ASPIAL CORPORATION LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 197001030G)

THE PROPOSED ACQUISITION OF ALL THE ISSUED ORDINARY SHARES ("AFGL SHARES") IN THE CAPITAL OF AF GLOBAL LIMITED (OTHER THAN THE EXCLUDED SHARES) BY WAY OF A SCHEME OF ARRANGEMENT

OPINION OF THE INDEPENDENT FINANCIAL ADVISER TO THE NON-INTERESTED ASPIAL DIRECTORS

1. INTRODUCTION

The Board of Directors (the "**Board**") of Aspial Corporation Limited ("**Aspial**") refers to:

(a) the joint announcement (the "**Joint Announcement**") dated 8 October 2025 in relation to the proposed acquisition (the "**Acquisition**") by a consortium ("**Consortium**") comprising Aspial and JK Global Investment Pte. Ltd. ("**KWMCo**"), an entity wholly owned by Mr Koh Wee Meng ("**KWM**"), through AFG Investment Pte. Ltd., which is a special purpose vehicle incorporated by the Consortium (the "**Offeror**"), of all the AFGL Shares in the capital of AF Global Limited ("**AFGL**"), other than the Excluded Shares, by way of a scheme of arrangement (the "**Scheme**") under Section 210 of the Companies Act 1967 of Singapore and the Singapore Code on Take-overs and Mergers (the "**Code**"); and

(b) the announcement dated 8 October 2025 by Aspial in relation to, *inter alia*, certain interested person transactions entered into in connection with the Scheme (the "**IPT Announcement**").

All capitalised terms not otherwise defined herein shall have the meanings given to them in the IPT Announcement.

2. OPINION OF THE INDEPENDENT FINANCIAL ADVISER

As stated in the IPT Announcement, Evolve Capital Advisory Private Limited has been appointed as the independent financial adviser (the "**Aspial IFA**") to advise the directors of Aspial who are considered independent for the purposes of the Acquisition by way of the Scheme, being Mr Ong Tuen Suan, Ms Goh Bee Leong and Mr Tan Seng Chuan (the "**Non-Interested Aspial Directors**") for the purposes of Rule 7.2 of the Code, on whether (a) the terms of the Scheme and the Acquisition, and the KWM IPTs and the Related Shareholders Share Acquisition, as IPTs, are on normal commercial terms and not prejudicial to the interests of Aspial and its minority shareholders; and (b) the Acquisition by way of the Scheme is in the interests of the Shareholders.

A copy of the letter from the Aspial IFA (the "**IFA Letter**") setting out its opinion is appended as **Appendix A**. Shareholders are advised to read and consider carefully, in its entirety, the advice of the Aspial IFA contained in the IFA Letter.

An extract of the Aspial IFA's advice and the factors it has taken into consideration is reproduced in italics below:

"***7.1 Key Considerations of the Scheme***

In arriving at our recommendation in respect of the terms of the Proposed Scheme, and the KWM IPTs and Related Shareholders Share Acquisition as Interested Person Transactions, we have taken into consideration, inter alia, the following factors summarised below as well as elaborated elsewhere in this Letter. The following should be read in conjunction with, and in the context of, the full text of this Letter.

(a) Same terms being offered to all Scheme Shareholders, as set out in paragraph 6.1 of this Letter;

(b) Rationale for the Proposed Scheme, as set out in paragraph 6.2 of this Letter;

(c) Market Quotation and Trading Liquidity of the Shares, as set out in paragraph 6.3 of this Letter;

(d) Historical Financial Performance of AFGL Group, as set out in paragraph 6.4 of this Letter;

*(e) Net asset value ("**NAV**") and revalued NAV ("**RNAV**") of the AFGL Group, as set out in paragraph 6.5 of this Letter;*

(f) Comparison of valuation statistics of the companies broadly comparable to the AFGL Group, as set out in paragraph 6.6 of this Letter;

(g) Comparison with recent successful privatisation transactions and delisting offers of the companies listed on the SGX-ST, as set out in paragraph 6.7 of this Letter; and

(h) other relevant considerations as follows:

(i) outlook of the AFGL Group, as set out in paragraph 6.8.1 of this Letter;

(ii) absence of alternative or competing offers, as set out in paragraph 6.8.2 of this Letter;

(iii) effects of the scheme and delisting, as set out in paragraph 6.8.3 of this Letter;

(iv) no necessity for access to equity capital markets, as set out in paragraph 6.8.4 of this Letter; and

(v) cost savings, as set out in paragraph 6.8.5 of this Letter.

7.2 Assessment of the Scheme

For the purpose of evaluating the interested person transactions arising from the Scheme, we adopt the approach that the key question is whether the terms are on normal commercial terms and are not prejudicial to the interests of Aspial and the independent shareholders of Aspial. In assessing "normal commercial terms", we consider pricing, risk allocation and other conditions against market practice for comparable transactions between independent parties. Our review includes, among other matters, the quantum and structure of obligations and support, the allocation of rights and responsibilities between the consortium parties, the presence of governance safeguards and approvals, the financial impact and value at risk to the AFGL Group, the availability of alternative funding or structures, prevailing market conditions, and any potential conflicts of interest and mitigants.

7.3 Our opinion on the Scheme

In conclusion, on the basis that the Scheme Price is S$0.11 per Share and having regards to the information available to us today, we are of the opinion that: (a) the KWM IPTs and the Related Shareholders Share Acquisition, as Interested Person Transactions, are on normal commercial terms, and not prejudicial to the interests of Aspial and its minority shareholders; and (b) the Proposed Acquisition by way of the Scheme is in the interests of the Shareholders.

In rendering our opinion and advice, we note that this Letter is not intended for inclusion in any Scheme Document, as no such document will be issued by Aspial. Our opinion and advice are addressed solely to the Non-Interested Aspial Directors, and do not constitute any form of recommendation to the Shareholders. We have not taken into account the specific investment objectives, financial situation, tax position or individual circumstances of any shareholder or group of shareholders. Any shareholder who requires personalised advice on their investment holdings should consult their own legal, financial, tax or other professional adviser."

3. RESPONSIBILITY STATEMENT

The directors of Aspial (including any who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement which relate to Aspial (excluding the IFA Letter, any information relating to AFGL, KWM, KWMCo and/or the Aspial IFA, and any opinion expressed by AFGL, KWM, KWMCo and/or the Aspial IFA) are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading. The directors of Aspial jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from AFGL, KWM, KWMCo and/or the Aspial IFA, the sole responsibility of the directors of Aspial has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement. The Directors do not accept any responsibility for any information relating to AFGL, KWM, KWMCo and/or the Aspial IFA.

BY ORDER OF THE BOARD

Lim Swee Ann
Company Secretary

2 December 2025

Any inquiries to this Announcement should be directed during office hours to:

DBS Bank Ltd.
Tel: +65 6878 3913

Appendix A
IFA Letter

See attached pages.

EVOLVE CAPITAL ADVISORY PRIVATE LIMITED

(Company Registration Number: 201718400R)
(Incorporated in the Republic of Singapore)
160 Robinson Road, SBF Center,
#20-01/02, Singapore 068914

2 December 2025

To: The directors of Aspial Corporation Limited who are considered independent for the purposes of the Scheme

Mr Ong Tuen Suan (Lead Independent Director)
Ms Goh Bee Leong (Independent Non-Executive Director)
Mr Tan Seng Chuan (Independent Non-Executive Director)

Dear Sirs,

INDEPENDENT FINANCIAL ADVICE TO THE NON-INTERESTED ASPIAL DIRECTORS (AS DEFINED BELOW) IN RELATION TO THE PROPOSED ACQUISITION BY AFG INVESTMENT PTE. LTD. OF ALL THE ISSUED ORDINARY SHARES IN THE CAPITAL OF AF GLOBAL LIMITED (OTHER THAN THE EXCLUDED SHARES) BY WAY OF A SCHEME OF ARRANGEMENT

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*Unless otherwise defined or the context otherwise requires, all terms defined in the announcement dated 8 October 2025 ("**IPT Announcement**") released by Aspial Corporation Limited and titled "Proposed Acquisition of all the issued ordinary shares ("AFGL Shares") in the capital of AF Global Limited (other than the Excluded Shares (as defined below) by way of a Scheme of Arrangement" shall have the same meaning herein.*

1. INTRODUCTION

On 8 October 2025 ("**Joint Announcement Date**"), AFG Investment Pte. Ltd. ("**Offeror**") and AF Global Limited (the "**Company**" or "**AFGL**") jointly announced ("**Joint Announcement**") the proposed acquisition ("**Proposed Acquisition**") of all the issued ordinary shares in the capital of AFGL (the "**Shares**") by the Offeror, other than the Excluded Shares (as defined in the Joint Announcement) (the "**Scheme Shares**", and such shareholders of AFGL, "**Scheme Shareholders**"), by way of a proposed scheme of arrangement under Section 210 of the Companies Act 1967 of Singapore ("**Proposed Scheme**").

Pursuant to the Proposed Scheme, in consideration of the acquisition of each Scheme Share, the Offeror shall pay S$0.11 in cash for each Scheme Share ("**Scheme Consideration**"). Based on 288,682,679 Scheme Shares as at the Joint Announcement Date representing approximately 27.35% of the Shares, the total Scheme Consideration for the Proposed Scheme is approximately S$31,755,094.69 ("**Aggregate Scheme Consideration**").

As at the Joint Announcement Date, Aspial had a direct interest in 440,691,785 Shares and Mr Koh Wee Meng ("**KWM**") had a direct interest in 326,265,000 Shares. These holdings constitute the "**Excluded Shares**" and will not be acquired under the Proposed Scheme.

The Offeror is a special purpose vehicle incorporated for the purposes of the Proposed Acquisition and the Proposed Scheme. The Offeror is owned in equal proportions by Aspial Corporation Limited ("**Aspial**", together with its subsidiaries, the "**Aspial Group**") (50.0%) and JK Global Investment Pte. Ltd. ("**KWMCo**") (50.0%), with equal representation on the Offeror's board and joint decision-making by Aspial and KWMCo (as consortium parties) in respect of the Proposed Acquisition and the Proposed Scheme ("**Consortium Arrangements**").

For Chapter 9 of the SGX-ST Listing Manual purposes, Aspial is the entity at risk. Under Rule 904(4)(a), an "*interested person*" includes an associate of a director, chief executive officer or controlling shareholder of the issuer. An "*associate*" in relation to any director, chief executive officer or controlling shareholder means, *inter alia*, (i) his immediate family, or (ii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more.

