “**Shareholder Undertakings**”), pursuant to which they have undertaken:

2.9.1.1 to vote in favour of the Disposal at the EGM; and

2.9.1.2 not to dispose of their respective shares in the Company until the EGM is conducted.

2.9.2 As Aspiat Corporation Limited and Mr Koh Wee Meng hold in aggregate approximately 73.1% voting rights of the Company, and they are not required to abstain from voting on the ratification of the Disposal at the EGM, **Shareholders should note that Resolution 1 in relation to the Disposal will be passed during the EGM.**

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3. THE CAPITAL REDUCTION AND THE CASH DISTRIBUTION

3.1 Information on the Capital Reduction and the Cash Distribution

3.1.1 On 7 August 2024, the Company announced that the Company is proposing to distribute a special interim cash dividend (the “**Special Dividend**”) of S\$0.015 for each Share held by the entitled Shareholders who hold Shares as at 5.00 pm on the record date, being 16 August 2024 (the “**Special Dividend Record Date**”).

3.1.2 It was also announced on 7 August 2024 by the Company that, as the consideration from the Disposal exceeds the working capital needs of the Group, the Board proposed to undertake a capital reduction exercise (the “**Capital Reduction**”) to return to the Shareholders surplus capital of the Company in excess of its needs by way of a cash distribution (the “**Cash Distribution**”) by the Company to Shareholders of S\$0.035 for each Share held by the Shareholders on the record date to be determined.

3.1.3 The Share Transfer Books and Register of Members of the Company will be closed at a record date (the “**Cash Distribution Record Date**”) to be determined by the Board to determine the entitlement of the Shareholders to the payment of the proposed Cash Distribution. The Company will announce the Cash Distribution Record Date when it is determined by the Board. For the avoidance of doubt the Cash Distribution Record Date is different from and subsequent to the Special Dividend Record Date. A Shareholder who is entitled to the Special Dividend may not be entitled to the Cash Distribution as well unless the Shareholder also holds Shares as of the Cash Distribution Record Date.

3.1.4 The Company proposes to undertake the Capital Reduction pursuant to Section 78A read with Section 78C of the Companies Act.

3.1.5 The Capital Reduction and the Cash Distribution will be effected in the following manner:

3.1.5.1 reducing the issued and paid-up share capital of the Company by S\$36,947,381.24 from S\$209,518,427.47 (as at the date of this Circular) to S\$172,571,046.23; and

3.1.5.2 the Cash Distribution of the sum of approximately S\$36,947,381.24 (equal to S\$0.035 per Share (excluding treasury shares) to Shareholders), based on the issued and paid-up share capital of the Company of S\$209,518,427.47 comprising 1,055,639,464 Shares (which excludes treasury shares) as at the date of this Circular, will be paid out to the Shareholders.

3.1.6 **The Capital Reduction and the Cash Distribution will not result in a cancellation of Shares, or a change in the number of Shares issued by the Company immediately after the Capital Reduction and the Cash Distribution.**

3.2 Solvency Statements

3.2.1 In determining the Cash Distribution to Shareholders, the Board has ensured that the Company has retained sufficient capital to support its existing operations and pay its debts, if any. Pursuant to this and in compliance with the provisions of Section 78C of the Act, all the Directors will each make a solvency statement (the “**Solvency Statement**”) confirming that:

3.2.1.1 as regards the Company’s situation at the date of the Solvency Statement, there is no ground on which the Company could be found to be unable to pay its debts;

3.2.1.2 the Company will be able to pay its debts as and when they fall due during the period of 12 months immediately following the date of the Solvency Statement; and

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3.2.1.3 the value of the Company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the proposed Capital Reduction, become less than the value of its liabilities (including contingent liabilities).

3.2.2 Pursuant to Section 78C of the Companies Act, copies of the Solvency Statements signed by the Directors will be available for inspection at the EGM, as well as at the registered office of the Company throughout the six (6) weeks beginning with the date of the EGM.

