

FUJI OFFSET PLATES MANUFACTURING LTD

(Incorporated in the Republic of Singapore)

(Company Registration No. 198204769G)

PROPOSED SUBSCRIPTION FOR 10,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF FUJI OFFSET PLATES MANUFACTURING LTD – ENTRY INTO CONDITIONAL SUBSCRIPTION AGREEMENT

1. INTRODUCTION

The board of directors ("**Board**" or the "**Directors**") of Fuji Offset Plates Manufacturing Ltd (the "**Company**" and, together with its subsidiaries, the "**Group**") wishes to announce that the Company has today entered into a subscription agreement (the "**Subscription Agreement**") with Mr. Lim Ah Cheng (the "**Subscriber**" or "**AC Lim**"), pursuant to which the Subscriber will subscribe for, and the Company will allot and issue to the Subscriber, an aggregate of 10,000,000 new ordinary shares (the "**Subscription Shares**") in the capital of the Company at an issue price of S\$0.45 for each Subscription Share (the "**Issue Price**"), amounting to an aggregate cash consideration of S\$4,500,000 (the "**Proposed Subscription**").

2. DETAILS OF THE PROPOSED SUBSCRIPTION

2.1. The Subscriber

AC Lim is a private investor and is subscribing for the Subscription Shares for investment purposes, and as principal for his own benefit, and not in trust or as a nominee.

UOB Kay Hian Private Limited ("**UOBKH**") has been appointed as an arranger for the Proposed Subscription, however, the Company was first introduced to AC Lim via Mr David Teo Kee Bock ("**Mr David Teo**"), the Executive Chairman and a substantial shareholder of the Company. AC Lim is an acquaintance of Mr David Teo, who invited the Subscriber to consider making an investment in the Company. AC Lim is an engineer by training and has previous relevant experience as a director and executive officer of a former listed company on the Mainboard of the Singapore Exchange Securities Trading Limited ("**SGX-ST**").

UOBKH will be paid a commission of S\$45,000, which is calculated based on 1.0% of the aggregate consideration for the Proposed Subscription, by the Company for its role in arranging the Proposed Subscription. Save for its role in arranging the Proposed Subscription, there are no connections (including business relationships) between UOBKH, its directors and substantial shareholders, and the Directors or substantial shareholders of the Company. As at the date of this announcement, UOBKH does not hold any Shares.

Save as disclosed above, no introducer, referral or commission fees or other selling or promotional expenses have been paid or will be payable by the Company in connection with the Proposed Subscription, other than fees incurred for administrative or professional services. The Company did not appoint any placement agent for purposes of the Proposed Subscription.

As at the date of this announcement, the Subscriber (i) does not have any existing interest (whether direct or deemed) in the Shares; and (ii) is not related to any of the Directors, substantial shareholders of the Company, or their respective associates. There is also no connection (including business relationship) between the Subscriber and the Directors or substantial shareholders of the Company. Further, the Subscriber has represented and warranted to the Company that, *inter alia*, he is not under any obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of any other person (including any of the Directors or substantial shareholders of the Company) in respect of the Subscription Shares.

2.2. Subscription Shares

The Subscription Shares, when allotted and issued, shall be free from all encumbrances and shall rank *pari passu* with, and shall carry all rights similar to, the then existing issued ordinary shares in the capital of the Company ("**Shares**"), except that they will not rank for any dividend, right, allotment or other distributions, the record date for which falls on or before the completion of the Proposed Subscription ("**Completion**"). There is no moratorium imposed on the Subscription Shares and there are no share borrowing arrangements for the Proposed Subscription.

As at the date of this Announcement, the Company has an issued share capital of S\$14,806,615.65 comprising 49,912,500 Shares. Immediately following the Completion, the Company will have an enlarged issued and paid-up capital of S\$19,306,615.65 comprising 59,912,500 Shares. The Subscription Shares represent approximately 20.0% of the issued Shares as at the date of this announcement and will represent approximately 16.7% of the issued Shares in the enlarged share capital of the Company immediately after Completion, assuming there are no other changes to the total number of Shares (excluding treasury shares and subsidiary holdings) before Completion.