On this basis, KWM is an interested person as he is the brother of KWS, a director of Aspial, and KWMCo (being wholly owned by KWM) is likewise an interested person. Accordingly, transactions between (i) Aspial and (ii) KWM and/or KWMCo constitute interested person transactions ("**IPTs**") under Chapter 9. In connection with financing the Aggregate Scheme Consideration, Aspial will provide a guarantee or letter of support for up to S$15,877,547.35 being 50.0% of the financed amount under the consortium financing arrangements ("**Aspial Guarantee**").

An "entity at risk" also includes an associated company of Aspial that is not listed on the SGX-ST, provided that the Aspial Group and its interested persons have control over the associated company. Therefore, the Offeror is an "entity at risk" since Aspial and KWMCo (being an interested person of Aspial) have control over the Offeror. Based on the information available to Aspial as at the date of the announcement, a list of persons who are deemed interested persons of Aspial by virtue of being a director of Aspial or associates of the Koh Siblings, and the number of Shares held by such persons ("**Related Shareholders**") is set out in Appendix B of the IPT Announcement.

Accordingly, the acquisition by the Offeror of the Scheme Shares held by the Related Shareholders pursuant to the Scheme (the "**Related Shareholders Share Acquisition**") will constitute an IPT and is therefore subject to, inter alia, Rules 905, 906 and 907 of the Listing Manual.

Accordingly, Aspial has appointed Evolve Capital Advisory Private Limited ("**IFA**") to advise the directors of Aspial who are considered independent for the purposes of the Acquisition by way of the Scheme, being Mr Ong Tuen Suan, Ms Goh Bee Leong and Mr Tan Seng Chuan ("**Non-Interested Aspial Directors**") on whether: (a) the KWM IPTs and the Related Shareholders Share Acquisition, as IPTs, are on normal commercial terms and not prejudicial to the interests of Aspial and its minority shareholders; and (b) the Proposed Acquisition by way of the Scheme is in the interests of the shareholders of Aspial ("**Shareholders**").

2. OUR TERMS OF REFERENCE

We have been appointed by Aspial Corporation Limited as the IFA to the Non-Interested Aspial Directors in connection with the Scheme under the Singapore Code on Take-overs and Mergers (the "**Code**"), to advise on whether: (a) the terms of the Scheme and the Acquisition, and the KWM IPTs and the Related Shareholders Share Acquisition, as IPTs, are on normal commercial terms and not prejudicial to the interests of Aspial and its minority shareholders; and (b) the Acquisition by way of the Scheme is in the interests of the Shareholders.

We are not and were not involved in any aspect of the negotiations entered into by the Company in relation to the Scheme, or in the deliberations leading up to the decision of the Offeror to undertake the Scheme. Accordingly, we do not, by this Letter, warrant the merits of the Scheme, other than to advise the Non-Interested Aspial Directors on the terms of the Scheme from a financial point of view.

We have not conducted a comprehensive independent review of the business, operations or financial condition of AFGL and its subsidiaries. We have not been provided with, nor do we have access to, any business plans or financial projections of the future performance of AFGL and AFGL's subsidiaries (the "**AFGL Group**"), for the purpose of our evaluation of the Scheme. Our evaluation is confined to the financial terms of the Scheme, and it is not within our terms of reference to evaluate the strategic, legal or commercial merits or risks of the Scheme or the future growth prospects or earnings potential of the AFGL Group after the completion of the Scheme. Accordingly, we do not express any view as to the future prices at which the Shares may trade or on the future financial performance of the AFGL Group after the completion of the Scheme.

We have not been requested or authorised to solicit, and we have not solicited, any indication of interest from any third party with respect to the Shares. It is also not within our terms of reference to compare the relative merits of the Scheme vis-à-vis any alternative transaction that AFGL may consider in the future, or any alternative offer that might otherwise be available in the future, and as such, we do not express an opinion thereon.

In the course of our evaluation of the financial terms of the Scheme, we have held discussions with the Non-Interested Aspial Directors and the management of the Aspial Group ("**Management**") and have relied on the information and representations, whether written or verbal, provided to us by the Management, including the information contained in the IPT Announcement and the Joint Announcement.

The Non-Interested Aspial Directors (including those who may have delegated detailed supervision of the preparation of the IPT Announcement) have confirmed that, having made all reasonable enquiries and to the best of their knowledge: (a) all material information available to them in connection with the Scheme has been disclosed in the IPT Announcement; (b) such information (other than those relating to the Offeror, parties acting in concert or deemed to be acting in concert with the Offeror) is fair and accurate in all material respects; and (c) there is no other information or fact, the omission of which would cause any information disclosed to us or the facts stated in the IPT Announcement to be inaccurate, incomplete or misleading in any material respect. Whilst care has been exercised in reviewing the information which we have relied on, we have not independently verified the information or representations. Accordingly, no representation or warranty, expressed or implied, is made and no responsibility is accepted by us concerning the accuracy, completeness or adequacy of such information or representations. We have, however, made reasonable enquiries and exercised our judgement (as deemed necessary) in assessing the information and representations provided to us, and have found no reason to doubt the accuracy or reliability of such information or representations which we have relied on in our evaluation.

Save as disclosed, all information relating to the AFGL Group that we have relied upon in arriving at our opinion and advice has been obtained from the IPT Announcement and the Joint Announcement, publicly available information, the Non-Interested Aspial Directors and/or the Management. We have not independently assessed and do not warrant or accept any responsibility as to whether the aforesaid information adequately represents a true and fair position of the financial, operational and business affairs of the AFGL Group at any time or as at 6 October 2025 ("**Latest Practicable Date**"). We have also not made any independent evaluation or appraisal of the assets and liabilities of the AFGL Group and have not been furnished with any such evaluation or appraisals, except for the valuation report, comfort letter and valuation certificates (collectively, "**Valuation Reports**") prepared by independent valuers on the Holiday Inn Resort Phuket property and on the Xuzhou Entities ("**Independent Valuers**") who was appointed to perform independent valuation of the properties held by the AFGL Group as at 26 February 2025 and 13 February 2025 respectively. As we are not experts in the evaluation or appraisal of the assets set out in the Valuation Reports, we have placed sole reliance on the independent valuation in relation to the aforementioned assets and have not made any independent verification of the contents thereof. In addition, we do not assume any responsibility to enquire about the basis of the valuation in the Valuation Reports or if the contents in the Valuation Reports have been prepared in accordance with all applicable regulatory requirements.

Our opinion and advice, as set out in this Letter, are based on the market, economic, industry and other applicable conditions prevailing on, and the information made available to us as at the Latest Practicable Date. Such conditions may change significantly over a relative short period of time, and we assume no responsibility to update, revise or reaffirm our opinion and advice in the light of any subsequent development after the Latest Practicable Date that may affect our opinion and advice contained herein.

In rendering our opinion and advice, we note that this Letter is not intended for inclusion in any scheme document, as no such document will be issued by Aspial. Our opinion and advice are addressed solely to the Non-Interested Aspial Directors, and do not constitute any form of recommendation to the Shareholders. We have not taken into account the specific investment objectives, financial situation, tax position or individual circumstances of any Shareholder or group of Shareholders. Any Shareholder who requires personalised advice on their investment holdings should consult their own legal, financial, tax or other professional adviser.

Our opinion and advice in relation to the Scheme should be considered in the context of the entirety of this Letter and the IPT Announcement.

The Aspial Group has been separately advised by its own professional advisers in the preparation of the IPT Announcement (other than this Letter). We have had no role or involvement and have not provided any advice, financial or otherwise, in the preparation, review and verification of the IPT Announcement (other than this Letter). Accordingly, we take no responsibility for and express no views, expressed or implied, on the contents of the IPT Announcement (other than this Letter).

3. INFORMATION ON AFGL

AFGL is a company incorporated in Singapore on 14 June 1973 and has been listed on the Mainboard of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") since 15 August 1973. The principal activities of AFGL are investment holding and the provision of management services to its subsidiaries. AFGL's subsidiaries and joint venture companies invest in properties, develop properties for sale, provide a full suite of real estate consultancy services and own and operate hotels and serviced residences.

As at the Latest Practicable Date:

(a) AFGL has an issued and paid-up share capital of S$173,040,710.02 comprising 1,055,639,464 Shares, with nil Shares held in treasury;

(b) the board of directors of the Company comprises the following individuals:

  (i) Mr Koh Wee Seng ("**KWS**") (Non-Executive Chairman);

  (ii) Mr Chay Yue Kai (Executive Director and Chief Executive Officer);

  (iii) Mr Periakaruppan Aravindan (Non-Executive Director);

  (iv) Mr Roy Yeo Kan Kiang (Lead Independent Director);

  (v) Mr Yeo Wee Kiong (Independent Director); and

  (vi) Ms Pan Pei Say (Independent Director); and

(c) AFGL has no outstanding share options and warrants.

Additional information on the Company is as set out in paragraph 2 of the Joint Announcement.

4. INFORMATION ON THE OFFEROR

4.1 The Offeror.

The Offeror is a special purpose vehicle incorporated in Singapore for the purposes of the Acquisition and the Scheme. As at the Joint Announcement Date, the shareholders of the Offeror are:

(a) Aspial; which owns 50.0% of the total issued shares; and

(b) KWMCo; which owns 50.0% of the total issued shares.

As at the Joint Announcement Date, the board of directors of the Offeror comprises KWS and KWM.

4.2 Consortium and Shareholders' Agreement

As stated in the Joint Announcement, Aspial, KWM and KWMCo have entered into a consortium and shareholders' agreement, the key terms of which are as follows ("**Consortium Arrangements**"):

(i) Aspial and KWM shall jointly make all decisions relating to the Acquisition and the Scheme;

(ii) Aspial and KWM shall have equal representation on the board of directors of the Offeror; and

(iii) Aspial and KWM shall jointly approve all decisions of the Offeror.

Additional information on the Offeror can be found in paragraph 2 of the Joint Announcement.

5. THE SCHEME

The detailed terms and conditions of the Scheme are set out in paragraph 3 of the Joint Announcement, and Schedule 1 of the Joint Announcement. Shareholders are advised to refer to the IPT Announcement for full details of the Scheme and should read the information carefully.

The key terms of the Scheme and the related matters are set out below.