3.3 Rationale of the Capital Reduction and the Cash Distribution

The Directors are of the view that the Capital Reduction is in the best interests of the Company as the Special Dividend of approximately S\$15,834,596.30 in aggregate and the Cash Distribution amount of approximately S\$36,947,381.24 proposed to be paid to entitled Shareholders comprise part of the Adjusted Aggregate Consideration of THB1,604,303,822 (equivalent to approximately S\$59,175,000 based on the Completion Exchange Rate) in excess of the working capital needs of the Group. The Capital Reduction and the Cash Distribution, if effected, would result in the Company having a more efficient capital structure. In determining the level of capital to be returned to the Shareholders, the Company has ensured that it retains sufficient capital for its business and operational needs.

3.4 Conditions of the Capital Reduction and the Cash Distribution

3.4.1 The Capital Reduction and the Cash Distribution are subject to, *inter alia*, the following conditions:

3.4.1.1 Shareholders' approval by way of a Special Resolution at the EGM, to be approved by a majority of not less than three-fourths of the Shareholders present and voting at the EGM, of which not less than twenty-one (21) days' notice of the EGM shall have been given;

3.4.1.2 the Directors making the Solvency Statement in relation to the Capital Reduction and compliance with other relevant solvency requirements as required by the Companies Act;

3.4.1.3 the Company complying with the relevant publicity requirements as prescribed in the Companies Act;

3.4.1.4 lodgement with Accounting and Corporate Regulatory Authority of Singapore ("ACRA") copies of the Solvency Statements and the Special Resolution within fifteen (15) days beginning with the date of the Special Resolution;

3.4.1.5 no application being made to the Court pursuant to Section 78D(2) of the Companies Act for the cancellation of the Special Resolution by any creditor of the Company within the timeframe prescribed in the Companies Act, or if such application was made, the dismissal thereof by the judicial authorities; and

3.4.1.6 the Company after the end of six (6) weeks (but before the end of eight (8) weeks) beginning with the date that the Special Resolution is passed, lodging with ACRA:

3.4.1.6.1 a statement made by the Directors confirming that the requirements under Section 78C(1)(c) of the Companies Act have been complied with, and that no application for cancellation of the Special Resolution has been made; and

3.4.1.6.2 a notice containing information in relation to the Capital Reduction specified under the Companies Act.

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3.4.2 In the event that during the six (6) weeks beginning with the date that the Special Resolution is passed, one or more applications for the cancellation of the Special Resolution has been made under Section 78D(2) of the Companies Act, for the Capital Reduction to take effect, the following conditions must be satisfied:

3.4.2.1 the Company must give ACRA notice of the application(s) for the cancellation of the Special Resolution as soon as possible after such application(s) have been served on the Company by the creditor(s);

3.4.2.2 the proceedings in relation to each application for the cancellation of the Special Resolution is brought to an end with (i) the dismissal of the application by the Court under Section 78F of the Companies Act; or (ii) without determination by the Court (for example, because the application has been withdrawn); and

3.4.2.3 the Company must within fifteen (15) days beginning with the date on which the last of such proceedings were brought to an end in accordance with paragraph 3.4.2.2 above, lodge with ACRA:

3.4.2.3.1 a statement made by the Directors confirming that the requirements under Section 78C(1)(c), Section 78C(3) and Section 78D(4) of the Companies Act have been complied with, and that the proceedings in relation to each such application have been brought to an end by the dismissal of the application or without determination;

3.4.2.3.2 in relation to each such application which has been dismissed by the Court, a copy of the order of the Court dismissing the application; and

3.4.2.3.3 a notice containing information in relation to the Capital Reduction specified under the Companies Act.

3.5 Effective Date of the Capital Reduction

As set out in paragraph 3.4.1 of this Circular above, the Capital Reduction is subject to the satisfaction of, amongst others, the conditions set out therein.

Subject to the Shareholders' approval of Resolution 2 at the EGM, the Company will lodge with ACRA a notice containing the text of the special resolution relating to the Capital Reduction. If no creditor of the Company objects to, and applies to the High Court for the cancellation of, the special resolution relating to the Capital Reduction, the Company will lodge further requisite documents with ACRA as provided under Section 78E(2) of the Companies Act after the end of six weeks, and before the end of eight weeks, beginning with the date of Resolution 2 being passed upon which the Capital Reduction will take effect.

The Company will publicly announce and notify Shareholders of the Effective Date of the Proposed Capital Reduction through an announcement on SGXNet.