The Subscriber is not a substantial shareholder or a controlling shareholder of the Company and accordingly, he does not fall within the categories of restricted placees set out in Rule 812(1) of the SGX-ST Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**"). Notwithstanding the same, as the Subscription Shares will represent more than 15% of all voting shares in the Company, approval from shareholders of the Company ("**Shareholders**") is required under Rule 803 of the Catalist Rules for the allotment and issue of the Subscription Shares to the Subscriber pursuant to the Proposed Subscription. Accordingly, the Company will not be relying on its existing general share issue mandate approved by Shareholders by way of an ordinary resolution at the annual general meeting of the Company held on 24 April 2025 and will be seeking specific approval of the Shareholders at an extraordinary general meeting to be convened ("**EGM**") for, *inter alia*, the Proposed Subscription pursuant to Rules 803 and 805 of the Catalist Rules.

2.3. Issue Price

The Issue Price represents a premium of approximately 24.4% to the volume weighted average price of S\$0.3616 per Share for trades done on the SGX-ST for the full market day on 26 May 2025, being the last market day for which Shares were traded on the SGX-ST prior to the trading halt.

The Issue Price was arrived at following arm's length negotiations between the Company and the Subscriber, taking into account, *inter alia*, the historical trading performance of the Shares, prevailing market conditions, the financial position (including the net tangible asset per Share) and prospects of the Company, and confidence in the expected future growth of the Company.

2.4. Conditions Precedent

Completion of the Proposed Subscription is conditional upon:

- (a) the approval of Shareholders having been obtained for the allotment and issuance of the Subscription Shares to the Subscriber pursuant to Rules 803 and 805 of the Catalist Rules;
- (b) the receipt of approval in-principle for the listing of and quotation for the Subscription Shares on the Catalist of the SGX-ST having being obtained and not having been revoked, and where such approval is subject to conditions, (i) such conditions being reasonably acceptable to the Company and the Subscriber; and (ii) if such conditions are required to be fulfilled on or before Completion, such conditions are so fulfilled;
- (c) the allotment, issue and subscription of the Subscription Shares and all the transactions contemplated in the Subscription Agreement not being prohibited by any statute, order,

rule, regulation or directive promulgated or issued after the date of the Subscription Agreement by any legislative, executive or regulatory body or authority (including, without limitation, the Monetary Authority of Singapore (the "**MAS**") and the SGX-ST) in Singapore or elsewhere, which is applicable to either the Company or the Subscriber, including the provisions of the Catalist Rules or the Securities and Futures Act 2001 of Singapore (the "**SFA**"); and

- (d) the representations, warranties and undertakings by the Company and the Subscriber remaining true and correct in all material respects as if made on the date of Completion, with reference to the then existing facts and circumstances, and each of them having performed all of its/his obligations under the Subscription Agreement to be performed on or before Completion,

(collectively, the "**Conditions**" and each, a "**Condition**").

If any of the Conditions is not satisfied or waived on or before four (4) months from the date of the Subscription Agreement or such later date as the Company and the Subscriber may agree in writing, the Proposed Subscription will not proceed and the Subscription Agreement will lapse and cease and no party will have any claims against any other party, save for any antecedent breach of the Subscription Agreement.

2.5. Completion

Pursuant to the Subscription Agreement, the Proposed Subscription shall be completed on the date falling five (5) Business Days (as defined in the Subscription Agreement) after the fulfilment or waiver of the last Condition in accordance with the Subscription Agreement, or such other date as the Company and the Subscriber may mutually agree in writing (the "**Completion Date**").