5.1 Terms of the Scheme

The Scheme is proposed to be effective in accordance with the Companies Act and the Code, subject to the terms and conditions of the Implementation Agreement. Under the Scheme:

(a) following the Scheme becoming effective and binding in accordance with its terms, all of the Scheme Shares, as at a books closure date to be announced by the Company before the date on which the Scheme becomes effective and binding in accordance with its terms ("**Effective Date**") on which the Transfer Books and the Register of Members of the Company will be closed in order to determine the entitlements of the Scheme Shareholders in respect of the Scheme ("**Record Date**"), will be transferred to the Offeror:

(i) fully paid-up;

(ii) free from any liens, mortgages, charges, encumbrances, security interests, hypothecations, powers of sale, rights to acquire, options, restrictions, rights of first refusal, easements, pledges, title retention, trust arrangement, hire purchase, judgment, preferential rights, rights of pre-emption and other third-party rights and security interests or an agreement, arrangement or obligation to create any of the foregoing; and

(iii) together with all rights, benefits and entitlements as at the Joint Announcement Date and thereafter attaching thereto (including the right to receive and retain all dividends, rights and other distributions (each, a "**Distribution**"), if any, announced, declared, paid or made by the Company on or after the Joint Announcement Date); and

(c) in consideration for such transfer of the Scheme Shares, the Offeror agrees to pay or procure the payment of the Scheme Consideration to each Scheme Shareholder as at the Record Date, in accordance with the terms and conditions of the Implementation Agreement.

In the event that any Distribution is announced, declared, paid or made on or after the Joint Announcement Date, the Offeror reserves the right to reduce the Scheme Consideration by amount of such Distribution paid by AFGL to the Scheme Shareholders.

5.2 Scheme Conditions

The Scheme is conditional upon the satisfaction (or where applicable, the waiver) of the Scheme Conditions by the Long-Stop Date. A list of the Scheme Conditions is set out in Schedule 1 to the Joint Announcement.

Further details and update status of the Scheme Conditions are set out in the Joint Announcement, and the Shareholders are advised to read the information carefully.

5.3 Delisting

Upon the Scheme becoming effective and binding in accordance with its terms, the Offeror will hold all the Scheme Shares, which, together with the Excluded Shares as at the Books Closure Date, shall comprise all the Shares as at the Books Closure Date. Consequently, the Company will not be able to meet the listing requirements of the SGX-ST.

The Scheme will require the approval-in-principle ("**AIP**") from Singapore Exchange Regulation Pte. Ltd. ("**SGX Regco**") in respect of the document to be issued by AFGL to the shareholders of AFGL containing, *inter alia*, details of the Scheme, and for the proposed delisting of AFGL from the SGX-ST after the Scheme becomes effective and binding in accordance with its terms, in accordance with Schedule 1, Scheme Conditions to the Joint Announcement dated 8 October 2025.

6. FINANCIAL ASSESSMENT OF THE SCHEME

In assessing the IPTs, we have taken into account the following factors which we consider to have a significant bearing on our assessment:

(a) Same terms being offered to all Scheme Shareholders;

(b) Rationale for the Proposed Scheme;

(c) Market Quotation and Trading Liquidity of the Shares;

(d) Historical Financial Performance of AFGL Group;

(e) net asset value ("**NAV**") and revalued NAV ("**RNAV**") of the AFGL Group;

(f) comparison of valuation statistics of the companies broadly comparable to the AFGL Group;

(g) comparison with recent successful privatisation transactions and delisting offers of the companies listed on the SGX-ST; and

(h) other relevant considerations.

6.1 Same terms being offered to all Scheme Shareholders

We note that the Proposed Scheme is being offered to all Scheme Shareholders at the same Scheme Consideration of S$0.11 for each Scheme Share in cash. All Scheme Shareholders are accorded the same terms whether or not they are Related Shareholders, and no preferential terms in relation to the Proposed Scheme are offered to any Scheme Shareholder.

6.2 Rationale for the Scheme and Future Intentions for the AFGL Group

The financial effects of the Proposed Scheme which has been set out in paragraph 4 of the Joint Announcement are extracted and reproduced in italics below:

*"**4.1 Privatisation offers greater management flexibility to navigate an increasingly challenging operating environment.** The offeror believes that privatising AFGL will give the offeror and the management of AFGL more flexibility to manage the business of AFGL and optimise capital resources without the corresponding costs and regulatory restrictions associated with a listing on the SGX-ST*

***4.2 AFGL's listing status serves limited purpose as it has not tapped on the equity capital markets to raise funds since 2010 and is unlikely to do so, yet it continues to incur substantial costs associated with being listed.** Since the rights issue transaction undertaken by AFGL in 2010, it has not since carried out any exercise to raise equity capital on the SGX-ST. The Offeror is of the view that AFGL is unlikely to require access to Singapore equity capital markets to finance its operations in the foreseeable future. Accordingly, the Offeror does not believe it is necessary for the Company to maintain a listing on the SGX-ST.*

4.3 Opportunity for Scheme Shareholders to exit their investment which may otherwise be difficult due to low liquidity.

*The historical trading liquidity of the Shares on the SGX-ST has been low over the twelve-, six-, three- and one-month periods up to and including 29 September 2025 ("**Undisturbed Trading Day**"), being the last full trading day immediately prior to the release of the update announcement by the Company on 30 September 2025, as detailed in the table below.*

	One-month	Three-month	Six-month	Twelve-month
Average daily trading volume[1]	109,490	92,762	78,004	151,791
Average daily trading volume as a percentage of total number of Shares [1][2]	0.010%	0.009%	0.007%	0.014%

Notes:
(1) Source: Bloomberg. The average daily trading volume is based on data up to and including the Last Undisturbed Trading Day and calculated using the daily total volume of Shares traded divided by the number of market days within the respective period.
(2) Rounded to the nearest three decimal place.

The Offeror is of the view that the proposed privatisation therefore represents an opportunity for Scheme Shareholders who may otherwise find it difficult to, to exit their investment for cash immediately."

6.3 Market Quotation and Trading Liquidity of the Shares

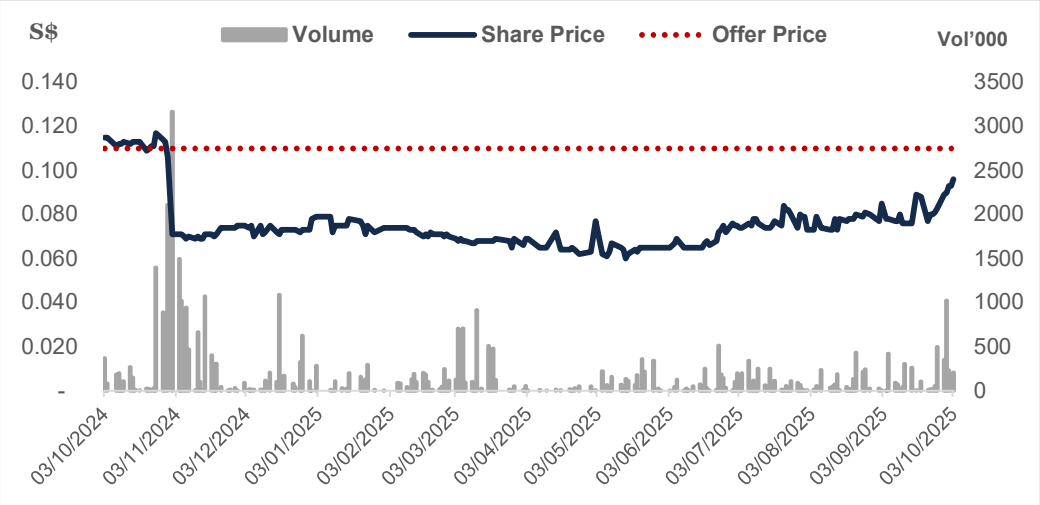
6.3.1 Share price benchmark

On 30 September 2025, AFGL released an update announcement ("**Holding Announcement**"). Subsequently, AFGL requested a trading halt pending the release of the announcement ("**Trading Halt**"). As such, we consider 6 October 2025 as the last full trading day of the Shares on the SGX-ST immediately prior to the Joint Announcement Date ("**Last Trading Day**"). Subsequently, the Company released the Joint Announcement on 8 October 2025, and the Trading Halt was lifted on 8 October 2025 before trading hours.

For the purpose of our analysis of the trading performance of the Shares in respect of the Scheme, we have compared the Scheme Consideration against the historical market price performance of the Shares and considered the historical trading volume of the Shares for the 12-month period prior and up to the Holding Announcement date, and from the Holding Announcement date up to the Latest Practicable Date ("**Period Under Review**").

6.3.2 Share price chart and trading liquidity during the Period Under Review

A graphical representation of the daily closing prices and daily trading volumes of the Shares for the Period Under Review is set out as follows:



Source: Bloomberg L.P.

A summary of the salient announcements and key events relating to AFGL Group's business operations and the Scheme during the Period Under Review is as follows:

Date	Event
24 February 2025	Financial Statements and Related Announcement: Full Yearly Results
24 February 2025	Asset Acquisitions and Disposals: Announcement Pursuant to Rule 706A of the Listing Manual
11 April 2025	Annual Report and Related Documents
30 April 2025	Annual Sustainability Report
08 August 2025	Financial Statements and Related Announcement: Half Yearly Results

Date	Event
05 September 2025	General Announcement: Updates on the Group's Asset and Investment Portfolio
30 September 2025	General Announcement: Update Announcement
07 October 2025	Request for Trading Halt
08 October 2025	Proposed Disposal of Interests in Knight Frank Pte Ltd
08 October 2025	Other Scheme of Arrangement: Proposed Acquisition by AFG Investment Pte. Ltd. of all Shares in AF Global Limited by way of a Scheme

Source: AFGL Group's announcements released on the SGXNet

As shown in the Share price chart above, the Shares have traded consistently below S$0.11 aside from the first 18 trading days from 3 October 2024 for the 12-month period up to and including the Holding Announcement Date, with closing prices of the Shares fluctuating between S$0.060 and S$0.117. Prior to the Holding Announcement Date, the Shares last traded at S$0.096 on the Holding Announcement Date.

Additional information on the traded closing prices of the Shares, volume-weighted average prices ("**VWAP**") and average daily trading volumes ("**ADTV**") for the reference period(s) (a) prior to and including the Holding Announcement Date; and (b) period from the Holding Announcement Date up to the Latest Practicable Date are set out as follows:

	Highest closing price[(1)]	**Lowest closing price[(1)]**	**VWAP [(1)]**	**Premium of Scheme Consideration over VWAP[(1)]**	**ADTV[(2)]**	**ADTV as percentage of total number of issued Shares**
	(S$)	**(S$)**	**(S$)**	**(%)**	**(shares)**	**(%)**
Periods prior to and including the Holding Announcement Date						
Last 12 months	0.117	0.060	0.080	37.38	153,221	0.015
Last 6 months	0.096	0.060	0.075	46.07	88,963	0.008
Last 3 months	0.096	0.073	0.080	37.37	111,529	0.011
Last 1 month	0.096	0.076	0.085	30.21	173,132	0.016
Last Trading Day	0.096	0.096	0.096	14.58	208,100	0.020
Holding Announcement date up till Joint Announcement Date	0.109	0.089	0.105	4.76	996,732	0.094

Source: Bloomberg L.P.