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4. FINANCIAL EFFECTS OF THE TRANSACTIONS

4.1 For illustrative purposes only and based on the latest audited consolidated financial statements of the Company for the financial year ended 31 December 2023 (“**FY2023**”), the pro forma financial effects of the (i) Disposal, (ii) the payment of the Special Dividend, and (iii) the Capital Reduction and the Cash Distribution on the Company (collectively, the “**Corporate Actions**”) are set out below. As the Disposal took place before the payment of the Special Dividend, while the Capital Reduction and the Cash Distribution will take place after the Special Dividend, the financial effects below were illustrated based on such sequence. Such financial effects are theoretical in nature and are solely for the purpose of illustrating the financial effects of the Corporate Actions. They are therefore not necessarily indicative of the future financial position and earnings of the Group following the completion of the Disposal, the payment of the Special Dividend, the Capital Reduction and/or the Cash Distribution. The financial effects disclosed below differs from the announcement made by the Company on 7 August 2024 in relation to the Capital Reduction and the Cash Distribution, as that announcement was only in relation to the Capital Reduction and the Cash Distribution and did not take into account the Disposal and the Special Dividend. As this Circular involves the approval of the Proposals, the Company believes that the financial effects will provide more detailed information by also taking into account the Disposal and the Special Dividend.

4.2 The pro forma financial effects are calculated based on the assumptions that:

4.2.1 the computation does not take into account any expenses incurred or estimated expenses to be incurred in relation to the payment of the Special Dividend, the Capital Reduction and the Cash Distribution which were immaterial;

4.2.2 the Disposal was completed on (i) 1 January 2023 for the purpose of calculating EPS, and (ii) 31 December 2023 for the purposes of calculating NAV, NTA and gearing;

4.2.3 the payment of the Special Dividend was made on 31 December 2023;

4.2.4 the Capital Reduction and the Cash Distribution were completed on 31 December 2023;

4.2.5 the net asset value per Share is computed based on 1,055,639,464 Shares in issue as at 31 December 2023; and

4.2.6 the cash required for the Cash Distribution will be funded from part of the Adjusted Aggregate Consideration.

LETTER TO SHAREHOLDERS

4.3 Effects on the EPS

The pro forma financial effects of the Corporate Actions on the Group's EPS for FY2023 are as follows:

	Before the Capital Reduction, the Cash Distribution, the Disposal and the payment of the Special Dividend	Before the Capital Reduction, the Cash Distribution and the payment of the Special Dividend, and after the Disposal	Before the Capital Reduction and the Cash Distribution and after the Disposal and the payment of the Special Dividend	After the Capital Reduction, the Cash Distribution, the Disposal and the payment of the Special Dividend
Profit/(loss) after tax and non-controlling interests (before fair value adjustments and exceptional items) (S\$'000)	2,644	(3,847)	(3,847)	(3,847)
Earnings/(Loss) per Share (in Singapore cents)	0.25	(0.36)	(0.36)	(0.36)

4.4 Effects on the NAV

The pro forma financial effects of the Corporate Actions on the Group's NAV for FY2023 are as follows:

	Before the Capital Reduction, the Cash Distribution, the Disposal and the payment of the Special Dividend	Before the Capital Reduction, the Cash Distribution and the payment of the Special Dividend, and after the Disposal	Before the Capital Reduction and the Cash Distribution and after the Disposal and the payment of the Special Dividend	After the Capital Reduction, the Cash Distribution, the Disposal and the payment of the Special Dividend
Net assets (S\$'000)	208,874	205,828 ⁽¹⁾	189,993	153,046
Number of issued Shares	1,055,639,464	1,055,639,464	1,055,639,464	1,055,639,464
NAV per Share (in Singapore cents)	19.79	19.50	18.00	14.50

Note:

- (1) The decrease in NAV as a result of the Disposal is lower than the loss arising from the Disposal as the realisation of foreign currency translation losses does not impact NAV.