Upon the satisfaction of the last Condition, the Subscriber will pay or procure to pay to the Company the total consideration for the Subscription Shares. Subject to the satisfaction of payment by the Subscriber, the Company will, on Completion Date, allot and issue the Subscription Shares to the Subscriber as soon as practicable thereafter, subject to any deadlines as may be specified in the listing approval as may be granted by the SGX-ST.

2.6. Subscriber's Right following Completion

Subject to Completion taking place, the Subscriber will from the Completion Date (as defined in the Subscription Agreement) and for so long as he is a controlling shareholder (as defined in the Catalist Rules) of the Company, have the right to be appointed to the Board as either an executive director of the Company or a non-independent and non-executive director of the Company. Subject always to the applicable requirements under the constitution of the Company (including Shareholders' approval, if required), the recommendation of the nominating committee of the Board, the approval of the Board, the finalisation of the terms of the service agreement of the Subscriber and the Catalist Rules, upon receiving a written request from the Subscriber, the Company will procure the appointment of the Subscriber onto the Board as either an executive director or a non-executive and non-independent director.

3. RATIONALE AND USE OF PROCEEDS

The estimated net proceeds (the "**Net Proceeds**") from the Proposed Subscription, after deducting estimated expenses (comprising relevant professional and arrangement fees payable in relation to the Proposed Subscription) amounting to approximately S\$0.15 million in aggregate, will amount to approximately S\$4.35 million.

The Board believes that the Proposed Subscription will augment and strengthen the Group's financial position and provide flexibility to capitalise on growth opportunities. The Proposed Subscription will result in an injection of funds into the Company for potential business investments and/or acquisitions.

The Company intends to utilise 100% of the Net Proceeds to finance the expansion, growth, and development of the Group's businesses and operations, including through, *inter alia*, capital expenditure, acquisition of strategic assets through mergers and acquisitions or by other similar means.

Pending the utilisation of the Net Proceeds for such purposes, such proceeds may be placed in deposits with banks or financial institutions or invested in short-term money markets or debt instruments or for any other purpose on a short-term basis as the Board may, in its absolute discretion, deem fit from time to time.

The Company will make periodic announcements on the utilisation of the Net Proceeds as and when such proceeds are materially disbursed and whether such use is in accordance with the stated use and in accordance with the percentage allocated. The Company will also provide a status report of the use of proceeds from the Proposed Subscription in the Company's interim and full-year financial statements issued and the Company's annual report. Where there is any material deviation from the stated use of proceeds, the Company shall announce the reasons for such deviation when such funds are materially disbursed.

4. FINANCIAL EFFECTS

The financial effects of the Proposed Subscription on the Company are prepared based on the audited consolidated financial statements of the Group for the financial year ended 31 December 2024 and assumes that:

- (a) the Subscription Shares are fully placed out;
- (b) Completion had taken place on 31 December 2024 for the purpose of illustrating the financial effects on the net tangible assets ("**NTA**") per Share;
- (c) Completion had taken place on 1 January 2024 for the purpose of illustrating the financial effects on the earnings per Share ("**EPS**");
- (d) the share capital of the Company as at the date of this announcement comprises 49,912,500 Shares (excluding treasury shares and subsidiary holdings); and
- (e) the estimated fees and expenses incurred in connection with the Proposed Subscription amounts to approximately S\$0.15 million in aggregate.

The financial effects below are purely **for illustrative purposes only** and do not reflect the actual financial performance or position of the Company and the Group after the Proposed Subscription.

4.1. Share Capital

	Before the Proposed Subscription ⁽¹⁾	Immediately after the Proposed Subscription
Number of Shares	49,912,500	59,912,500

Note:

- (1) Excluding treasury shares and subsidiary holdings.