Notes:

(1) Based on data extracted from Bloomberg L.P. and with figures rounded to the nearest three (3) decimal places.

(2) The ADTV of the Shares is calculated based on the total volume of the Shares traded divided by the number of Market Days during the relevant period. "Market Day" refers to a day on which the SGX-ST is open for the trading of securities.

We note the following with regard to the Share prices and the ADTV of the Shares:

Period prior to and including the Holding Announcement Date

(a) during the 12-month period up to and including the Holding Announcement Date, the closing prices of the Shares ranged between a low of S$0.060 (on 15 May 2025) and a high of S$0.117 (on 25 October 2024). The Scheme Consideration represents: (i) a premium of 83.33% over the lowest closing price of the Shares; and (ii) a discount of 5.98% over the highest closing price of the Shares, during the 12-month period up to and including the Holding Announcement Date;

(b) the Scheme Consideration represents a premium of 30.21%, 37.37%, 46.07% and 37.38% over the VWAP of the Shares for the one (1)-month, three (3)-month, six (6)-month and twelve (12)-month periods up to and including the Holding Announcement Date respectively;

(c) the Scheme Consideration represents a premium of 14.6% over the VWAP of the Shares of S$0.096 on the Last Trading Day;

(d) in relation to the trading liquidity of the Shares for the one (1)-month, three (3)-month, six (6)-month and twelve (12)-month period up to and including the Holding Announcement Date, ADTV of the Shares were between approximately 0.008% and 0.020% of the total number of issued Shares of the Company; and

(e) during the 12-month period up to and including the Holding Announcement Date, the Shares were only traded on 209 Market Days out of 252 Market Days.

In evaluating the Scheme Consideration, it is relevant to examine the trading volume of the Shares over a reasonable period, during which the market price of the Shares may reflect public investors' valuation of the Shares, based on publicly available information.

We note the following with regard to the trading liquidity of the Shares:

(a) the ADTV of the Shares for the 12-month period up to and including the Holding Announcement Date was 153,221 Shares and represented 0.015% of the Company's total number of issued Shares;

(b) the ADTV of the Shares for the one (1)-month, three (3)-month, six (6)-month and twelve (12)-month periods prior to and including the Holding Announcement Date were only 173,132 Shares, 111,529 Shares, 88,963 Shares and 153,221 Shares respectively; and

(c) we also note that the Shares were traded quite thinly. We calculated that the Shares were traded on 0.016%, 0.011%, 0.008% and 0.015% of the Company's total number of issued Shares for the one (1)-month, three (3)-month, six (6)-month and twelve (12)-month period prior to and including the Holding Announcement Date.

Based on the above, we note that the trading of the Shares appears to be relatively illiquid for the aforementioned periods prior to and including the Holding Announcement Date. In addition, the ADTV for the aforementioned periods prior to the Holding Announcement Date represents less than 0.07% of the Company's total number of issued Shares, and the ADTV during the aforementioned periods prior to and including the Holding Announcement Date was significantly low at less than 210,000 Shares.

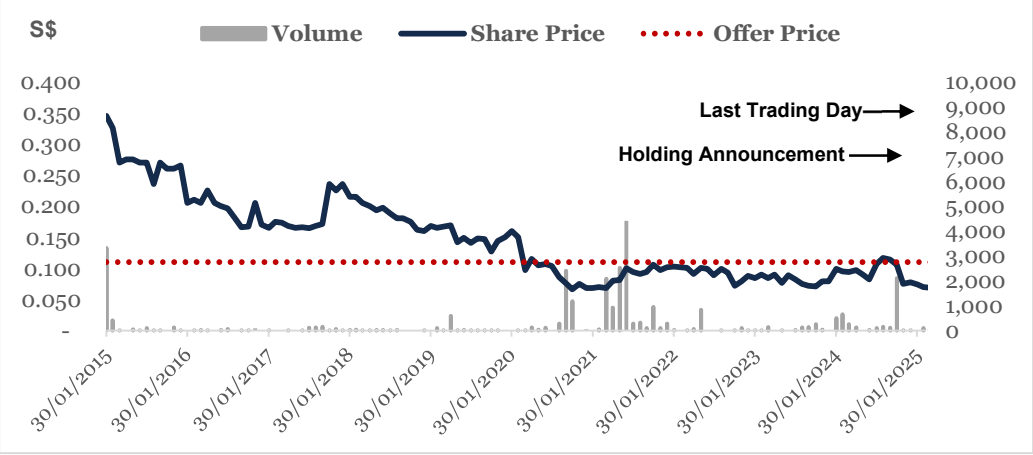
It is to note that given the low liquidity of the Shares during the periods observed, the Scheme Consideration may represent a realistic exit opportunity for Scheme Shareholders to realise their entire investment for cash. In the absence of the Scheme Consideration, such an exit for all Scheme Shareholders may not be readily available due to the low trading liquidity for the Shares.

Scheme Shareholders should note that there is no assurance that the closing price of the Shares would remain at the current level prevailing as at the Latest Practicable Date and after the completion of the Scheme. Scheme Shareholders should note that past trading performance of the Shares should not in any way be relied upon as an indication or a guarantee of its future trading performance, which will depend on, amongst other factors, the performance and prospects of the AFGL Group, prevailing economic conditions, economic outlook, stock market conditions and sentiment.

6.3.3 Share price chart for the ten (10)-year period prior to and including the Holding Announcement Date and Last Practicable Date.

We have also considered the daily closing prices and volume traded of the Shares for the ten (10)-year period prior to and including the Holding Announcement Date. We note that over the past five years, the sharp price declines corresponded to two corporate actions, the capital reduction on 1 November 2024 and the dividend payout on 15 August 2024. In addition, across the first 18 trading days from 3 October 2024, the closing price has not risen above the Scheme Consideration, with the share price being broadly in line with or higher than the prevailing closing price of S$0.11.

A graphical representation of the daily closing prices and volume traded of the Shares for the ten (10)-year period prior to and including the Holding Announcement Date and Latest Practicable Date is set out as follows:



Source: Bloomberg L.P.

6.4 Historical Financial Performance of the AFGL Group

The salient historical financial information of the AFGL Group for the financial years ended 31 December 2022, 2023, and 2024 ("**FY2022**", "**FY2023**" and "**FY2024**" respectively) and the unaudited condensed interim consolidated financial information of the AFGL Group for financial periods six months ended 30 June 2024 and 2025 ("**1H2024**" and "**1H2025**") are set out in the table below. The following summary financial information should be read in conjunction with the full text of the annual reports and unaudited condensed interim financial statements of the AFGL Group, in respect of the relevant financial years/periods including the notes thereto.

6.4.1 Statement of Profit or Loss

	---------- Audited ----------			---- Unaudited ----	
(S$'000)	**FY2022**	**FY2023**	**FY2024**	**1H2024**	**1H2025**
Revenue	**16,240**	**28,376**	**31,422**	**16,028**	**15,779**
Cost of sales	(9,465)	(11,725)	(11,878)	(6,041)	(5,397)
Gross profit	**6,775**	**16,651**	**19,544**	**9,987**	**10,382**
Other operating income	371	738	947	246	289
Marketing expenses	(777)	(1,147)	(1,269)	(675)	(702)
Administrative expenses	(4,843)	(6,588)	(7,549)	(3,493)	(3,422)
Other operating expenses	(4,514)	(5,093)	(11,290)	(6,046)	(2,478)
Finance costs	(844)	(1,112)	(810)	(510)	(255)
Share of results of joint ventures companies	3,267	1,858	849	763	1,024
(Loss)/profit before Taxation	**(565)**	**5,307**	**422**	**272**	**4,838**
Taxation	(66)	1,225	309	(1,059)	(1,323)
(Loss)/profit for the year/period, net of tax	**(631)**	**6,532**	**731**	**(787)**	**3,495**
Other comprehensive income:					
Items that may be reclassified subsequently to profit or loss:					
Foreign currency translation loss	(8,496)	(2,422)	5,134	(5,564)	(2,659)
Fair value gain on investment securities	(349)	346	26	68	(111)
Items that will not be reclassified to profit or loss:					
Fair value loss on investment securities and investment in Xuzhou entities	(5,126)	(4,413)	(11,246)	73	(1,734)
Net surplus on revaluation of property, plant and equipment	3,086	94	12,153	(85)	-
Other comprehensive income for the year, net of tax	**(10,885)**	**(6,395)**	**6,067**	**(5,508)**	**(4,504)**
Total comprehensive income for the year	**(11,516)**	**137**	**6,798**	**(6,295)**	**(1,009)**
(Loss)/profit attributable to:					
Shareholders of the Company	(553)	2,644	(2,648)	(2,599)	1,436
Non-controlling interests	(78)	3,888	3,379	1,812	2,059
	(631)	**6,532**	**731**	**(787)**	**3,495**
Total comprehensive income attributable to:					
Shareholders of the Company	(10,663)	(3,002)	(4,092)	(6,014)	(1,758)
Non-controlling interests	(853)	3,139	10,890	(281)	749
	(11,516)	**137**	**6,798**	**(6,295)**	**(1,009)**

Source: Annual reports for FY2022, FY2023, and FY2024 and unaudited condensed interim financial statements of the AFGL Group for the six (6) months ended 30 June 2025

AFGL Group is organised into business units based on their products and services and has three reportable segments as follows:

(a) Property segment, which relates to project and property management, real estate consultancy services, investment in properties and development of properties for sale;

(b) Hotel and serviced residence segment, which involves the ownership and operation of hotels and serviced residences; and

(c) Others segment, consists mainly of investment holding activities.

FY2023 vs FY2022

The AFGL Group reported $28.4 million in revenue for the financial year ended 31 December 2023, an increase of $12.1 million or 74.7% compared to $16.2 million registered in the corresponding year ended 31 December 2022. The increase was mainly driven by stronger contributions from the hospitality segment, particularly the Holiday Inn Resort Phuket ("**HIRP**") which benefited from the recovery in Thailand tourism.

The AFGL Group's gross profit increased by $9.9 million or 145.8% from $6.8 million in FY2022 to $16.7 million in FY2023 reflecting the stronger revenue contributions from the hospitality operations.

Other operating income increased by $0.4 million or 98.9% from $0.4 million in FY2022 to $0.7 million in FY2023 mainly due to higher interest income from fixed deposits.

Administrative expenses increased by $1.7 million or 36.0% from $4.8 million in FY2022 to $6.6 million in FY2023 mainly attributable to higher hotel management fee and overheads.