LETTER TO SHAREHOLDERS

4.5 Effects on the NTA

The pro forma financial effects of the Corporate Actions on the Group's NTA for FY2023 are as follows:

	Before the Capital Reduction, the Cash Distribution, the Disposal and the payment of the Special Dividend	Before the Capital Reduction, the Cash Distribution and the payment of the Special Dividend, and after the Disposal	Before the Capital Reduction and the Cash Distribution and after the Disposal and the payment of the Special Dividend	After the Capital Reduction, the Cash Distribution, the Disposal and the payment of the Special Dividend
Net tangible assets (S\$'000)	208,859	205,813 ⁽¹⁾	189,978	153,031
Number of issued Shares	1,055,639,464	1,055,639,464	1,055,639,464	1,055,639,464
NTA per Share (in Singapore cents)	19.79	19.50	18.00	14.50

Note:

- (1) The decrease in NTA as a result of the Disposal is lower than the loss arising from the Disposal as the realisation of foreign currency translation losses does not impact NTA.

4.6 Effects on the Share Capital

The Corporate Actions do not have any impact on the number of Shares held by Shareholders. The pro forma financial effects of the Corporate Actions on the share capital of the Company for FY2023 are as follows:

	Before the Capital Reduction, the Cash Distribution, the Disposal and the payment of the Special Dividend	Before the Capital Reduction, the Cash Distribution and the payment of the Special Dividend, and after the Disposal	Before the Capital Reduction and the Cash Distribution and after the Disposal and the payment of the Special Dividend	After the Capital Reduction, the Cash Distribution, the Disposal and the payment of the Special Dividend
Numbers of issued Shares	1,055,639,464	1,055,639,464	1,055,639,464	1,055,639,464
Numbers of issued Shares (excluding treasury shares)	1,055,639,464	1,055,639,464	1,055,639,464	1,055,639,464
Amount of share capital (S\$)	209,518,427.47	209,518,427.47	209,518,427.47	172,571,046.23

Note:

- (1) As at the date of this announcement and 31 December 2023, none of the Shares are being held as treasury shares.

LETTER TO SHAREHOLDERS

4.7 Effects on Gearing

The pro forma financial effects of the Corporate Actions on the Group's gearing ratio for FY2023 are as follows:

	Before the Capital Reduction, the Cash Distribution, the Disposal and the payment of the Special Dividend	Before the Capital Reduction, the Cash Distribution and the payment of the Special Dividend, and after the Disposal	Before the Capital Reduction and the Cash Distribution and after the Disposal and the payment of the Special Dividend	After the Capital Reduction, the Cash Distribution, the Disposal and the payment of the Special Dividend
Total borrowings (S\$'000)	23,749	18,157	18,157	18,157
Net assets (S\$'000)	208,874	205,828	189,993	153,046
Gearing (%)	11.4	8.8	9.6	11.9

5. FURTHER INFORMATION

5.1 As at the date of this Circular, apart from their shareholding interests (direct and/or indirect) in the Company and the Shareholder Undertakings, none of the Directors or the controlling shareholders of the Company has any interest, direct or indirect, in the Disposal, the Capital Reduction and the Cash Distribution.

5.2 No person is proposed to be appointed as a Director in connection with the Disposal. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

6. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out in this Circular, will be held at Aspial One 55 Ubi Avenue 3, Level 1, Singapore 408864 on 2 October 2024 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications (i) Resolution 1 in relation to the ratification of the Disposal and (ii) Resolution 2 in relation to the Capital Reduction and the Cash Distribution.

7. DIRECTORS' RECOMMENDATIONS

The Directors having considered, *inter alia*, the terms, rationale, and benefits of the Disposal, the details of the Disposal and the financial effects of the Disposal, are of unanimous opinion that the Disposal is in the best interests of the Company as detailed in paragraph 2.5 of this Circular. Accordingly, the Directors unanimously recommend that the Shareholders vote in favour of Resolution 1 in relation to the Disposal.

The Directors having also considered, *inter alia*, the terms, rationale, and benefits of the Capital Reduction and the Cash Distribution, the details of the Capital Reduction and the Cash Distribution and the financial effects of the Capital Reduction and the Cash Distribution, are of unanimous opinion that the Capital Reduction and the Cash Distribution are in the best interests of the Company as detailed in paragraph 3.3 of this Circular. Accordingly, the Directors unanimously recommend that the Shareholders vote in favour of Resolution 2 in relation to the Capital Reduction and the Cash Distribution.