4.2. EPS

The effect of the Proposed Subscription on the Company's EPS for the financial year ended 31 December 2024, assuming that the Completion Date is 1 January 2024, would be as follows:

	Before the Proposed Subscription	Immediately after the Proposed Subscription
Profit attributable to shareholders of the Company (S\$'000)	964	964
Weighted average number of shares	49,912,500	59,912,500
EPS (SGD cents)	1.93	1.61

4.3. NTA per Share

The effect of the Proposed Subscription on the Company's NTA per Share for the financial year ended 31 December 2024, assuming that the Completion Date is 31 December 2024, would be as follows:

	Before the Proposed Subscription	Immediately after the Proposed Subscription
NTA (S\$'000)	34,829	39,179
Number of ordinary shares in issue	49,912,500	59,912,500
NTA per Share (SGD cents)	69.78	65.39

5. DIRECTORS' OPINION

The Directors are of the opinion that after taking into consideration the Group's present bank facilities, the working capital available to the Group is sufficient to meet its present requirements.

Notwithstanding the above, the Company has decided to undertake the Proposed Subscription to strengthen the Group's financial position and provide flexibility to capitalise on growth opportunities. The Proposed Subscription will result in an injection of funds into the Company to finance the expansion, growth and development of the Group's businesses and operations.

The Directors are of the further opinion that, as at the date of this announcement, after taking into consideration the Group's present bank facilities and the Net Proceeds to be raised from the Proposed Subscription, the working capital available to the Group is sufficient to meet its present requirements.

6. CIRCULAR TO SHAREHOLDERS AND ADDITIONAL LISTING APPLICATION

The Company will be seeking specific Shareholders' approval for, *inter alia*, the Proposed Subscription at the EGM and further details of the Proposed Subscription will be provided in a circular that will be despatched to Shareholders in due course. The Company, through its sponsor, Asian Corporate Advisors Pte. Ltd., will also be making an application to the SGX-ST for the listing of and quotation for the Subscription Shares on the Catalist of the SGX-ST. The Company will make the necessary announcements upon receipt of the listing and quotation notice from the SGX-ST.

7. NO PROSPECTUS OR OFFER INFORMATION STATEMENT

The Proposed Subscription is not underwritten and will be undertaken by way of a private placement in accordance with, and in reliance on, Section 272B of the SFA. As such, no prospectus or offer information statement will be lodged with the SGX-ST acting as agent on behalf of the MAS in connection with the issuance of the Subscription Shares.

For the purposes of Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018, the Subscription Shares are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018).

8. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors and their respective associates, and to the best of knowledge of the Directors, none of the substantial shareholders of the Company and their respective associates has any interest, direct or indirect, in the Proposed Subscription or the Subscription Agreement and transactions contemplated therein, other than through their respective directorships and/or shareholding interests, if any, in the Company.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Subscription Agreement are available for inspection during normal business hours from 9.00 a.m. to 5.00 p.m. at the registered office of the Company at 2 Jalan Rajah, #06-28, Golden Wall Flatted Factory, Singapore 329134 for a period of three (3) months from the date of this announcement.

10. DIRECTORS' RESPONSIBILITY STATEMENT

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

11. CAUTIONARY STATEMENT

Shareholders and potential investors of the Company are advised to read this Announcement and any further announcements by the Company carefully. Shareholders and potential investors of the Company are advised to refrain from taking any action in respect of securities in the Company which may be prejudicial to their interests, and to exercise caution when dealing in the securities of the Company. Completion of the Proposed Subscription is subject to fulfilment of the conditions in the Subscription Agreement and, as at the date of this announcement, there is no certainty or assurance that the Proposed Subscription will proceed to Completion. In the event of any doubt, Shareholders and potential investors of the Company should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisors.

By Order of the Board

David Teo Kee Bock
Chairman
29 May 2025

*This announcement has been reviewed by the Company's sponsor, Asian Corporate Advisors Pte. Ltd. ("**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

The contact person for the Sponsor is Ms Foo Quee Yin, at 160 Robinson Road, #21-05 SBF Center, Singapore 068914, telephone number: 6221 0271.