Other operating expenses increased by $0.6 million or 12.8% from $4.5 million in FY2022 to $5.1 million in FY2023 primarily due to higher overheads and utilities.

Finance costs increased by $0.3 million or 31.8% from $0.8 million in FY2022 to $1.1 million in FY2023 mainly due to higher interest expenses from bank borrowings.

Share of results of joint venture companies decreased by $1.4 million or 43.1% from $3.3 million in FY2022 to $1.9 million in FY2023.

The AFGL Group's tax expense decreased by $1.3 million from a tax expense of $0.07 million in FY2022 to a tax credit of $1.2 million in FY2023. The decrease in income tax expense was mainly due to deferred tax asset recognised on unutilised tax losses.

As a result of the above, the AFGL Group registered a net profit attributable to owners of the Company of $2.6 million in FY2023, an increase of $3.2 million from $0.6 million in FY2022.

FY2024 vs FY2023

The AFGL Group reported $31.4 million in revenue for the financial year ended 31 December 2024, an increase of $3.0 million or 10.7% compared to $28.4 million registered in FY2023. The increase was mainly due to higher contributions from the AFGL Group's hospitality operations, particularly HIRP, supported by continued recovery in regional tourism.

The AFGL Group's gross profit increased by $2.9 million or 17.4% from $16.7 million in FY2023 to $19.5 million in FY2024, reflecting stronger revenue contributions from hospitality operations.

Other operating income rose by $0.2 million or 28.3% from $0.7 million in FY2023 to $0.9 million in FY2024, mainly attributable to higher interest income from fixed deposits.

Other operating expenses more than doubled, increasing by $6.2 million or 121.7% from $5.1 million in FY2023 to $11.3 million in FY2024, primarily due to the one-off loss on disposal of the AFGL Group's interest in freehold properties at Phuket, Thailand ("**Rawai Disposal**").

Finance costs decreased by $0.3 million or 27.1% from $1.1 million in FY2023 to $0.8 million in FY2024, as a result of lower bank borrowings and reduced interest expenses.

Share of results of joint venture companies declined sharply from a profit of $1.9 million in FY2023 to a profit of $0.8 million in FY2024. The decline was mainly due to higher share of loss of an associate company recognised by Knight Frank Pte Ltd Group.

Tax credit decreased by $0.9 million or 74.8% from $1.2 million in FY2023 to $0.3 million in FY2024, mainly due to higher current tax expense arising from higher taxable profits of HIRP.

As a result of the above, the AFGL Group registered a net loss attributable to owners of the Company of $2.6 million in FY2024, a decrease of $5.2 million compared to a net profit of $2.6 million in FY2023.

1H2025 vs 1H2024

The AFGL Group reported $15.8 million in revenue for the half year ended 30 June 2025, a decrease of $0.2 million or 1.6% compared to $16.0 million registered in the corresponding half year ended 30 June 2024. The decline was mainly due to lower occupancies at Holiday Inn Resort Phuket ("**HIRP**") and Somerset Vientiane ("**SV**").

The AFGL Group's gross profit increased by $0.4 million or 4.0% from $10.0 million in 1H2024 to $10.4 million in 1H2025, supported by lower cost of sales mainly due to lower depreciation expenses.

Other operating income of $0.25 million in 1H2024 was comparable to $0.29 million in 1H2025.

Marketing expenses of $0.68 million in 1H2024 was comparable to $0.70 million in 1H2025.

Similarly, administrative expenses of $3.49 million in 1H2024 to was comparable $3.42 million in 1H2025.

Other operating expenses decreased significantly by $3.6 million or 59.0% from $6.0 million in 1H2024 to $2.5 million in 1H2025. The decline was mainly due to the absence of the one-off impairment loss of $3.0 million on the Rawai Disposal in 1H2024, as well as lower foreign exchange losses in 1H2025 compared to 1H2024.

Finance costs decreased by $0.26 million or 50.0% from $0.51 million in 1H2024 to $0.26 million in 1H2025, due to lower outstanding loans and reduced interest rates.

Share of results of joint ventures companies increased by $0.26 million or 34.2% from $0.76 million in 1H2024 to $1.0 million in 1H2025, mainly reflecting higher contributions from the Knight Frank group of companies.

The AFGL Group's tax expense increased by $0.3 million or 26.8% from $1.1 million in 1H2024 to $1.3 million in 1H2025, mainly due to higher withholding tax on inter-company dividends and higher taxable profits at HIRP.

As a result of the above, the AFGL Group registered a net profit attributable to owners of the Company of $1.4 million in 1H2025, compared to a net loss attributable to owners of the Company of $2.6 million in 1H2024.

6.4.2 Statement of Cash Flows

	---------- Audited ----------			------- Unaudited ------	
(S$'000)	**FY2022**	**FY2023**	**FY2024**	**1H2024**	**1H2025**
Net cash provided by/(used in) operating activities	2,084	8,229	8,800	3,983	2,599
Net cash provided by/(used in) investing activities	2,004	1,927	60,928	(577)	2,209
Net cash provided by/(used in) financing activities	(1,867)	(1,778)	(65,414)	(3,682)	(4,397)
Net increase/(decrease) in cash and cash equivalents	2,221	8,378	4,314	(276)	411
Cash and cash equivalents at the end of the financial year	14,824	22,585	27,303	21,652	26,707

Source: *Annual reports for FY2022, FY2023, and FY2024 and unaudited condensed interim financial statements of the AFGL Group for the six (6) months ended 30 June 2025*

FY2022

Net cash from operating activities of $2.1 million in FY2022 was mainly due to operating profit before changes in working capital of $1.2 million, net working capital inflows of $0.6 million, interest received of $1.2 million and interest and tax payments of $0.9 million.

Net cash from investing activities of $2.0 million in FY2022 was mainly due to dividend income received of $2.2 million and purchase of property, plant and equipment of $0.2 million.

Net cash used in financing activities of $1.9 million in FY2022 was mainly due to repayment of bank loans of $3.4 million, repayment of loans from a non-controlling interest of $0.1 million, repayment of lease liabilities of $0.1 million and dividend paid to non-controlling interests of $0.3 million; partially offset by proceeds from bank loans of $2.0 million.

Overall, cash and cash equivalents increased by $1.5 million from $13.4 million as at 31 December 2021 to $14.8 million as at 31 December 2022, mainly due to net cash flows from operating activities of $2.1 million and investing activities of $2.0 million; offset by net cash used in financing activities of $1.9 million and unfavourable foreign exchange effects of $0.8 million.

FY2023

Net cash from operating activities was $8.2 million in FY2023, mainly due to operating profit before changes in working capital of $7.3 million, favourable working capital movements of $0.6 million and net interest and tax flows comprising interest received of $1.6 million, interest paid of $1.1 million and income tax paid of $0.2 million.

Net cash from investing activities was $1.9 million, mainly from dividends received of $2.5 million and additions to property, plant and equipment of $0.5 million.

Net cash used in financing activities was $1.8 million, due to bank loan repayments of $6.2 million, dividends paid to non-controlling interests of $1.3 million and lease payments of $0.1 million, partially offset by bank loan proceeds of $5.8 million.

Overall, there was a net increase in cash and cash equivalent by $8.4 million to $22.6 million at year end, inclusive of $0.6 million of unfavourable foreign exchange effects.

FY2024

Net cash from operating activities was $8.8 million, mainly reflecting operating profit before working capital of $8.1 million, with interest received of $1.9 million, interest paid of $0.8 million, and income tax paid of $0.8 million.

Net cash from investing activities was $60.9 million, driven primarily by the Rawai Disposal net cash inflow from Rawai Disposal of $59.4 million, alongside dividends received of $2.8 million and capital expenditure of $1.3 million.

Net cash used in financing activities was $65.4 million, mainly due to a capital reduction via cash distribution of $36.9 million, dividends paid by the Company of $15.8 million, bank loan repayments of $13.4 million (partly offset by bank loan proceeds of $3.8 million), dividends paid to non-controlling interests of $2.8 million, and lease payments of $0.1 million.

Overall, cash and cash equivalents increased by $4.3 million to $27.3 million at year end (from $22.6m), inclusive of $0.4 million of favourable foreign-exchange effects.

1H2025

Net cash from operating activities was $2.6 million, comprising cash flows from operations of $2.6 million, interest received of $0.7 million, interest paid of $0.2 million and income taxes paid of $0.5 million.

Net cash from investing activities was $2.2 million, mainly reflecting $2.7 million of proceeds from the sale of investment securities and $0.05 million of dividends received offset by $0.6 million of capital expenditure.

Net cash used in financing activities was $4.4 million, primarily reflecting $3.7 million of bank loan repayments and $3.8 million of dividends paid to non-controlling interests, partially offset by $3.2 million of bank loan proceeds; lease payments were $0.1 million.

Overall, there was a net increase in cash and cash equivalents before foreign exchange of $0.4m and unfavourable foreign exchange effects of $1.0 million. Cash and cash equivalents were $27.3 million at the beginning of the period and $26.7 million as at 30 June 2025.

6.5 NAV of the AFGL Group

6.5.1 Balance Sheet of the AFGL Group

A summary of the balance sheet of the AFGL Group as at 31 December 2024 and 30 June 2025 is set out as follows:

(S$'000)	Audited As at 31 December 2024 (S$'000)	Unaudited As at 30 June 2025 (S$'000)
Current assets		
Investment Securities	13,916	10,963
Inventories	198	119
Trade Receivables	852	303
Other Receivables	392	426
Prepayments	272	282
Cash and cash equivalent	27,303	26,707
Total current assets	**42,933**	**38,800**
Non-current assets		
Property, plant and equipment	145,926	142,996
Intangible assets	25	22
Right-of-use asset	597	531
Joint venture companies	32,278	33,326
Investment securities	1,809	1,809
Deferred tax assets	554	242
Investment in Xuzhou entities	38,541	36,782
Total non-current assets	**219,730**	**215,708**
Total assets	**262,663**	**254,508**
Current liabilities		
Trade payables	3,229	1,768
Other payables and accruals	6,615	5,356
Provision for taxation	334	866
Lease liability	45	45
Loans and borrowings	5,385	3,968
Total current liabilities	**15,608**	**12,003**
Non-current liabilities		
Lease liability	753	682
Loans and borrowings	8,218	8,957
Deferred tax liabilities	25,176	24,750
Total non-current liabilities	**34,147**	**34,389**
Total liabilities	**49,755**	**46,392**
Net assets	**212,908**	**208,116**
Equity attributable to owners of the Company		
Share capital	172,571	172,571
Reserves	(20,263)	(22,021)
	152,308	**150,550**
Non-controlling interests	**60,600**	**57,566**
Total equity	**212,908**	**208,116**
NAV of the AFGL Group	**152,308**	**150,550**
Number of issued shares ('000)	1,055,639	1,055,639
NAV per Share (S$ cents)	**14.43**	**14.26**

Source: *Annual report for FY2024 of the AFGL Group and unaudited condensed interim financial statements of the AFGL Group for the six (6) months ended 30 June 2025*

Assets

Total assets decreased by $8.2 million or 3.1% from $262.7 million as at 31 December 2024 to $254.5 million as at 30 June 2025.