LETTER TO SHAREHOLDERS

8. ACTION TO BE TAKEN BY SHAREHOLDERS

- 8.1** Shareholders will find enclosed with this Circular, the Notice of EGM and a Proxy Form. Shareholders should note that the EGM will be convened in a physical format only. Shareholders will not be able to participate electronically in any manner whatsoever. If a Shareholder is unable to attend the EGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the attached Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the Share Registrar, not less than 72 hours before the time fixed for the EGM. The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM 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 EGM.
- 8.2** A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register at least 72 hours before the time fixed for the EGM.
- 8.3** Shareholders may submit questions which are substantial and relevant to the resolutions tabled for approval at the EGM by writing to the Company in advance of the EGM. Alternatively, Shareholders may also pose such questions during the EGM. Substantial and relevant questions related to the agenda of the EGM must be submitted in the following manner:
- 8.3.1** via email to AFGlobalEGM@afgl.com.sg; or
- 8.3.2** via post to the registered office of the Share Registrar, 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632.
- 8.4** When submitting questions by post or via email, Shareholders should also provide the following details: (i) the Shareholder's full name, (ii) the Shareholder's email address, and (iii) the manner in which the Shareholder holds shares in the Company (e.g., via CDP, SRS and/or physical scrip), for verification purposes.
- 8.5** The Company will endeavour to address all substantial and relevant questions received from members by 5.00 p.m. on 18 September 2024 and publish its response on the SGXNet at URL <https://www.sgx.com/securities/company-announcements> by no later than 10.00 a.m., on 26 September 2024. Where substantial and relevant questions are unable to be answered prior to the EGM, the Company will address them at the EGM.
- 8.6** The Directors will endeavour to address as many substantial and relevant questions as possible during the EGM. However, Shareholders should note that there may not be sufficient time available at the EGM to address all questions raised. Please note that individual responses will not be sent to Shareholders.
- 8.7** The Company will also publish the minutes of the EGM on SGXNet and the Company's website within one (1) month after the date of the EGM.
- 8.8** A copy of this Circular, the Notice of EGM, the Proxy Form and Request Form will be uploaded on SGXNet. A Shareholder will need an Internet browser and PDF reader to view these documents on SGXNet.
- 8.9** **Shareholders are advised to read in its entirety this Circular (together with all documents attached thereto) carefully and thoroughly before deciding whether to vote for or against the resolutions set out in the Notice of EGM.**

LETTER TO SHAREHOLDERS

9. DIRECTORS' RESPONSIBILITY STATEMENTS

- 9.1** The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm, after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposals, the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.
- 9.2** Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

10. DOCUMENTS FOR INSPECTION

- 10.1** Copies of the Agreements, the Constitution of the Company and the Annual Reports of the Company for FY2022 and FY2023 are available for inspection on an appointment basis during normal business hours at the registered office of the Company at Aspial One, 55 Ubi Avenue 3, #04-01, Singapore 408864, from the date of the Circular up to the date of the EGM.
- 10.2** Shareholders who wish to inspect these documents at the registered office of the Company are required to send a written request via email to the Company at AFGlobalEGM@afgl.com.sg to make an appointment in advance. The Company will allocate the date and the time when each Shareholder may come to the registered office of the Company to inspect the documents to limit the number of people who are present at the registered office of the Company at any one point in time.

Yours faithfully
For and on behalf of the Board of Directors of
AF Global Limited

Chay Yue Kai
Chief Executive Officer

NOTICE OF EXTRAORDINARY GENERAL MEETING

AF GLOBAL LIMITED

(Company Registration No.197301118N)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of AF Global Limited (the “**Company**”) will be held at Aspial One, 55 Ubi Avenue 3, Level 1, Singapore 408864 on 2 October 2024 at 10.00 a.m. (Singapore time) for the purpose of considering and, if thought fit, passing with or without amendment, the following resolutions which will be proposed as an Ordinary Resolution and a Special Resolution as applicable. All capitalised terms used in this Notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 10 September 2024 (the “**Circular**”).

