

ELLIPSIZ LTD

Company Registration No.: 199408329R
(Incorporated in the Republic of Singapore)

MEMORANDUM OF UNDERSTANDING IN RELATION TO THE PROPOSED SUBSCRIPTION OF SHARES IN ISE FOODS HOLDINGS PTE. LTD.

1. INTRODUCTION

- 1.1 The Board of Directors (the “**Board**” or “**Directors**”) of Ellipsiz Ltd (the “**Company**”) wishes to announce that the Company’s subsidiary, ISE Foods Holdings Pte. Ltd. (“**IFH**”) has today entered into a non-binding Memorandum of Understanding (“**MOU**”) with Unicare Resources Pte. Ltd. (the “**Investor**”) pursuant to which the Investor, together with Mr Peng Fei and Mr Wang Yiting, shall incorporate a new company in Singapore (“**Newco**”) to subscribe for 10,750,000 new ordinary shares in IFH (the “**Proposed Subscription**”) at a subscription price of S\$13,975,000 (the “**Subscription Price**”).
- 1.2 The existing shareholders of IFH comprise the Company’s subsidiary, ISE Capital Management Pte. Ltd. (“**ICM**”), Vertex Ventures SEA Fund IV Pte. Ltd. (“**Vertex SEA IV**”) and Vertex Exploratory Fund Pte. Ltd. (“**Vertex Exploratory Fund**”) holding 70%, 10% and 20% of the issued and paid-up share capital of IFH respectively. Upon completion of the Proposed Subscription, each of ICM, Vertex SEA IV, Vertex Exploratory Fund and Newco will hold 45.53%, 6.50%, 13.01% and 34.96% of the enlarged issued and paid-up share capital of IFH respectively.

2. INFORMATION ON THE INVESTOR, MR PENG FEI AND MR WANG YITING

The Investor is a company incorporated in Singapore on 26 March 2013. Its principal activities are to carry out the import and export, trading and entrepot trade business in core commodities and products, including metals, metal ores and oil. Mr Peng Fei has experience in layer egg farming in China and Mr Wang Yiting is experienced in international commodities trading.

3. RATIONALE FOR THE PROPOSED SUBSCRIPTION

Under the MOU, Newco is responsible for assisting in the development and construction, technical support, management and operation of the 4th egg farm. The Proposed Subscription hence presents an opportunity for IFH to tap on the expertise and capabilities of the Investor, Mr Peng Fei and Mr Wang Yiting in the development and operation of the 4th egg farm; and provides IFH with additional funding from the Subscription Price to build the 4th egg farm.

4. SALIENT TERMS OF THE MOU

- 4.1 The MOU sets out the preliminary intentions of IFH and the Investor (collectively, the “**Parties**”) in respect of the Proposed Subscription and as a basis for further negotiations between the Parties. Under the MOU, the Proposed Subscription is conditional upon, and shall only be proceeded with, after prior written consent has been obtained from:
- (a) ICM, Vertex SEA IV and Vertex Exploratory Fund (as shareholders and from their representatives on the board of IFH); and
 - (b) the Singapore Food Agency.

- 4.2 The MOU shall terminate (a) upon the expiry of three months from the date of the MOU or such later date as may be agreed by IFH; (b) by mutual agreement of the Parties in writing; or (c) upon the subscription agreement being entered into for the Proposed Subscription, whichever is the earliest.

5. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the Directors or the controlling shareholder of the Company and their respective associates has any interest, direct or indirect, in the MOU (other than through their respective shareholdings in the Company, if any).

6. FURTHER ANNOUNCEMENTS

The Company will make the necessary announcements, as and when there are material developments in respect of the Proposed Subscription, including the signing of any definitive agreements.

7. TRADING CAUTION

Shareholders and potential investors should note that the MOU is non-binding in nature and the Proposed Subscription is subject to the execution of relevant definitive agreements by the Parties. There is no certainty or assurance that any definitive agreements will be entered into, or that the Proposed Subscription will come to fruition. Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors are advised to refrain from taking any action in respect of their securities in the Company which may be prejudicial to their interests, and to exercise caution when dealing in the securities of the Company. In the event of any doubt, shareholders and potential investors should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisors.

BY ORDER OF THE BOARD

Lim Poh Yeow
Company Secretary
8 January 2025