Property, plant and equipment decreased by $2.9 million or 2.0% from $145.9 million to $143.0 million, mainly due to depreciation and the weaker Thai Baht.

Investment in Xuzhou entities decreased by $1.8 million or 4.6% from $38.5 million to $36.8 million, primarily due to weaker Ren min bi.

Current investment securities decreased by $2.9 million or 21.2% from $13.9 million to $11.0 million, reflecting the maturity of a quoted debt security.

Trade receivables declined by $0.5 million or 64.4% from $0.9 million to $0.3 million.

Cash and cash equivalents decreased marginally by $0.6 million or 2.2% from $27.3 million to $26.7 million, due to repayments of revolving credit facilities and instalment repayments of a term loan, partially offset by repayments from subsidiaries.

Liabilities and equity

On the liabilities side, current liabilities decreased by $3.6 million or 23.0% from $15.6 million to $12.0 million. Trade payables fell by $1.5 million due to lower guest deposits from hotel operations, while other payables and accruals decreased by $1.3 million due to settlement of accrued expenses.

Loans and borrowings decreased by $0.7 million or 5.0% from $13.6 million to $12.9 million, reflecting instalment repayments of term loans and repayments of revolving credit facilities, partially offset by drawdowns for hotel revamp works.

As a result, net assets of the AFGL Group decreased by $4.8 million or 2.3% from $212.9 million as at 31 December 2024 to $208.1 million as at 30 June 2025. Net asset value per share decreased from 14.43 cents to 14.26 cents over the same period.

6.5.2 Book NAV of the AFGL Group

The NAV of a group refers to the aggregate value of all the assets in their existing condition, net of any non-controlling interests and all the liabilities of the group. The NAV approach may provide an estimate of the value of a group assuming the hypothetical sale of all its assets over a reasonable period of time, the proceeds of which would be first used to settle the liabilities of a group with the balance available for distribution to its shareholders. Therefore, the net assets of a group are perceived as providing support for the value of the shareholders' equity.

Notwithstanding the foregoing, Shareholders should note that an analysis based on the NAV of a group provides an estimate of the value of a group based on a hypothetical scenario, and such hypothetical scenario is assumed without considering factors such as, inter alia, time value of money, market conditions, legal and professional fees, liquidation costs, taxes, contractual obligations, regulatory requirements and availability of potential buyers, which would theoretically lower the NAV that can be realised. While the asset base of the group can be a basis for valuation, such valuation does not necessarily imply a realisable market value as the market value of the assets and liabilities may vary depending on prevailing market and economic conditions. Furthermore, the NAV approach is more relevant in circumstances where the business is to cease operations or where the profitability of the business being valued is not sufficient to sustain an earnings-based valuation.

Based on the AFGL Group's latest unaudited condensed interim financial statement as at 30 June 2025 and 1,055,639,464 Shares in issue as at 30 June 2025, the NAV of the AFGL Group amounted to S$150.6 million or 14.26 cents per Share. We note that the Scheme Consideration represents a discount of approximately 22.9% against the NAV per share of 14.26 cents as at 30 June 2025. Accordingly, the Price-to-NAV ("**P/NAV**") of the AFGL Group implied by the Scheme Consideration would be approximately 0.77 times as at 30 June 2025.

6.5.3 RNAV of the AFGL Group

In our evaluation of the Scheme Consideration, we have also considered whether there are any assets which should be valued at an amount that is materially different from that which are recorded in the unaudited balance sheet of the AFGL Group as at 30 June 2025, and whether there are any factors which have not been otherwise disclosed in the financial statements of the AFGL Group that are likely to impact the NAV of the AFGL Group as at 30 June 2025.

Key Assets

The AFGL Group's property, plant and equipment as at 30 June 2025 was S$143.0 million of which Holiday Inn Resort Phuket ("**HIRP**") made up 94.4% and Cityview Apartments and Commercial Centre ("**CV**") in Vietnam together with Somerset Vientiane ("**SV**") in Laos made up 5.5% of the carrying amount. The other key assets identified are the AFGL Group's investments in Knight Frank Pte Ltd ("**KFPL**") and Xuzhou YinJian LumChang Real Estate Co., Ltd ("**XZYJLC**"). The total carrying amount of these key assets as at 30 June 2025 amounted to approximately S$212.2 million, representing 83.37% of the AFGL Group's total assets.

The Company had commissioned Independent Valuers to conduct independent valuation to determine the market value of the AFGL Group's properties in Thailand, Vietnam and Laos. Based on the market value of Thai Baht 3.45 billion reported, there is no revaluation surplus or deficit arising from HIRP. Based on the valuation reports on CV and SV commissioned for financial reporting purposes, there is a net revaluation gain after adjusting for tax and non-controlling interests of approximately S$599,000.

	Carrying amount as at 30 June 2025 (S$'000)	Market Value (S$'000)	Revaluation Surplus/Deficit[6] (S$'000)
Property, Plant & Equipment	142,996	142,996[1][2]	-
Knight Frank Investment	33,325	36,888	2,957[3]
Investment in XZYJLC	35,855	27,355	(8,500)[4][5]
Total	**212,176**	**207,239**	**(5,543)**

Notes:

(1) Based on the valuation report on HIRP, the valuer has confirmed as of 31 October 2025, there is no material change in the value of HIRP as at 31 December 2024, being Thai Baht 3.45 billion.

(2) For the other two properties in Vietnam and in Laos, it is assessed that the net revaluation gain of approximately $599,000 representing only 0.2% of the AFGL Group's total assets would not be considered.

(3) Gain on sale from the Company's entire 55% equity interest in Knight Frank.

(4) In the Company's update announcement on 5 September 2025, it is disclosed that no bid was received for the XuZhou properties and if the auction is successful, the AFGL Group may recognise a fair value loss of S$8.5 million.

(5) Save for the public auction on the Xuzhou properties and the disposal of the AFGL Group's 55% interest in KFPL completed in October 2025, there is no event subsequent to 30 June which would materially affect the NAV of the AFGL Group.

(6) Revaluation surplus/deficit is net of tax rates of the various tax jurisdictions.

Other Investments and Financial Assets, at FVOCI

Other investments comprised of listed debt and unlisted investments in equity and listed debt. Based on the closing prices of the listed shares as at the Latest Practicable Date and the carrying amount of the listed debt as at 30 June 2025, there are no material differences between the carrying values and market values of the listed investment under other investments and accordingly, no adjustments have been made to NAV of the AFGL Group in this aspect.

Based on the above, we have made the following adjustments to the NAV of the AFGL Group to arrive at the RNAV of the AFGL Group as at 30 June 2025:

	S$'000
Revaluation Deficit after Tax	**(5,543)**
Unaudited NAV of the AFGL Group as at 30 June 2025	150,550
Add: Revaluation Deficit after tax	(5,543)
RNAV of the AFGL Group as at 30 June 2025	**145,007**
RNAV per Share as at 30 June 2025 (S$ Cents)	**13.74**

Based on the above, we note that the Scheme Consideration represents a discount of approximately 19.92% against the RNAV per share of S$0.1374 as at 30 June 2025. Accordingly, the Price-to-RNAV ("**P/RNAV**") of the AFGL Group implied by the Scheme Consideration would be approximately 0.80 times as at 30 June 2025.

Shareholders should note that the RNAV of the AFGL Group above is not necessarily a realisable value given that the RNAV valuation approach is based largely upon the surplus or deficit revaluation estimates which were obtained by application of "as if" valuation estimates. This approach implicitly assumes that the Development Properties may be disposed of by the AFGL Group at a price determined by the independent valuations, on a willing buyer and a willing seller basis in an arms-length transaction with a third party. It should be noted that such valuation or market value of the Development Properties may vary depending on, inter alia, the prevailing market and economic conditions, and does not consider the associated time, effort, marketability, buyer demand and uncertainty relating to such property sale.

Save as disclosed in this Letter, the Non-Interested Aspial Directors and Management have confirmed that as at the Latest Practicable Date and to the best of their knowledge and belief:

(a) Save as disclosed, they are not aware of any material difference between the estimated market value of the assets held by the AFGL Group vis-à-vis their respective book values recorded in the unaudited balance sheet of the AFGL Group as at 30 June 2025;

(b) Save as disclosed, they are not aware of any circumstances which may cause the NAV of the AFGL Group as at the Latest Practicable Date to be materially different from that recorded in the latest announced unaudited balance sheet of the AFGL Group as at 30 June 2025;

(c) Save as disclosed, there have been no material disposals or acquisitions of assets by the AFGL Group between 30 June 2025 and the Latest Practicable Date, and as the Latest Practicable Date, the AFGL Group does not have any plans for such impending material disposal or acquisition of assets, conversion of the use of the AFGL Group's material assets or material change in the nature of the AFGL Group's business;

(d) Saved as disclosed, there are no contingent liabilities, bad or doubtful debts or impairment losses or material events as at the Latest Practicable Date which are likely to have a material impact on the NAV of the AFGL Group as at 30 June 2025; and

(e) Save as disclosed, there are no litigation, claim or proceedings pending or threatened against the AFGL Group or of any fact likely to give rise to any proceedings as at the Latest Practicable Date which would have material impact on the financial position of the AFGL Group as at 30 June 2025.

6.6 Comparison of Valuation Statistics of Companies Broadly Comparable to the AFGL Group

In considering what may be regarded as a reasonable range of valuation for the purpose of assessing the financial terms of the Scheme, we have referred to selected listed companies on the various stock exchanges which business activities are broadly comparable with those of the AFGL Group to give an indication of the current market expectations with regard to the perceived valuation of these businesses.

The Company is a Singapore-incorporated company that has been listed on the SGX Mainboard of the SGX-ST since 15 August 1973. As set out in paragraph 3 of the "Letter to Shareholders" titled "Information on the Company", the primary activities of the AFGL Group are that of property management, hotel and service residence and investment holding.

We have used the following companies listed on the SGX-ST which are principally engaged in businesses that are similar to the AFGL Group, and with market capitalisations of not more than S$1 billion ("**Comparable Companies**") to get an indication of the current market expectations with regard to the perceived valuation of the AFGL Group.