“Ordinary Resolution: The Approval of the Ratification of the Disposal

RESOLVED THAT:

- (a) the entry by the Company into the Agreements and all the transactions contemplated thereby, be approved, confirmed and ratified, and adopted; and
- (b) the directors of the Company (the “**Directors**”) and each of them be and are hereby severally authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required and to make such amendments thereto as the Directors may consider necessary, desirable and expedient) as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this resolution. To the extent that any acts, matters or things have already been done, which are necessary, desirable or expedient for any of other foregoing purpose, such acts, matters and things done be and are hereby approved, confirmed and ratified in all respect.

Special Resolution: The Approval of the Capital Reduction and the Cash Distribution

RESOLVED THAT pursuant to Regulation 11(A) of the Constitution of the Company and Section 78C of the Companies Act:

- (a) the issued and paid-up share capital of the Company be reduced by S\$36,947,381.24 from S\$209,518,427.47 (as at the date of the Circular) to S\$172,571,046.23 and that such reduction be effected by returning the sum of approximately S\$36,947,381.24 (the “**Cash Distribution**”) from the issued and paid-up share capital of the Company to the Shareholders, being registered holders of the Shares other than the Company, except that where the registered holder is The Central Depository (Pte) Limited, the term “**Shareholders**” shall mean the Depositors (other than the Company) as defined under the Companies Act on the basis of S\$0.035 for each issued ordinary share in the capital of the Company held by a Shareholder or on his/her behalf as at the Cash Distribution Record Date to be determined by the Directors (the “**Capital Reduction**”); and
- (b) the Directors and each of them be and are hereby authorised to do all acts and things (including, without limitation, executing all such documents as may be required) as they or each of them deem desirable, necessary or expedient to give effect to the Capital Reduction and the Cash Distribution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.”

BY ORDER OF THE BOARD OF DIRECTORS

LIM SWEE ANN
Company Secretary
Singapore
10 September 2024

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (1) The EGM will be held, in a **wholly physical format**, at Aspial One, 55 Ubi Avenue 3, Level 1, Singapore 408864 on 2 October 2024 at 10.00 a.m. There will be no option for members of the Company to participate virtually. Printed copies of this Notice of EGM and the accompanying Proxy Form and Request Form (collectively, the “**Documents**”) will be sent by post to members of the Company. The Documents together with the Circular will be made available on the Company’s website at the URL <https://www.afgl.com.sg> and on the SGX-ST’s website at the URL <https://www.sgx.com/securities/company-announcements>.

Members may request physical copies of this Circular by filling out the Request Form and returning it by post to the registered office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632; or if by email to AFGlobalEGM@afgl.com.sg, enclosing a clear scanned completed and signed Request Form, no later than 10.00 a.m. on 18 September 2024.

- (2) A member who is unable to attend the EGM and wishes to appoint proxy(ies) to attend, speak and vote at the EGM on his/her/its behalf should complete, sign and return the instrument of proxy in accordance with the instructions printed thereon.
- (3) A member of the Company (other than a Relevant Intermediary as defined in Note 4 below) entitled to attend and vote at the EGM is entitled to appoint no more than two (2) proxies to attend and vote in his or her stead. A proxy need not be a member of the Company and where a member appoints two (2) proxies, he or she shall specify the proportion of his or her shareholding to be represented by each proxy in the proxy form.
- (4) A member of the Company who is a Relevant Intermediary entitled to attend and vote at the EGM is entitled to appoint more than two (2) proxies to attend and vote in his or her stead, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. A proxy need not be a member of the Company and where a member appoints more than two (2) proxies, the number and class of shares to be represented by each proxy must be stated.

“**Relevant Intermediary**” means:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore (“**SFA**”) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- (5) A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
- (6) The signed proxy form, together with the power of attorney or other authority under which it is signed (if applicable) or a certified copy thereof, must be:
- (a) lodged at registered office of the Share Registrar, 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632; or
- (b) submitted by email to AFGlobalEGM@afgl.com.sg,

in either case, by no later than 29 September 2024 at 10.00 a.m., being 72 hours before the time appointed for holding this EGM, failing which the Company shall be entitled to regard the proxy form as invalid.

The proxy form must be signed by the appointor or his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be either under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. Where the proxy form is signed on behalf of the appointor by an attorney, the letter or power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the proxy form, failing which the proxy form may be treated as invalid.