We wish to highlight that the Comparable Companies are not exhaustive and there is no listed group or group which may be considered identical to the AFGL Group in term of, inter alia, business activities, market capitalisation, scale of operations, risk profile, geographical spread, operating and financial leverage, accounting policies, adherence to accounting standards, tax factors, track record and future prospects. In addition, each of the Comparable Companies may engage in other separate business which are not related to the principal business of the AFGL Group. As such, any comparison made herein is strictly limited in scope and merely serves as an illustrative guide to Shareholders.

Details of the Comparable Companies, including their business descriptions are selected key financial and valuation statistics, are set out below and in Annex A to this Letter:

(a) OUE Limited ("**OUE**")

(b) Far East Orchard Limited ("**Far East Orchard**")

(c) Hotel Grand Central Limited ("**Hotel Grand**")

(d) Hotel Royal Limited ("**Hotel Royal**")

(e) Banyan Tree Holdings Limited ("**Banyan Tree**")

(f) Bonvests Holdings Limited ("**Bonvests**")

(g) ProsperCap Corporation Limited ("**ProsperCap**")

In assessing the financial terms of the Scheme, we have used the following valuation parameters in our analysis:

Valuation parameter	Description
Price-earnings ratio ("**PER**")	The historical PER, which illustrates the ratio of the market price of a company's shares relative to its historical consolidated earnings per share, is commonly used for the purpose of illustrating the profitability, and hence valuation, of a group. We have considered the historical PERs of the Comparable Companies based on their respective last transacted prices on the Latest Practicable Date and trailing 12 months per share *vis-à-vis* the corresponding historical PER of the AFGL Group based on the Scheme Consideration and the trailing 12 months earnings per share (if applicable).
P/NAV	A NAV based approach is useful to illustrate the extent that the value of each share is backed by assets and would be more relevant in the case where the group were to change the nature of its business or realise or convert the use of all or most of its assets. The NAV-based valuation approach may provide an estimate of the value of a group assuming the hypothetical sale of all its assets used in the computation of the NAV, with the balance to be distributed to its shareholders after the settlement of all the liabilities and obligations of the group. We have considered the historical P/NAV ratios of the Comparable Companies based on their respective last transacted prices on the Latest Practicable Date and latest announced NAV per share as at the end of the relevant financial year/period (as adjusted for any corporate activities which were undertaken after the latest available balance sheet date that may affect the NAV per share, where relevant), *vis-à-vis* the corresponding historical P/NAV ratio of the AFGL Group based on the Scheme Consideration and the latest announced NAV per Share of the AFGL Group as at the end of the relevant financial year/period (as adjusted for any corporate activities which were undertaken after the latest available balance sheet date that may affect the NAV per share, where relevant).
Enterprise value to EBITDA ("**EV/EBITDA**") ratio	The historical EV/EBITDA ratio illustrates the ratio of the market value of a group's business relative to its historical consolidated pre-tax operating cashflow performance, without regard to its capital structure, and provides an indication of current market valuation relative to operating performance. "EV" is the sum of a group's market capitalisation, preferred equity, minority interests, short- and long-term debts and leases liabilities less cash and cash equivalents and represents the actual cost to acquire the entire group. "EBITDA" refers to historical consolidated earnings before interest, tax, depreciation and amortisation expenses. EBITDA can be used to analyse the profitability between companies as it eliminates the effects of financing and accounting decisions. We have considered the historical EV/EBITDA ratios of the Comparable Companies based on their respective last

transacted prices on the Latest Practicable Date, latest available balance sheet values (as adjusted for any corporate activities which were undertaken after the latest available balance sheet date that may affect the EV, where relevant) and trailing 12 months EBITDA *vis-à-vis* the corresponding historical EV/EBITDA ratio of the AFGL Group based on the Scheme Consideration and the trailing 12 months EBITDA of the AFGL Group.

6.6.1 Comparative valuation statistics of the Comparable Companies *vis-à-vis* the AFGL Group

The following table sets out the comparative valuation statistics of the Comparable Companies *vis-à-vis* the AFGL Group as implied by the Scheme Consideration:

Comparable Companies	Market Capitalisation (S$ millions)[1]	Historical PER (times)	Historical P/NAV ratio (times)	Historical EV/EBITDA ratio (times)
OUE	902.1	n.m.	0.17x	19.47x
Far East Orchard	643.1	10.58x	0.46x	11.93x
Hotel Grand	528.7	n.m.	0.42x	19.97x
Hotel Royal	528.7	41.00x	0.35x	16.96x
Banyan Tree	554.8	12.35x	0.67x	7.96x
Bonvests	401.5	73.52x	0.48x	12.75x
PropserCap	128.5	-	0.54x	17.71x
High		**73.52x**	**0.67x**	**19.97x**
Mean		**34.36x**	**0.44x**	**15.25x**
Median		**26.67x**	**0.46x**	**16.96x**
Low		**10.58x**	**0.17x**	**7.96x**
Group (Implied by the Scheme Consideration)	**101.3[3]**	**83.72x**	**0.77[4] 0.80[5]**	**21.23x**

Source: Bloomberg L.P., annual reports and/or announcements of the respective Comparable Companies and Evolve's computation

Notes:

(1) Based on last traded prices of the respective companies and exchange rates as at the Latest Practicable Date, as extracted from Bloomberg L.P..

(2) n.m. denotes not meaningful as the respective Group recorded a loss attributable to owners of the parent in the latest trailing 12 months period.

(3) Based on 1,055,639,464 shares as at the Latest Practicable Date.

(4) Based on the NAV of the AFGL Group of S$150.6 million or 14.26 cents per share as at 30 June 2025.

(5) Based on the RNAV of the AFGL Group of S$145.0 million or 13.74 cents per share as at 30 June 2025.

Historical P/NAV ratios comparison

We note that the historical P/NAV ratios of 0.77 times of the AFGL Group as implied by the Scheme Consideration are:

(a) above the range of historical P/NAV ratios of the Comparable Companies of between 0.17 times and 0.67 times; and

(b) above the corresponding mean and median historical P/NAV ratios of the Comparable Companies of 0.44 times and 0.46 times.

Historical P/RNAV ratio comparison

We note that the historical P/RNAV ratios of 0.80 times of the AFGL Group as implied by the Scheme Consideration are:

(a) above the range of historical P/NAV ratios of the Comparable Companies of between 0.17 times and 0.67 times; and

(b) above the corresponding mean and median historical P/NAV ratios of the Comparable Companies of 0.44 times and 0.46 times.

Historical EV/EBITDA ratio comparison

We note that the historical EV/EBITDA ratio of 21.23 times of the AFGL Group as implied by the Scheme Consideration is above the range of historical EV/EBITDA of the Comparable Companies of between 7.96 times and 19.97 times.

6.7 Comparison with Recent Successful Privatisation Transactions and Delisting Offers of Companies Listed on the SGX-ST

In our assessment of the Scheme, we have compared the financial terms of the Scheme with (a) selected recent successful privatisation transactions in cash announced on the SGX-ST, whether by way of a general offer under the Code or a scheme arrangement under Section 210 of the Companies Act where the offeror has stated its intention to delist the group from the Official List of the SGX-ST; and (b) selected recent completed delisting cash offers under Rule 1307 of the Listing Rules announced (collectively, "**Take-over Transactions**") during the 36-month period prior to the Joint Announcement Date.

This analysis serves as a general indication of the relevant premium/discount that the offerors had paid in order to acquire the target companies without having regard to their specific industry characteristics or other considerations, and the comparison sets out:

the premium or discount represented by each of the respective offer prices to the last transacted prices and VWAPs over the one (1)-month, three (3)-month, six (6)-month and twelve (12)-month periods prior to the announcement of the Take-over Transactions; and

the premium or discount represented by each of the respective offer prices to the NAV of the respective target companies, where applicable. We note that certain transactions had undertaken revaluations and/or adjustments to their assets which may have material impact on their latest announced book values, we have also, where relevant, compared the financial terms of such offer transactions with the revalued NAV and/or adjusted NAV of the Take-over Transaction.

We wish to highlight that the Take-over Transactions set out below are by no means exhaustive. In addition, as the AFGL Group is not directly comparable to the target companies involved in the Take-over Transactions in terms of business activities, scale of operations, market capitalisation, geographical spread, risk profile, accounting policies, financial performance, operating and financial leverage, track record and future prospects, the comparison merely serves as a general guide to provide an indication of the premia/discounts paid in connection with privatisation transactions and delisting offers of the companies listed on the SGX-ST. Each of the Take-over Transactions must be judged on its own commercial and financial merits. Shareholders should also note that the premium (if any) to be paid by an offeror in a privatisation transaction or delisting offer varies in different circumstances depending on, *inter alia*, the offeror's intentions with regard to the group, the potential synergy that the offeror can gain from acquiring the group, the attractiveness of the underlying business, prevailing market expectations and the presence of competing bids. Conclusions drawn from the comparisons made may not reflect any perceived market valuation of the group.

Take-over Transactions	Date of announcement	Type[1]	Premium/(Discount) of offer price over (%)					Price-to-NAV or RNAV[2] (times)
			Last Transacted Price	1-month VWAP	3-month VWAP	6-month VWAP	12-month VWAP	
Cosmosteel Holdings Limited	15-May-25	VGO	48.10	57.50	61.30	70.9	75.40	0.70
Procurri Corporation Limited	28-Apr-25	SOA	77.80	77.80	74.42	75.77	74.64	2.12
Amara Holdings Limited	28-Apr-25	VGO	27.00	42.10	44.80	46.70	48.90	1.33
ICP Ltd	19-Apr-25	VD	28.57	16.88	20.00	23.29	23.29	1.08
PEC Ltd.	17-Feb-25	SOA	12.75	23.50	28.60	30.60	33.30	0.90
Econ Healthcare (Asia) Limited	14-Feb-25	SOA	20.00	33.60	42.90	48.60	52.10	1.98
Japfa Ltd.	24-Jan-25	SOA	34.80	39.00	51.20	70.30	93.10	1.10
SLB Development Ltd.	24-Jan-25	SOA	36.10	54.40	62.00	69.10	88.50	1.13
5E Resources Limited	25-Oct-24	SOA	20.60	22.20	21.80	26.20	31.90	1.60
Dyna-Mac Holdings Ltd.	11-Sep-24	VGO	35.40	18.60	27.40	44.40	67.50	5.90
Silverlake Axis Ltd.	26-Aug-24	VGO	20.00	27.70	25.00	31.90	31.90	2.80
Second Chance Properties Ltd	10-Jul-24	VGO	39.50	40.90	37.00	33.30	28.20	1.00
High			**77.80**	**77.80**	**74.42**	**75.77**	**93.10**	**5.90**
Mean			**33.39**	**37.85**	**41.37**	**47.59**	**54.06**	**1.80**
Median			**31.69**	**36.30**	**39.95**	**45.55**	**50.50**	**1.23**
Low			**12.75**	**16.88**	**20.00**	**23.29**	**23.29**	**0.70**
Group (Implied by Scheme Consideration)	**08-Oct-2025**	**SOA**	**14.58**	**30.21**	**37.37**	**46.07**	**37.38**	**0.77[4]**

Notes:

(1) VD – Voluntary Delisting, VGO – Voluntary General Offer, SOA – Scheme of Arrangement.