Completion and submission of the proxy form by a member will not prevent him/her from attending, speaking and voting at the EGM if he/she so wishes. The appointment of proxy(ies) for the EGM will be deemed to be revoked by the member attending the EGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant proxy form(s) to the EGM.

The Company shall be entitled to reject the proxy form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the proxy form (such as in the case where the appointor submits more than one (1) proxy form).

In the case of a member whose shares are entered against his/her name in the Depository Register (as defined in Section 81SF of the SFA), the Company may reject any proxy form lodged if such member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Members of the Company who hold their shares through a Relevant Intermediary (as defined in Section 181 of the Companies Act) (including Central Provident Fund (“CPF”) Investment Scheme members or Supplementary Retirement Scheme (“SRS”) investors) and who wish to exercise their votes by appointing a proxy should approach their respective Relevant Intermediaries (including their CPF agent banks or SRS approved banks) to submit their voting instructions at least seven (7) working days prior to the date of the EGM.

- (7) The Company will announce the Cash Distribution Record Date when it is determined by the Board. For the avoidance of doubt the Cash Distribution Record Date is different from and subsequent to the record date for the special dividend of S\$0.015 for each share which was on 16 August 2024. A Shareholder who is entitled to the Special Dividend may not be entitled to the Cash Distribution as well unless the Shareholder also holds Shares as of the Cash Distribution Record Date.

(8) **Submission of Questions in Advance.**

Members of the Company may submit questions ahead of the EGM or raise questions at the EGM. For members of the Company who would like to submit questions ahead of the EGM, they may do so by 5.00 p.m. on 18 September 2024:

- (a) by post to the registered office of the Share Registrar, 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632; or
- (b) by email to AFGlobalEGM@afgl.com.sg.

Members of the Company submitting questions are requested to state: (a) their full name; and (b) the member's identification/ registration number, failing which the Company shall be entitled to regard the submission as invalid.

The Company will endeavour to answer all substantial and relevant questions received by 5.00 p.m. on 18 September 2024 by publishing the Company's responses to such questions on the SGXNet at <https://www.sgx.com/securities/company-announcements> by 26 September 2024, 10.00 a.m., being at least seventy-two (72) hours before the closing date and time for the lodgement of proxy form. The Company will address any subsequent clarification sought, or substantial and relevant follow-up questions (which are related to the resolutions to be tabled for approval at the EGM) received after the 18 September 2024 submission deadline which have not already been addressed prior to the EGM, as well as those substantial and relevant questions received at the EGM, at the EGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. The minutes of the EGM will be published on the SGXNet within one (1) month after the date of the EGM.

This Notice of EGM has not been examined or approved by the Singapore Exchange Securities Trading Limited (“SGX-ST”) and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made, or reports contained in this notice.

Personal Data Privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM of the Company and/or any adjournment thereof, a member of the Company:

- (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the “Purposes”),
- (b) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and
- (c) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

The member's personal data and its proxy(ies)'s and/or representative(s)'s personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company and/or its proxy(ies) or representative(s) (such as his/her name, his/her presence at the EGM and any questions he/ she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose. Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member may be recorded by the Company for such purposes.

EGM Documents

EGM-related documents are available on the Company's corporate website at <https://www.afgl.com.sg> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.

AF GLOBAL LIMITED

(Company Registration No.197301118N)
(Incorporated in the Republic of Singapore)

PROXY FORM EXTRAORDINARY GENERAL MEETING

IMPORTANT NOTES

1. Relevant intermediaries as defined in Section 181 of the Companies Act 1967 may appoint more than two proxies to attend, speak and vote at the Company's Extraordinary General Meeting ("EGM").
2. For CPF/SRS investors who have used their CPF/SRS monies to buy the Company's shares, this form of proxy is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies.
3. By submitting a proxy form appointing a proxy(ies) and/or representative(s), Members accept and agree to the personal data privacy terms set out in the Notice of EGM dated 10 September 2024.
4. For purposes of the appointment of a proxy(ies)/representative(s), Member(s)' and their proxy(ies)/representative(s)' full name and full NRIC/passport number will be required for verification purposes. Proxy(ies)/representative(s) must also produce their NRIC/passport for sighting upon registration at the EGM to ensure that only the duly authorised proxy(ies)/representative(s) attend and vote at the EGM. The Company reserves the right to refuse admittance to the EGM if the proxy(ies)/representative(s)' identity cannot be verified accurately.

I/We*, _____ (Name) _____ (NRIC / Passport / Company Reg. No.*)
of _____ (Address)

being a member/members* of AF Global Limited (the "Company"), hereby appoint:

Name	Address	NRIC/Passport No.	Proportion of Shareholding	
			No. of Shares	%

and/or*

Name	Address	NRIC/Passport No.	Proportion of Shareholding	
			No. of Shares	%

or failing him/her*, the Chairman of the Extraordinary General Meeting ("EGM") of the Company as my/our proxy/proxies* to attend and to vote for me/us* on my/our* behalf at the EGM of the Company to be held at Aspiat One, 55 Ubi Avenue 3, Level 1, Singapore 408864 on Wednesday, 2 October 2024 at 10.00 a.m., and at any adjournment thereof.

I /We* direct my/our* proxy/proxies* to vote for or against the resolutions to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies* will vote or abstain from voting at his/their* discretion, as he/they* will on any other matters arising at the EGM.

All resolutions put to the vote of the EGM shall be decided by the way of poll. Please indicate the number of votes as appropriate.

*Delete where inapplicable

	Number of Votes For [#]	Number of Votes Against [#]	Number of Votes Abstain [#]
Ordinary Resolution To approve the ratification of the Disposal			
Special Resolution To approve the Capital Reduction and the Cash Distribution			

If you wish to exercise all your votes "For" or "Against" or to "Abstain", please indicate with a "X" within the box provided. Alternatively, please indicate the number of votes as appropriate. **In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the EGM as your proxy for that resolution will be treated as invalid.**

Dated this _____ day of _____ 2024.

Total number of shares held	
CDP Register	
Register of Members	
Total:	

Signature(s) of Member(s) or Common Seal



Notes:

- (1) Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore (“SFA”)), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the proxy form shall be deemed to relate to all the shares in the capital of the Company held by you.
- (2) A member of the Company (other than a Relevant Intermediary as defined in Note 3 below) entitled to attend and vote at the EGM of the Company is entitled to appoint not more than two (2) proxies to attend and vote on his or her behalf. A proxy need not be a member of the Company and where a member appoints two (2) proxies, the member must specify the proportion of shareholdings to be represented by each proxy. If no such proportion or number is specified, the first named proxy shall be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.
- (3) A member of the Company who is a Relevant Intermediary entitled to attend and vote at the EGM is entitled to appoint more than two (2) proxies to attend and vote in his or her stead, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. A proxy need not be a member of the Company and where a member appoints more than two (2) proxies, the number and class of shares to be represented by each proxy must be stated.

“Relevant Intermediary” means:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore (“SFA”) and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- (4) The signed proxy form shall be submitted by email to AFGlobalEGM@afgl.com.sg **OR** the registered office of the Share Registrar, 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632, in either case, by no later than 10.00 a.m. on 29 September 2024, being 72 hours before the time appointed for holding the EGM of the Company, failing which the Company shall be entitled to regard the proxy form as invalid.
 - (5) The proxy form must be signed by the appointor or his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its common seal or signed its attorney or a duly authorised officer of the corporation.:
 - (6) Where a proxy form is signed on behalf of the appointor by an attorney, the letter or power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the proxy form, failing which the proxy form may be treated as invalid.
 - (7) A corporation which is a member may authorise by resolution of its Directors or other governing body such person as it thinks fit to act as its representative at the EGM of the Company, in accordance with Section 179 of the Companies Act 1967 of Singapore.
 - (8) Completion and submission of the proxy form by a member will not prevent him/her from attending, speaking and voting at the EGM if he/she so wishes. The appointment of the proxy(ies) for the EGM will be deemed to be revoked if the member attends the EGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant proxy form(s) to the EGM.
 - (9) The Company shall be entitled to reject the proxy form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the proxy form (such as in the case where the appointor submits more than one (1) proxy form). In the case of a member whose shares are entered against his/her name in the Depository Register (as defined in Section 81SF of the SFA), the Company may reject any proxy form lodged if such member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting this proxy form appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 10 September 2024.