(2) Information was based on the disclosed circulars of the respective company.

(3) Based on the NAV of the AFGL Group of S$150.55 million or 14.26 cents per share, in reference to the AFGL Group's latest unaudited condensed interim financial statements as at 30 June 2025 and 1,055,639,464 Shares in issue as at the Latest Practicable Date.

We note that in respect of the Take-over Transactions:

(a) the premium of the Scheme Consideration over the last transacted price of the Shares prior to the Joint Announcement Date of approximately 14.58% is lower than the mean and median of the corresponding premia of the Take-over Transactions of between 33.39% to 31.69%;

(b) the premium of the Scheme Consideration over the VWAP of the Shares for one (1)-month prior to the Holding Announcement Date of approximately 30.21% is lower than the mean and median of the corresponding premia of the Take-over Transactions of between 37.85% to 36.30%;

(c) the premium of the Scheme Consideration over the VWAP of the Shares for three (3)-month prior to the Holding Announcement Date of approximately 37.37% is lower than the mean and median of the corresponding premia of the Take-over Transactions of between 41.37% to 39.95%;

(d) the premium of the Scheme Consideration over the VWAP of the Shares for six (6)-month prior to the Holding Announcement Date of approximately 46.07% is in between the mean and median of the corresponding premia of the Take-over Transactions of between 47.59% to 45.55%;

(e) the premium of the Scheme Consideration over the VWAP of the Shares for twelve (12)-month prior to the Holding Announcement Date of approximately 37.38% is lower than the mean and median of the corresponding premia of the Take-over Transactions of between 54.06% to 50.50%;

(f) the P/NAV ratio as implied by the Scheme Consideration of 0.77 times is:

  (i) within the range of the P/NAV or P/RNAV ratios of the Take-over Transactions of between 0.70 times and 5.90 times; and

  (ii) below the corresponding mean and median of the P/NAV or P/RNAV ratios of the Take-over Transactions of between 1.23 times to 1.80 times.

6.8 Other Relevant Considerations

6.8.1 Outlook of the AFGL Group

AFGL's performance was affected by softer contributions from its hospitality assets in Phuket and Vientiane, reflecting a gradual recovery in tourism and increased competition in the region. The property segment in China remains cautious, with ongoing efforts to optimise asset value and manage exposure from joint venture projects. The AFGL Group continues to prioritise operational efficiency, cost control, and portfolio stabilisation across its key markets.

6.8.2 Absence of Alternative or Competing Offers

As at the Latest Practicable Date, there is no evidence of any alternative or competing offer for the Shares. Given that Aspial and KWM collectively have an aggregate shareholding of approximately 72.7% in AFGL, the likelihood of a competing offer is remote. The Shares have not traded above the Scheme Consideration since the Joint Announcement Date.

6.8.3 Effects of the Scheme and Delisting

Upon the Scheme becoming effective, the Offeror will hold 100% of the Scheme Shares and AFGL will be delisted from the Official List of the SGX-ST. The Scheme will be binding on all Scheme Shareholders, and those voting in favour will be deemed to have waived their rights to a general offer under the Code.

6.8.4 No Necessity for Access to Equity Capital Markets

AFGL has not undertaken any equity fund-raising in the past 10 years and maintains a stable financial position with sufficient internal resources. There is no immediate need to access equity capital markets for funding purposes.

6.8.5 Cost Savings

In maintaining its listed status, the Company incurs compliance and associated costs relating to continuing listing requirements under the Listing Manual of the SGX-ST. In the event that the Company is delisted from the Mainboard of the SGX-ST, the Company will be able to save on expenses and costs relating to the maintenance of a listed status and channel such resources to its business operations.

7. OUR OPINION AND ADVICE

7.1 Key Considerations of the Scheme

In arriving at our recommendation in respect of the terms of the Proposed Scheme, and the KWM IPTs and Related Shareholders Share Acquisition as Interested Person Transactions, we have taken into consideration, *inter alia*, the following factors summarised below as well as elaborated elsewhere in this Letter. The following should be read in conjunction with, and in the context of, the full text of this Letter.

(a) Same terms being offered to all Scheme Shareholders, as set out in paragraph 6.1 of this Letter;

(b) Rationale for the Proposed Scheme, as set out in paragraph 6.2 of this Letter;

(c) Market Quotation and Trading Liquidity of the Shares, as set out in paragraph 6.3 of this Letter;

(d) Historical Financial Performance of AFGL Group, as set out in paragraph 6.4 of this Letter;

(e) Net asset value ("**NAV**") and revalued NAV ("**RNAV**") of the AFGL Group, as set out in paragraph 6.5 of this Letter;

(f) Comparison of valuation statistics of the companies broadly comparable to the AFGL Group, as set out in paragraph 6.6 of this Letter;

(g) Comparison with recent successful privatisation transactions and delisting offers of the companies listed on the SGX-ST, as set out in paragraph 6.7 of this Letter; and

(h) other relevant considerations as follows:

  (i) outlook of the AFGL Group, as set out in paragraph 6.8.1 of this Letter;

  (ii) absence of alternative or competing offers, as set out in paragraph 6.8.2 of this Letter;

  (iii) effects of the scheme and delisting, as set out in paragraph 6.8.3 of this Letter;

  (iv) no necessity for access to equity capital markets, as set out in paragraph 6.8.4 of this Letter; and

  (v) cost savings, as set out in paragraph 6.8.5 of this Letter.

7.2 Assessment of the Scheme

For the purpose of evaluating the interested person transactions arising from the Scheme, we adopt the approach that the key question is whether the terms are on normal commercial terms and are not prejudicial to the interests of Aspial and the independent shareholders of Aspial. In assessing "normal commercial terms", we consider pricing, risk allocation and other conditions against market practice for comparable transactions between independent parties. Our review includes, among other matters, the quantum and structure of obligations and support, the allocation of rights and responsibilities between the consortium parties, the presence of governance safeguards and approvals, the financial impact and value at risk to the AFGL Group, the availability of alternative funding or structures, prevailing market conditions, and any potential conflicts of interest and mitigants.

7.3 Our opinion on the Scheme

In conclusion, on the basis that the Scheme Price is S$0.11 per Share and having regards to the information available to us today, we are of the opinion that: (a) the KWM IPTs and the Related Shareholders Share Acquisition, as Interested Person Transactions, are on normal commercial terms, and not prejudicial to the interests of Aspial and its minority shareholders; and (b) the Proposed Acquisition by way of the Scheme is in the interests of the Shareholders.

In rendering our opinion and advice, we note that this Letter is not intended for inclusion in any Scheme Document, as no such document will be issued by Aspial. Our opinion and advice are addressed solely to the Non-Interested Aspial Directors, and do not constitute any form of recommendation to the Shareholders. We have not taken into account the specific investment objectives, financial situation, tax position or individual circumstances of any shareholder or group of shareholders. Any shareholder who requires personalised advice on their investment holdings should consult their own legal, financial, tax or other professional adviser.

The letter is governed by and shall be construed in accordance with the laws of Singapore and is strictly limited to the matters stated herein and does not apply by implication to any other matter.

Yours faithfully
For and on behalf of
EVOLVE CAPITAL ADVISORY PRIVATE LIMITED

Chua Hiang Hwee	Lay Shi Wei
Chief Executive Officer and Managing Partner	Vice President

ANNEX A

Company	Stock exchange	Business description (as extracted from Bloomberg L.P.)	Share price as of Latest Practicable Date	Market Capitalisation as at the Latest Practicable Date (S$ million)	Financial year end	Trailing 12 Months Revenue (S$ million)	Trailing 12 Months Net profit/(loss) after tax attributable to shareholders (S$ million)
OUE	SGX	OUE Limited operates as a real estate development, investment, and management company in Singapore, the People's Republic of China, Japan, and Indonesia. It operates through Real Estate, Healthcare, and Others segments.	1.20	902.1	31-Dec	624.7	(155.1)
Far East Orchard	SGX	Far East Orchard Limited, an investment holding company, engages in the hotel operations and property investment. It operates through Hospitality Management Services, Hospitality Operations, Hospitality Property Ownership, Property Student Accommodation, Property Development, and Property Investment segments.	1.31	643.1	31-Dec	185.9	95.3
Hotel Grand	SGX	Hotel Grand Central Limited, together with its subsidiaries, owns, operates, and manages hotels in Singapore, Malaysia, Australia, New Zealand, and China.	0.72	528.7	31-Dec	141.3	(18.1)
Hotel Royal	SGX	Hotel Royal Limited, an investment holding company, operates in the hotelier business in Singapore, Malaysia, Thailand, and New Zealand. It operates through Hotel Operations, Property Investments, and Financial Investments segments.	2.04	528.7	31-Dec	68.8	6.0
Banyan Tree Holdings Limited	SGX	Banyan Tree Holdings Limited, an investment holding company, operates as a hospitality company in Singapore, rest of South East Asia, Indian Oceania, the Middle East, North East Asia, and internationally. It operates through Hotel Investments, Residences, and Fee-Based segments.	0.64	554.8	31-Dec	407.0	116.5

Company	Stock exchange	Business description (as extracted from Bloomberg L.P.)	Share price as of Latest Practicable Date	Market Capitalisation as at the Latest Practicable Date (S$ million)	Financial year end	Trailing 12 Months Revenue (S$ million)	Trailing 12 Months Net profit/(loss) after tax attributable to shareholders (S$ million)
Bonvests	SGX	Bonvests Holdings Limited, an investment holding company, engages in the hotel ownership and management, property development and investment, and waste management and contract cleaning businesses.	1.00	401.5	31-Dec	221.7	58.7
Prospercap Corporation	SGX	ProsperCap Corporation Limited, an investment holding company, engages in the investment and management of real estate properties in England and Scotland. The company operates hotels and hospitality assets under the Hilton, IHG, and Marriott brands. It also provides management and procurement services.	0.08	128.5	31-Dec	248.3	(41.4)